

COCHIN MINERALS & RUTILE LTD.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS (in terms of clause 49 of the Listing Agreement)

1. Preamble :

In terms of Clause 49(II)(B)(7) of the Listing Agreement with the Stock Exchanges, it is required that:

a) The Company shall familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through appropriate programme.

b) The details of such familiarization programmes shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

2. Initial familiarization :

At the time of appointing an Independent Director, a formal letter of appointment is given to him/her, which inter alia explains the terms, role, duties and responsibilities expected of him/her as an Independent Director of the Company.

At the outset, all the Independent Directors are provided with an overview of the following;

Criteria of independence applicable to Independent Directors as per Clause 49 of the Listing Agreement on Corporate Governance and the Companies Act, 2013, which include;

- Time Commitment;
- Roles, Duties and liabilities;
- Code of Conduct of Directors and Insider Trading Regulations
- Performance Appraisal & Evaluation process:
- Disclosures of Business Interests,
- Term including Remuneration
- Policies inclusive of Vigil Mechanism Policy
- Risk Management Policies

3. Ongoing familiarization :

The Independent Directors are advised from time to time, of the compliances required from him/her under the Companies Act, 2013, Clause 49 of the Listing Agreement and other relevant regulations and requisite affirmations are taken with respect to the same. Independent Directors have the freedom to interact with the Company's management and the senior

leadership team of the Company. Presentations are made regularly to the Board of Directors / Audit Committee (AC) which help them to understand the Company's strategy, business model, operations, products, markets, organization structure, facilities, risk management and such other areas. Apart from this, they also have the freedom to interact independently with the Statutory Auditors, the Internal Auditors, secretarial auditor and external advisors as may be appointed from time to time.

4. Disclosure /Amendment :

This Policy shall be disclosed on the website of the Company and a web link thereto, shall be provided in the Annual Report of the Company. This policy may be amended/alterd at any time as deem fit by the board.