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FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS OF ZICOM ELECTRONIC SECURITY SYSTEMS LIMITED

1. PREAMBLE:

In terms of Clause 49(II)(B)(7) of the Listing Agreement with the Stock Exchanges, it is required that:

- a) 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.
- b) The details of such familiarization programmes shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

2. INITIAL FAMILIARISATION:

At the time of appointing an Independent Director, a formal letter of appointment is given to him / her, which inter-alia explains the term, roles, duties and responsibilities, remuneration, performance evaluation and insurance cover.

At the outset, all the Independent Directors are provided with an overview of the following:

- Company's Corporate Profile, its Mission, Vision and Values Statement
- Company's history and milestone
- Criteria of independence applicable to Independent Directors as per Clause 49 of the Listing Agreement and the Companies Act, 2013
- Time Commitment
- Roles, Duties and Liabilities
- Company's Code of Conduct for Directors and Prevention of Insider Trading
- Policies inclusive of Vigil Mechanism Policy

3. CONTINUING FAMILIARISATION:

- a) The Independent Directors are advised from time to time, of the compliances required from him / her under the Companies Act, 2013, Clause 49 of the Listing Agreement and other relevant rules and regulations.



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- b) The Independent Directors are familiarized with the Company's operations, governance, internal control processes and other relevant information pertaining to the Company's business to understand and get updated on the business and operations of the Company on a continuous basis.
- c) The presentations and updates at the Board Meetings including updates on business performance, business environment, operations, financial parameters, changes in senior management, litigations, compliances, subsidiary information.
- d) Independent Directors to meet separately without the presence of any management personnel to enable them to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

4. AMENDMENT:

The Board is authorized to amend / modify the familiarisation programme on regular basis to ensure its effectiveness and also compliance with Clause 49 of the Equity Listing Agreement.
