Familiarization Programme for Independent Directors

1. PREAMBLE

In terms of Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein referred as "**Listing Regulations**"), this Familiarization Programme ("**Programme**" or "**Policy**") for Independent Directors of Dev Accelerator Limited ("**Company**") has been adopted with an objective of familiarizing the Independent Directors of the Company with the business and operations of the Company through various structured orientation programmes.

Further in terms of Section 149(8) of the Companies Act, 2013 read with Schedule IV of the Companies Act, 2013, the Independent Directors are required to undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.

The Programme has been designed considering the specific needs of contemporary corporate governance and the role of Independent Directors in view of the onerous responsibility imposed upon them, by the Companies Act, 2013 and Listing Regulations.

In terms of the aforesaid provisions, this Policy has been formulated and approved by the Board of Directors of Dev Accelerator Limited ("**Company**"), which comes into effect from September 20, 2024.

2. PURPOSE AND OBJECTIVE OF THE PROGRAMME

To adopt a structured programme for orientation and training of Independent Directors at the time of their joining so as to enable them to understand (i) their roles, rights and responsibilities towards the Company; (ii) the Company's operations, business model, nature of industry and environment in which it operates.

To update the Directors on a regular basis on any significant changes therein so as to be in a position to take well informed and timely decisions.

3. APPLICABILITY.

The above programmes will be conducted for new and continuing existing Independent Directors of the Company.

4. DEFINITIONS

"Act" means the Companies Act, 2013 along with rules, notifications and circulars made / issued thereunder, as amended from time to time.

"Board of Directors" or **"Board"**, in relation to the Company, means the Board of Directors of the Company.

"Company" shall mean Dev Accelerator Limited.

"Independent Director" means an Independent Director as defined in clause 47 of section 2 and sub- section 6 of section 149 read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

"Listing Regulations" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

"Policy" or **"Programme"** means the Familiarization Programme for Independent Directors.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Act and Listing Regulations shall have the meaning respectively assigned to them therein.

5. OVERVIEW OF THE FAMILIARIZATION PROCESS

All Independent Directors shall be briefed about their roles, functions and responsibilities in the Company.

A formal letter of appointment shall be provided to the Independent Directors at the time of their appointment or re-appointment, setting out their roles, functions, duties, responsibilities and their fiduciary duties as a director of the Company.

Information about various service lines shall be provided to the Independent Directors.

Independent Directors shall be provided with, amongst other documents, copy of the constitutional documents of the Company, latest annual report and internal policies to familiarize them with the Company's procedures and practices.

Interactions shall be held between the directors, Key Managerial Personnel and senior management of the Company to familiarize the Independent Directors with the organizational set-up, functioning of various departments, internal control processes and relevant information pertaining to the Company.

Apart from the above, periodic presentations may also be made at the meetings of the Board/ various committees of the Board, to familiarize the Independent Directors with the Company's strategy, business performance, business environment, regulatory framework, operations review, risk management and other related matters.

The entire Board, including Independent Directors, shall have complete and sufficient access to the Company's information, wherever required, for informed decision making. This facilitates the Independent Directors to understand and comprehend the business of the Company.

6. ORIENTATION PROGRAMME FOR NEW DIRECTORS

The Company shall conduct a formal induction programme for the new independent directors, which may include familiarization of such independent director with the following:

a) Nature of industry in which the Company operates.
b) Business model of the Company.
c) Roles, rights and responsibilities of the independent director and the Board as a whole.
d) Criteria of independence applicable to Independent Directors as per the Listing Regulations and the Act.
e) Directors' Responsibility Statement forming part of the Boards' Report.
f) Company's vision, core values, ethics and corporate governance practices.
g) Business structure and overview, corporate strategy, business plans and annual targets.
h) Familiarization with Company's business operations, performance, financial statements, other financial matters, internal control processes and statutory compliances, risk management systems and framework.
i) Vigil mechanism, code of conduct, insider trading policy and other policies as may be formed by the Company from time to time.
j) Board evaluation process and procedures.

7. REVIEW OF THE PROGRAMME

The Company may review the Programme and make necessary revisions, as and when required.

8. DISCLOSURE REQUIREMENT

The details of familiarisation programmes for Independent Directors including details in relation to (i) number of programmes attended by Independent Directors (during the year and on a cumulative basis until date of publication), (ii) number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis until date of publication), and (iii) other relevant details, shall be disseminated on the website of the Company.

This Policy shall be uploaded on the Company's website for public information and a web link where details of familiarization programmes imparted to Independent Directors are disclosed shall be given in the annual report.

9. AMENDMENT AND CONFLICT

Any subsequent amendment/modification in the applicable laws shall automatically apply to this Policy. The Board has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever. In the event of conflict between this Policy and any applicable laws, applicable laws shall prevail.

SUMMARY OF FAMILIARIZATION PROGRAMMES

Particulars	During the FY 2025-2026	Cumulative till date
Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	**1**	**1**
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	**2 hours**	**2 hours**