



Sword & Shield Pharma Ltd.

Familiarization Programme for Independent Directors



Background

This familiarization programme for the Independent Directors of Sword & Shield Pharma Ltd (“the Company”) has been adopted by the Board of Directors pursuant to Clause 49 of the Listing Agreement.

Objective

The programme aims to provide, the Independent Directors, insight into the operation and working of the Company to enable them to understand Company’s business and operation in depth and contribute significantly to the growth of the Company.

Continuing Education Process and Familiarisation of Independent Director

- The Company shall conduct programmes/ presentations periodically to familiarize the Independent Directors to interact with the strategy, operation and functions of the Company.
- Such programmes /presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company’s strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.
- The programmes/presentations also familiarize the Independent Directors with their roles, rights and responsibilities.
- The above programme will also include the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities.
- The Company shall also circulate the news and articles related to the industry in which the Company operates on regular basis and may provide specific regulatory updates from time to time.
- The Company may conduct an introductory familiarization programme/ presentation, when new Independent Director comes on the Board of the Company.
- When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairperson, Managing Director, Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company’s business activities.
- New Independent Directors are provided with copy of latest Annual Report, the Code of Conduct for the Directors and Senior Management Personnel of the Company and the Code of Conduct for Prevention of Insider Trading.



Other initiatives

- The Independent Directors get an opportunity to visit Company's office, where the Senior Management will make presentation on the operations of the Company.
- At various Board Meetings during the year, Board is briefed on the Risk Management, Company Policies, and Changes in regulatory environment applicable to Corporate Sector and to the industry in which it operates, Business performance, operations, Senior Management change, major litigations, compliances, subsidiary information and other relevant issues.

Review of the Programme

The Board of Directors will review this programme and make revisions as may be required from time to time.
