



## **MANGLAM INFRA & ENGINEERING LIMITED**

### **FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS**

This *Familiarisation Programmes for Independent Directors* shall come into force with effect from the date the **Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015** take effect with respect to the Company.

## **I. PREAMBLE**

In terms of Clause 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 various programmes.

Applicable laws also state that the Independent Directors shall regularly update and refresh their skills, knowledge and familiarity with the Company.

## **II. PURPOSE AND OBJECTIVE OF THE PROGRAMMES**

The Familiarization Programmes are aimed to familiarize the independent directors with the company, their roles, rights & responsibilities in the company, nature of industry in which the company operates and business model of the company by imparting suitable training sessions that would facilitate their active participation in managing the company.

## **III. OVERVIEW OF FAMILIARIZATION PROGRAMMES**

To facilitate independent directors in the performance of their duties and responsibilities, new directors are provided with a personal orientation by senior leaders and materials regarding the Company's business and operations, governing documents, information on key personnel, and financial information are made available to them.

Independent directors are also taken through detailed business strategy for various businesses during the independent directors meetings which are held at least twice during the financial year.

The Chairman of the Board depending on the business needs may also nominate independent directors for relevant external training programs.

Apart from Independent Directors, Non-Executive Directors are also eligible to attend the familiarization programmes. The Company will conduct the Program "as needed" basis during the year and will appropriately disclose the details as per the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.

The Independent Directors are made aware of their role and 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.

Regular updates on relevant statutory and regulatory changes are regularly circulated to the Directors.

## **IV. DISCLOSURE OF THE POLICY**

This Policy shall be uploaded on the Company's website for public information.

## **V. DISCLOSURE ON WEBSITE**

Following information will be disclosed, under a separate section on the website of the Company:

- a. Details of familiarization programmes imparted to Independent Directors, including:
  - i. Number of Programmes attended by the Independent Directors (during the year and on cumulative basis till date);
  - ii. Number of hours spent by the Independent Directors in such programmes (during the year and on cumulative basis till date); and
  - iii. Other relevant details, if any.

## **VI. REVIEW AND UPDATES**

This familiarization structure for Independent Directors may be reviewed periodically as and when required. Further, the Board of Directors shall have the right to modify, amend or change any or all clauses of this Policy in accordance with the provisions of the Applicable laws/ Acts /Regulations or otherwise.

In case of any amendment(s), clarification(s), circular(s) etc. issued under any Applicable laws/ Regulations, which is not consistent with any of the provisions of this familiarization structure, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this familiarization structure shall be deemed to be amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc and shall be placed before the board for its approval.

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