



YAAP DIGITAL LIMITED

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

(Adopted by Board of Directors in its meeting held on April 15, 2025, and applicable with immediate effect)

Table of Contents

Sr. No.	Particulars	Page No.
1.	Introduction	3
2.	Applicability	3
3.	Purpose & Objective	3
4.	Familiarization Process	3
5.	Amendment	4
6.	Interpretation	4
7.	Disclosure of the Policy and Programme	4
8.	Compliance	4

1.Introduction:

The Companies Act, 2013, read with Regulation 25(7) of the Listing Regulations places, increased responsibilities on Independent Directors of the Company. In accordance with the requirements of this Regulation, the Company is required to familiarize its Independent Directors through various programmes about the Company, including the following:

- a) nature of the industry in which the Company operates;
- b) business model of the Company;
- c) roles, rights, responsibilities of independent directors; and
- d) any other relevant information.

2.Applicability:

This Policy applies to the Independent Directors of Yaap Digital Limited.

3.Purpose & Objective:

The programme designed to familiarize the Independent Directors of the Company with their roles and responsibilities is structured into various modules with emphasis on:

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

The Program has been structured to address the evolving requirements of modern Corporate Governance and the anticipated duties of Independent Directors, in light of the significant responsibilities imposed by the Companies Act, 2013 and the Listing Regulations, as amended from time to time.

4.Familiarization Process:

The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

The programme comprises two key components: technical and behavioral. The technical component is designed to equip participants with a comprehensive understanding of the Company's business operations, strategic objectives, industry landscape, and future growth plans, thereby preparing them to take on active roles within the organization. The behavioral component focuses on familiarizing participants with board procedures and enhancing their effectiveness in board-related responsibilities.

Additionally, the programme aims to provide a strong conceptual foundation aligned with contemporary expectations of Independent Directors. It emphasizes adherence to a code of ethics and standards of integrity, ensuring that directors fulfill their duties with

professionalism and diligence. This approach is intended to strengthen the trust and confidence of investors, especially minority shareholders regulators, and other key stakeholders.

The Programme should be conducted in such a 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 news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time; and

The Directors on their appointment are taken through a detailed induction programme, which covers the history, culture and background of the Company and its growth over the last several decades, various milestones in the Company's existence since its incorporation, the present structure and an overview of the businesses and functions. The Company appraises the Directors about operations of the Company and its subsidiaries, internal policies and practices, regulatory framework etc.

5.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 SEBI Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

6.Interpretation:

In any circumstances where the terms of this policy are inconsistent with any existing or newly enacted law, rule, regulation or standard governing the Company the said law, rule, regulation or standard will take precedence over this Policy.

7.Disclosure of the Policy and Programme:

This policy and requisite programmes as when conducted shall be uploaded on the website of the Company for public information and a weblink of the same shall be provided in the Annual Report of the Company.

8.Compliance:

The Compliance Officer shall be responsible for supervision of the Policy. Any queries regarding the policy shall be referred to the Compliance Officer, who is in charge of administering, enforcing and updating the Policy.
