

GKW LIMITED

FAMILIARISATION POLICY FOR INDEPENDENT DIRECTORS OF

GKW LIMITED

The Familiarization Policy (“the Program”) for Independent Directors of GKW Ltd. (“the Company”) pursuant to Regulation 25(7) and Regulation 46(2) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended.

1. Purpose

The program formulated with the objective of making the Independent Directors of the Company accustomed to their roles and responsibilities is divided into various modules with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

The Program has been designed considering the specific needs of Corporate Governance and the expected obligations of Independent Directors in view of the onerous responsibility conferred by the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended from time to time.

2. Familiarization Process

The Company periodically familiarizes the Independent Directors with the strategy, operations and functions of the Company in the Board Meeting and Committee Meetings.

The program as familiarized through Chairman appointed by the Board essentially has two broad components –technical and behavioral. The technical component shall enable the participants to understand Company business, strategies, industry dynamics and its growth plans and prepare them for an active role in Company. The behavioral component shall empower the participants to understand board procedures and help them to be effective in board activities. The Program also aims to offer a conceptual framework based upon current expectations which require the Independent Directors to adhere to a code and standard of ethics and integrity for fulfillment of their responsibilities in a professional and faithful manner to promote confidence of the investment community particularly minority shareholders, regulatory authorities and the stakeholders at large. The Independent Directors also apprised their duties and responsibilities under the Companies Act, 2013.

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The program, if necessary, shall be conducted in such manner as to facilitate and convenience the Independent Directors and enable them to attend the same in view of their busy schedules.

The Company may circulate other statutory information for the role and responsibilities on a regular basis and may provide specific regulatory updates from time to time; and

The Company may, if necessary, conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.

3. Disclosure of the Policy

This 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 Annual Report of the Company.

4. Review of the Program

The Board will review this program and make revisions as may be required.

Annual Familiarization Programme of Independent Directors

Preamble:

Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) mandates that every listed company shall familiarize the Independent Directors through various programmes including following:

- a. nature of the industry in which the listed company operates;
- b. business model of listed company;
- c. roles, rights, responsibilities of Independent Directors;
- d. and any other relevant information

Further, Schedule IV of the Companies Act, 2013 mandates that the Independent Directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.

Familiarisation Process:

On appointment, Independent Directors through letter of appointment are apprised on their roles, responsibilities & duties. They are also informed on various enactments applicable to the Company, including Code of Conducts, policies etc., their legal and regulatory responsibilities as a director and the compliances required of them under the Statutes.

Familiarisation programmes for the Independent Directors generally forms part of the Board process. The Independent Directors are apprised at Board/ Committee Meetings through the Chairman and/or the Wholetime Director on the Company's operations. Presentations are regularly being made to the Board and its various Committees, where the Directors/Committee Members get an opportunity to interact with the Senior Management Team including the Statutory and the Internal Auditors of the Company. Such presentations inter alia covers the performance of various businesses of the Company, operating results, strategies, management outlook on businesses, economic/industry developments, risk management system, major litigation, compliances, and other related issues.

Presentations are made on annual business plans which provide the Independent Directors an opportunity to understand the strategic roadmap and also contribute to strategy development with their experience.

Details of Familiarisation programmes imparted to Independent Directors during the financial year 2024-25 are as follows:

Name of Independent Directors	No. of Programmes/Meetings attended		No. of hours spent in Programmes/Meetings	
	F.Y. 2024-25	Cumulative till 2024-25	F.Y. 2024-25	Cumulative till 2024-25
Mr. Kishor Shah	6	20	4.05 hours	14.47 hours
Mr. Mohit Bhuteria	6	20	4.05 hours	14.47 hours
Mrs. Rusha Mitra	5	16	3.15 hours	11.45 hours