



Adding Smiles To Life

QMS MEDICAL ALLIED SERVICES LIMITED

**POLICY ON FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS,
ROLE, RESPONSIBILITY AND RIGHTS OF INDEPENDENT DIRECTORS**

REGISTERED OFFICE:

**1A-1B/2A-2B, Navkala Bharti Building, Plot No16, Prabhat
Colony, Road No.3, Santacruz (East), Mumbai - 400055.**

QMS Medical Allied Services Ltd.

📍 1A-1B / 2A-2B, Navkala Bharati Building, Plot No. 16, Prabhat Colony, Road No. 3, Santacruz (East), Mumbai - 400 055.

☎ +91-022 - 6288 1111 🌐 www.qmsmas.com

CIN: U33309MH2017PLC299748; Email Id: mm@qmsmas.com



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This Familiarization Programme for Independent Directors of QMS MEDICAL ALLIED SERVICES LIMITED ("The Company") has been adopted by the Board of Director pursuant to the Regulation 25 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. It aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

1. SCOPE AND PURPOSE OF POLICY

The Company shall familiarize the Independent Director with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operate, business model of the Company etc. through various programmes.

Such program/ presentations will 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, 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 programs/ presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities.

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

2. DISCLOSURE

The detail of such familiarization programme shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

3. PROCESS OF FAMILIARIZATION WITH THE COMPANY

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.

(a) At the time of induction and subsequently on a sustained and regular basis, the independent directors are provided an overview of:

- Introduction, Company history and genesis.
- Criteria of independence applicable to Independent Directors as per Regulation 17 of the SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013;
- Overview of Company operations comprising details of the Company's service business units and business model, clientele and functional service offerings.
- Key financial highlights

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- Details of the group (comprising the subsidiaries, joint ventures and associate companies).
- Board and committees of the Board, their operations, charter and functioning
- Key management personnel details
- Highlights of the HR, Quality and Innovation functions
- Corporate governance practices, processes and procedures, including Board and committee functioning
- Corporate social responsibility initiatives
- Business responsibility initiatives of the Company
- Risk management systems & framework;
- Vigil mechanism/whistle blower policy including policy formulation, disclosures, code of conduct for independent directors, code of conduct for directors etc.
- Financial controls, financial management, Board effectiveness, meetings and performance assessment;
- Roles, functions, duties, responsibilities and liabilities of independent directors; and
- Directors responsibility statement forming part of Boards' report;

(b) The training sessions/ presentations/ programmes provide an opportunity to the independent directors to understand the business strategies, business models, organisation structure, group structure, operations, services and products, human resources, facilities, governance policies during the independent directors meetings;

(c) The Chairman of the Board, depending on the business needs, may also nominate independent directors for relevant external training programs;

(d) Apart from the independent directors, non-executive directors are also eligible to attend the familiarisation programmes;

(e) The independent directors are made aware of their responsibilities and liabilities at the time of their appointment through a formal letter of appointment, which also stipulates their roles and responsibilities and various terms and conditions of their appointment; and

(f) Regular updates on relevant statutory and regulatory changes are circulated to the independent directors of the Company;

All independent directors also get to interact with the senior management of the Company. The executive Chairman, CEO, the heads of the service business units, HR and finance teams interact with the independent directors. Besides, they also have a walkthrough of the Company's business.

4. ROLE OF INDEPENDENT DIRECTORS

The role of the independent directors is:

- To help in bringing an independent judgement to bear on Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;

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- To bring an objective view in evaluation of the performance of Board and management;
- To scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- To satisfy themselves on the integrity of financial information and that the financial controls and the systems of risk management are robust and defensible;
- To safeguard the interest of all the shareholders of the Company;
- To balance the conflicting interest of the shareholders and management, if and when such a situation arises;
- To play important role in appointment, removal and determination of appropriate remuneration of executive/whole-time/, key managerial personnel and senior management personnel;
- To ensure the effectiveness of the Board as the oversight body to oversee what the management does;
- To identify the most critical issues for the Board to deal with;
- To assist the Board in achieving consensus on important issues;
- To play the role of a facilitator outside the board room especially on contentious issues;
- To work with CEO/CFO /Whole-time Director to prioritise issues, set the agenda and enable it to focus on substantive issues;
- To ensure that Board conversations do not veer in the direction of certain unwanted topics/individual preferences; and
- To provide candid feedback to CEO/CFO /Whole-time Director;

5. Continual familiarization modules

To understand and remain updated on the business, operations of the Company and changes in the regulatory regime on a regular basis, the independent directors at the Board meetings and relevant committee meetings are provided, inter alia, with the following:

- Updates on operations, industry position, strategies, competitiveness and financial performance of the Company;
- Updates regarding budgets, working capital management and fund flows;
- Review of internal & statutory audit;
- Updates on significant developments in the Company and business performance of the Company;
- Updates regarding business strategies and policies of the Company on social responsibility, nomination and remuneration criteria, vigil mechanism/whistle blower, risk management etc;
- Safety, health and environment and sustainability issue; and
- Update on significant amendments in corporate and other laws and its impact on the Company.

Independent directors have the freedom to interact with Company's management and senior leadership team of the Company.

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6. REVIEW/ AMENDMENT

The Board may subject to applicable laws is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of 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.

During the Financial year 2022-23, the following familiarization programme was conducted for the Independent Director:

Sr. No	Subject matter of the Programme	No. of programmes attended by Independent Directors	No. of hours spent by Independent Directors
1	Strategy Board Meetings / meet along with interaction with business / function heads	1	3 hrs

Summary of Familiarization programme of Independent Directors:

Total no. of hours spent on familiarization programme in the financial year 2022-23	Approximately 3 hours
Cumulative hours spent on familiarization programme till date	Not Applicable

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