

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

I. Background

The Familiarization Programme for Independent Directors of Prozeal Green Energy Ltd. (“the Company”) has been adopted by the Board of Directors pursuant to provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

II. PURPOSE

Familiarisation Programme has been framed with the objective of making the Independent Directors accustomed to their roles, responsibilities, and the Company’s business environment. The Programme is divided into various modules with emphasis on the following areas:

- Roles, Rights and Responsibilities – including Board dynamics, governance framework, and functioning of various Committees.
- Strategy, Operations and Functions of the Company – providing insights into the industry, business model, strategic priorities, risks, opportunities, and operational performance.

The Programme has been designed considering the specific needs of contemporary corporate governance and the obligations of Independent Directors under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Through this Programme, the Independent Directors are:

- Familiarised with their statutory duties, responsibilities, and liabilities.
- Provided an overview of the Company’s vision, mission, values, strategy, and long-term goals.
- Exposed to presentations and discussions with senior management on Company operations, industry outlook, regulatory updates, and risk management framework.
- Updated on recent amendments in laws and compliance requirements relevant to the Company.
- Encouraged to participate in site/plant visits to gain practical understanding of operations.

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III. OVERVIEW OF THE PROGRAMME

The Company has adopted a structured Familiarisation Programme to enable its Independent Directors to understand their roles, responsibilities, and the Company's business environment so that they can contribute effectively to Board and Committee deliberations.

Initial Familiarisation

At the time of appointment, Independent Directors are apprised of:

- Their roles, duties, responsibilities, and the expected time commitment.
- Remuneration, insurance coverage, and the process of performance evaluation of the Board, Committees, and individual Directors.
- Key statutory and regulatory compliances under the Companies Act, 2013, SEBI (LODR) Regulations, and other applicable laws.

They are also provided with presentations covering the Company's overview, business segments, key milestones, group structure, awards and recognitions, regulatory updates, and other relevant information. This equips Independent Directors to understand the Company's structure, business model, and regulatory framework.

Continual Familiarisation

To keep Independent Directors updated on a continuous basis, the Company:

- Arranges business presentations at regular intervals on the Company's and its subsidiaries' strategy, operations, financials, markets, and risk management.
- Provides opportunities to interact with the MD and other Functional Heads to gain insights into products, services, organisation structure, facilities, and emerging opportunities.
- Shares periodic updates on regulatory developments, governance practices, and industry trends.

Independent Directors are given **complete access to information** within the Company and have the freedom to interact directly with management. Such interactions occur during Board and Committee meetings, as well as through separate sessions with Statutory and Internal Auditors when required.

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This structured approach ensures that Independent Directors remain well-informed about the Company's evolving business environment and regulatory landscape, enabling them to effectively discharge their responsibilities.

IV. DISCLOSURE OF THE FAMILIARISATION PROGRAMME:

This policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

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DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

SUMMARY OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF PROZEAL GREEN ENERGY LIMITED (“THE COMPANY”) DURING FY 2024-25:

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	One Programme on 24.03.2025
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	Approx. two hours during the year 2024-25 being the first year after adoption of the policy. cumulative time is also approx. two hour only
Purpose of Programme	<ul style="list-style-type: none"> ○ To provide a comprehensive overview of the Company’s operational scale and activities. ○ To offer detailed insights into the Company’s business model and recent strategic acquisitions. ○ To clearly define the roles, rights, and responsibilities of Independent Directors. ○ To update Directors on recent developments in the regulatory and policy framework.

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