

**TOTAL TRANSPORT SYSTEMS LIMITED**

**FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS**

**1. Preamble:**

In terms of Clause 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the Company is required to familiarise the Independent Directors with the business and operations of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and the on-going events relating to the Company. This programme aims to provide the Independent Directors insights into the Company to enable them to understand the Company’s business and operations so that they are able to play a meaningful role in the overall governance processes of the Company.

**2. Purpose:**

The Company believes in continuous education and familiarization of its Independent Directors on the business, strategy, operations, and functions.

**3. Initial Familiarization:**

At the time of appointing a director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties, and responsibilities expected of him as a Director of the Company. The Company conducts an introductory familiarisation program / presentation, when a new Independent Director comes on the Board of the Company. At the outset, all the independent directors are provided an overview of;

- a) Criteria of independence applicable to Independent Directors as per Listing Regulations and the Companies Act, 2013;
- b) Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, Corporate Social Responsibility, Stakeholders conflicts, Board effectiveness, strategic direction, Meetings and performance assessment;
- c) Roles, functions, Duties, Responsibilities and liabilities of Independent Directors;
- d) Directors Responsibility Statement forming part of Boards’ Report;
- e) Vigil Mechanism including policy formulation, disclosures, code for Independent Directors;
- f) Risk Management Systems & framework;
- g) Board Evaluation Process and Procedures;

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The Director is also explained in detail the compliances required from him under the Companies Act, Listing Regulations and other relevant regulations and his affirmation taken with respect to the same. The Independent Directors are also provided with copy of latest Annual Report, the Company's Code of Conduct for Prevention of Insider Trading, Code of Conduct for Directors and Senior Management Personnel and Schedule of upcoming Board and Committee meetings. With a view to familiarize him with the Company's operations, the Chairman/Managing Director provides a one-to-one interaction on the organisational set up, the functioning of various divisions / departments, the Company's market share and the markets in which it operates, governance and internal control processes and other relevant information pertaining to the Company's business. The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfil his role as a Director of the Company.

#### **4. Continuing education process:**

The Company will follow a structured orientation programme for the independent directors to understand and get updated on the business and operations of the Company on a continuous basis. The Company shall also conduct various training sessions, presentations at regular intervals to familiarise them with the strategy, operations and functions of the Company and their roles, responsibilities, and rights. Such continual familiarisation shall, inter alia, include regular inputs on strategy and business model of the Company, budgeting and planning, performance of various business verticals, statutory reporting including internal audit reports, SEBI audit reports and compliance related certifications and overview of business of subsidiaries on an on-going basis through the Chairman/ Managing Director/Chief Financial Officer and the key managerial personnel. The Company will also provide an opportunity to the independent directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organisation structure, facilities and risk management and such other areas. Presentations are made to the Board of Directors and the Audit Committee, as the case may be (minutes of the audit committee, and other Board committees are circulated to the Board), where Directors get an opportunity to interact with Executive Committee members and business heads.

The Board has complete access to the information within the Company. Independent directors have the freedom to interact with the Company's management. Apart from this, they also have independent interactions with the statutory auditors, the internal auditors and external advisors appointed from time to time. The appointment of Independent Directors is formalized through a letter of appointment. This letter of appointment sets out the Terms and Conditions covering inter alia roles, duties and responsibilities, compliances under Company's policy, etc. The Company may include such other details and information, as required, during the introductory familiarization programme /

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presentation, when a new independent director comes on the Board of the Company. Apart from these, there could be additional meetings or sessions on demand on specific topics.

#### **5. Process:**

- i. Programs shall be conducted, and presentations made periodically to the Directors by Executive Directors / Management Committee Members /Other Senior Managerial Personnel to familiarize the Directors on the Company's business, strategy, operations. and functions.
- ii. Such programs / presentations will provide an opportunity to the Independent Directors to get an insight into the Company's business model, strategy, operations, etc. and also offers opportunity to them to know the Senior Management team.
- iii. The Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time.
- iv. The Company may conduct an introductory familiarization program/presentation, when a new Independent Director comes on the Board of the Company.

#### **6. Disclosure of Policy:**

Pursuant to Regulation 46(2) of Listing Regulations, the Familiarization Programme for the entire financial year shall be disclosed on the Company's website and a web link thereto shall be provided in the Annual Report.

Familiarization programme will be conducted on an **"as and when needed"** basis during the year.

#### **7. Review of Programme:**

The Board of Directors will review this Programme and make revisions as and when be required.

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**8. Details of familiarization programs imparted to Independent Directors in 2022-2023:**

Sr. No.	Independent Directors	Details of Programme	Number of programmes / Meeting attended		No. of Hours spent by ID	
			F.Y. 2022-2023	Cumulative till date	F.Y. 2022-2023	Cumulative till date
1.	Rajiv Mathuraprasad Saxena	Company's strategy & business, operations, Organization structure, human resources, technology future outlooks.	1	1	2	2
2.	Mangina Srinivas Rao	Company's strategy & business, operations, Organization structure, human resources, technology future outlooks.	1	1	2	2
3.	Sandesh Madhukar Kirkire	Company's strategy & business, operations, Organization structure, human resources, technology future outlooks.	1	1	2	2

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