

Manipal Health Enterprises Limited
**POLICY FOR FAMILIARIZATION PROGRAMMES FOR INDEPENDENT
DIRECTORS**

DEFINITIONS AND INTERPRETATION

1. Definitions

“**Applicable Laws**” shall mean all applicable laws, statutes, enactments, acts of central or state legislature, ordinances, rules, regulations, notifications, guidelines, directions, directives, policies, circulars, decisions and any other pronouncements issued in accordance with the Companies Act, the SEBI Act, SEBI Listing Regulations or any other law applicable to the jurisdiction of India by any central, state, local, or other governmental, administrative or regulatory authority exercising executive, legislative, judicial, regulatory or administrative functions;

“**Board**” shall mean the board of directors of the Company;

“**Companies Act**” shall mean the Companies Act, 2013, and rules and regulations made thereunder, as amended from time to time;

“**Company**” shall mean Manipal Health Enterprises Limited;

“**Director(s)**” shall mean a member of the Board;

“**Independent Director(s)**” shall mean the independent directors on the Board, as appointed from time to time;

“**Policy**” means this Policy for Familiarization Programmes for Independent Directors, as amended from time to time;

“**SEBI Act**” shall mean the Securities and Exchange Board of India Act, 1992, as amended from time to time;

“**SEBI Listing Regulations**” shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

2. Interpretation

Unless defined expressly herein, all capitalised terms used in this Policy shall have the meanings assigned to them under the Companies Act, the SEBI Act, as amended from time to time, the SEBI Listing Regulations, the Securities Contracts (Regulation) Act, 1956, and the rules framed thereunder, as amended from time to time, the Depositories Act, 1996, as amended from time to time.

In the event of any conflict between this Policy and Applicable Laws, the Applicable Laws shall prevail. Any amendment/modification to the Applicable Laws shall automatically apply to this Policy, to the extent applicable.

INTRODUCTION

3. Background

Regulation 25(7) read with 46(2) of the SEBI Listing Regulations inter-alia stipulates that the Company shall familiarise its independent directors with the Company, their roles, rights, responsibilities in the Company, business model of the Company, nature of the industry in which the Company operates and any other relevant information, through periodical programmes. Additionally, these programmes allow independent directors to interact closely with the senior leadership of the Company. This Policy is accordingly formulated in pursuance of the aforesaid requirements of the SEBI Listing Regulations.

4. Objectives

This Policy aims to institutionalise a formal induction mechanism for Independent Directors to enhance their effectiveness in corporate governance and strategic oversight of the Company.

The objectives of this Policy are as below:

1. To provide Independent Directors with a comprehensive understanding of the Company's business model, operations, products, services and the industry ecosystem within which the Company operates;
2. To facilitate Independent Directors' thorough comprehension of their roles, rights, responsibilities and liabilities pursuant to the Companies Act, SEBI Listing Regulations and other applicable laws and regulations;
3. To acquaint Independent Directors with the Company's strategic objectives, financial performance parameters, risk management frameworks, and internal control systems to enable effective corporate governance oversight;
4. To apprise Independent Directors of significant developments in the regulatory landscape and industry trends that may impact the Company's business operations and governance practices;
5. To foster meaningful engagement between the Independent Directors and the senior management team to facilitate informed decision-making and strategic guidance;
6. To equip Independent Directors with requisite knowledge and insights to effectively discharge their fiduciary duties in the best interests of the Company and its stakeholders; and
7. To ensure continuous professional development of Independent Directors through structured programmes aligned with evolving corporate governance standards and business complexities.

5. Familiarization Process

Initial Familiarization:

At the time of any new Independent Director joining the Board, a detailed appointment letter incorporating *inter alia* the role, duties and responsibilities, remuneration, code of conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors.

A meeting of such Independent Director shall be organized with the management of the Company to give an overview of the Company's business and to acquaint the incoming Independent Director(s) with *inter alia*, the business strategy, business model, operations, functions, policies and procedures, financial performance and governance structure of the

Company and any others areas that are deemed necessary. The programme will also familiarise such Independent Director(s) with their roles, rights and responsibilities in the Company

At the outset, all the Independent Directors are provided with an overview of the regulatory framework and more specifically-

- Criteria of independence applicable to Independent Directors as per the Companies Act, 2013;
- Code of Conduct for Directors;
- Code of Conduct for Prevention of Insider Trading;
- Appointment term including Remuneration;
- Memorandum of Association & Articles of Association;
- Terms of Reference of various Committees

On-going Programme

The Company shall conduct orientation programmes/presentations/training sessions, periodically at regular intervals, to familiarise the Independent Director(s) with the strategy, operations and functions of the Company.

Such orientation programmes/presentations/training sessions will provide an opportunity to the Independent Director(s) to interact with the senior leadership team of the Company and help them understand the Company's strategy, business model, group structure, operations, service and product offerings, markets, organisation structure, finance, human resources, technology, quality, facilities, risk management strategy, governance policies, designated channels for flow of information and such other areas as deemed necessary.

Further, Director(s) shall be provided with necessary documents, reports and internal policies to enable them to be familiar with the Company's procedures and practices. Independent Directors shall have the freedom to interact with the Company's management as deemed necessary. Independent Director(s) may also have independent discussions with relevant stakeholders to discuss the Company's business matters and put forth their combined views to the Board.

The Company may also conduct training programmes for its Independent Director(s) by experts outlining the roles, rights, duties and responsibilities of Independent Director(s) from the perspective of various Applicable Laws from time to time.

6. Programme and Disclosure

The programme will be conducted as may be required during the year. As and when the programme is conducted, the same will be disclosed on the website of the Company as provided in Regulation 46 of Listing Regulations and a web link thereto shall also be given in the annual report of the Company.

7. Amendment and Review

The Company may review this programme and make suitable revisions, as may be deemed necessary, from time to time.

Subject to Applicable Laws, the Board may amend, suspend or rescind this Policy at any time. Any issues pertaining to the Policy shall be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

In the event of any conflict between the provisions of this Policy and any Applicable Laws, such Applicable Laws in force, shall prevail over this Policy. Any subsequent amendment/modification in the Companies Act 2013, or the Rules framed thereunder or the SEBI Listing Regulations and/or any other laws in this regard, the statutes would prevail over the Policy and shall automatically apply to this Policy.

8. Effective Date

The Board Diversity Policy shall come into effect from the date of approval of Red Herring Prospectus by the Board.

9. Disclosures

The details of familiarization programmes imparted to independent directors shall be made available on the website of the Company in compliance with the SEBI Listing Regulations.

Details of familiarization programmes attended by Independent Directors are as under:

[Pursuant to Regulation 46(2)]

Sr. No.	Name of Independent Director	No. of programmes attended by Independent Directors	No. of Hours spent by Independent Director