



NEOLITE ZKW LIGHTINGS LIMITED

(Formerly known as Neolite ZKW Lightings Private Limited)

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

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India**

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The role of Independent Directors has been of paramount importance to the corporate world, its investors, stakeholders, regulators as these directors are required to uphold ethical standards of integrity and exercise independent judgement to assist in implementing the best corporate governance practices, while fulfilling the strict criteria of being independent of the management and the Company. Hence, it becomes imperative on the part of the Company to adequately familiarize independent directors with the Company, its operations, management, and regulatory framework governing the organization.

As per Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), every listed entity shall familiarize the Independent Directors about 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.

As per Regulation 46(2) of the SEBI Listing Regulations, the listed entity shall disseminate the details of familiarization programmes imparted to Independent Directors under a separate section on its website.

As per ‘Schedule IV’ of the Companies Act, 2013 i.e., ‘Code for Independent Directors’, the Independent Directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.

1. SCOPE

In view of the same, this “Familiarization Program for Independent Directors” (“Familiarisation Policy”) of Neolite ZKW Lightings Limited (formerly known as Neolite ZKW Lightings Private Limited) (hereinafter referred to as “Company”) has been framed to provide insights into the Company and to enable the Independent Directors to understand the Company’s business in depth that would facilitate their active participation in managing the Company as also the regulatory requirements in compliance with Regulation 25(7) of the SEBI Listing Regulations and ‘Schedule IV’ of the Companies Act, 2013. The Familiarization Policy was adopted by the Board of Directors (“Board”) of the Company in its meeting held on Tuesday 9th December, 2025.

2. OBJECTIVES

Through the Programme, the Company aims to achieve the following objectives:

- (a) Familiarize the Independent Directors with the Company, its business model and opportunities; nature of the industry in which the Company operates; roles, rights, responsibilities of Independent Directors in the Company, risk management framework, regulatory environment in which the Company operates.
- (b) To inform them of all the laws, rules, regulations and guidelines applicable to the Company.
- (c) To generate and obtain valuable and informed decision from the directors on the matters to be brought or discussed at the Board Meetings.

3. FAMILIARIZATION PROCESS

- a. A new Independent Director will be welcomed to the Board of the Company through a formal appointment letter which explains the roles, functions, duties and responsibilities expected from him/ her as a Director of the Company.
- b. All Independent Directors are provided an overview of:

- (i) Criteria of independence applicable to Independent Directors as per the SEBI Listing Regulations and Companies Act, 2013 (“Act”);
 - (ii) Directors’ responsibility statement forming part of the Board’s report;
 - (iii) Code of Conduct for Board and senior management;
 - (iv) Code of Conduct for Prohibition of Insider Trading;
 - (v) Note on Directors’ roles, functions, duties, responsibilities and liabilities under the Act and the SEBI Listing Regulations;
 - (vi) Vigil Mechanism and Whistle Blower Policy;
 - (vii) Organisational chart of the Company and profile of all Directors and senior management of the Company;
 - (viii) Publicity material pertaining to the Company’s products, functioning of various departments / divisions, Company’s market share and markets in which it operates, governance and internal control processes and other relevant information pertaining to the Company’s business;
 - (ix) Compliances required under the Act and the SEBI Listing Regulations;
 - (x) Regular updates on relevant statutory and regulatory changes.
- c. The above initiatives help the Independent Directors to understand the Company, the business and regulatory framework in which the Company operates and equips them to effectively fulfil their role as Directors of the Company.

4. CONTINUAL FAMILIARIZATION PROGRAMMES

- a. The Company will conduct orientation programmes / presentations / training sessions, periodically at regular intervals, to familiarize the Independent Directors with the strategy, operations and functions of the Company, the nature of the industry in which the Company operates and business model of the Company.
- b. Such orientation programmes / presentations / training sessions 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, group structure, operations, service and product offerings, markets, organization 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.
- c. The programmes / presentations also familiarize the Independent Directors with their roles, rights and responsibilities.
- d. Each Independent Director has complete access to any information relating to the Company. Independent Directors have the freedom to interact with the Company’s management. They are given all the documents sought by them for enabling a good understanding of the Company, its various operations, and the industry segments of which it is a part. Apart from this, they are also entitled to independent interactions with the Statutory Auditors, the Internal Auditors, and external advisors, if any, appointed from time to time. Presentations/ updation on operations are made to the Board informing about business performance, operations, working capital management, changes in the senior management, compliances, subsidiary information, etc.
- e. Periodical regulatory updates impacting the business which helps the director familiarize himself with the Company, its business, and the regulatory framework in which the Company operates is circulated and discussed.

4. DISCLOSURE

The Familiarization Programme will be conducted “as needed” basis during the year

This Familiarization Policy shall be uploaded on the Company’s website for public information and a web link for the same shall also be provided in the Corporate Governance Section in the Annual Report of the Company.

Details of familiarization programmes imparted to Independent Directors, including the following details, shall also be disclosed under a separate section website of the Company:

- (a) Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date);
- (b) Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date); and
- (c) Other relevant details.

5. REVIEW OF THE PROGRAMME

The Board may from time to time review the Familiarization Policy and may revise the same as and when required to adopt the best practices in the industry.

6. AMENDMENT

Any change in the Policy shall be approved by the Board. The Board shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. Any subsequent amendment/modification in the Act or the rules framed thereunder or the Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

In the event of any conflict between the provisions of this Policy and of the applicable law, such applicable law in force from time to time shall prevail over this Policy.

Effective Date: 09-12-2025

