

HAPPY SQUARE OUTSOURCING SERVICES LIMITED

**POLICY FOR FAMILIARIZATION PROGRAMME OF
INDEPENDENT DIRECTORS**

Approved by the Board on 27th September, 2024



1. PREAMBLE

- 1.1 This Policy shall be called the “**Policy for Familiarization Programme for Independent Director of Happy Square Outsourcing Services Limited** (the “Company” or “Happy Square”).
- 1.2 The Policy is made in compliance with **Regulation 25(7)** of the SEBI (LODR) Regulations, 2015 which stipulates that the Company shall familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

2. PURPOSE OF THE POLICY

The Policy is made with an objective to adopt an organized programme for orientation and training of Independent Directors at the time of their joining so as to facilitate them to understand the Company – its operation, industry and the environment in which it functions, their roles and responsibilities and to keep informed the directors on a continuing basis on any significant changes therein so as to be in a position to take well-informed and timely decisions.

Such familiarization initiatives are intended to empower Independent Directors to contribute effectively to the governance and oversight functions of the Company, thereby ensuring robust corporate governance practices in alignment with statutory requirements. Formally therefore Happy Square Outsourcing Services Limited (‘Company’) has devised this program for Independent Directors (‘Policy’).

3. REGULATORY REQUIREMENT FOR TRAINING OF DIRECTORS OR FAMILIARIZATION PROGRAMS

Provisions under the Companies Act, 2013

- Schedule IV

Part III of Schedule IV mandates that Independent Directors must regularly undertake induction programs to update and refresh their skills, knowledge, and familiarity with the company. This Schedule further delineates the roles, responsibilities, and duties to be performed by Independent Directors.

- Section 166

Section 166 of the Act prescribes the duties of directors, emphasizing their obligations and responsibilities.

Listing Regulations

Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR Regulations)

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(Previously Known as Happy Square Outsourcing Services Private Limited).

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This regulation requires companies to familiarize Independent Directors with the nature of the industry in which the listed entity operates, the business model of the listed entity, and the roles, rights, and responsibilities of Independent Directors, among other aspects.

While there is no prescribed periodicity under the Act, 2013 regarding the induction or training of directors, it is required that such programs be conducted regularly. Furthermore, pursuant to Regulation 46(2)(i) of the LODR Regulations, companies are obligated to disclose details of these familiarization programs on their websites.

4. APPLICABILITY

The above Programme will be conducted for new and continuing Independent Directors of the Company. Apart from Independent Directors, Non-Executive Directors are also eligible to attend the familiarization programmes.

5. FAMILIARIZATION PROCESS

5.1 AT THE TIME OF APPOINTMENT

- A familiarisation pack is handed over to the new inductee, which includes the Company's corporate profile, its vision, mission and value statement, the company's organisational structure, the Company's history and milestone, latest annual report, Code of Conduct for Directors and senior management and Code of Conduct for Prevention of Insider Trading along with a summary on do's and don'ts pertaining to Insider Training. It also includes the details of nature of industry and the external environment in which company operates.
- A detailed appointment letter incorporating the role, duties and responsibilities is issued to the Independent Director for his/her acceptance.
- They will also be introduced to Secretarial Head for understanding the shareholding pattern, Board Structure, Board committees the Board Committees and their functions, policies applicable to the director, their roles, responsibilities, duties, rights as a director and the laws applicable to the company, their monitoring and compliance process and the Finance Head for understanding the financial and other related aspects of the company.

5.2 REGULAR FAMILIARIZATION

The Company through its Managing Director / Executive Director / Key Managerial Personnel will conduct programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

- Such programmes / presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.
- The programmes/presentations also familiarise the Independent Directors with their roles, rights and responsibilities.
- When a new Independent Director comes on the Board of the Company, a meeting will be arranged with the Managing Director & Group CEO, Chief Financial Officer



to discuss the functioning of the Board and the nature of the operation of the Company's business activities.

6. AMENDMENT


- 5.1 The provisions of this Policy can be amended/ modified by the Board from time to time and all such amendments/ modifications shall take effect from the date stated therein. All Directors and Senior Management Personnel shall be duly informed of such amendments and modifications.
- 5.2 The Company shall upload its familiarization program on its website and a web link for the same shall be provided in the Company's Annual Report.
- 5.3 As and when the familiarization program is conducted the same will be disclosed on the website with the following details:
- Number of programs attended by independent directors (during the year and on a cumulative basis till date).
 - Number of hours spent by independent directors in such programs (during the year and on a cumulative basis till date).
 - Other relevant details.

7. POLICY REVIEW

In case of any subsequent changes in the provisions of the Act or any other regulations which makes any of the provisions in the policy inconsistent with the Act or SEBI LODR Regulations, then the provisions of the Act or SEBI LODR Regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

This policy shall be reviewed by the Board of directors as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the policy shall be done with the approval of Board of Directors only.

For and on behalf of
HAPPY SQUARE OUTSOURCING SERVICES LIMITED


Shradha Rajpal
Managing Director, DIN: 03613692

