

McNally Bharat Engineering Company Limited

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Board of Directors comprising of Independent Directors and Non Independent Directors are provided with the opportunity to know about the Company, its operations, nature of industry and business models so that the entire Board can take informed and timely decision at all times. The Independent Directors are periodically apprised about their role, rights and responsibilities in the Company, considering the business and operations of the Company and also the modifications made to the applicable legislations affecting the Company and its directors.

In order to familiarise a new independent director through structured programme and keep the Board and its Independent Directors updated about the Company, its operations, nature of industry and significant changes therein, the following familiarisation programme has been framed pursuant to Clause 49(II)(B) (7) of the listing agreement with the stock exchanges:-

Orientation Programme for New Independent Directors

- ❖ The new Independent director shall be provided with an introductory kit which shall contain a profile of the Company and its subsidiaries, its operation, Financial Results and performance analysis for last 5 fiscals, nature and understanding of the industry of the Company and the current business module of the Company. In addition to the above, Latest Annual Report of the Company, the Company's code of conduct for prevention of Insider Trading, policy on related party transactions, risk management policy, policy on CSR, vigil mechanism/whistle blower policy and mechanism devised by the Company to avoid insider trading and abusive self-dealing would be made available to the new independent director.
- ❖ The New independent Director would be made aware about the role, rights and responsibilities in the Company which would also be enumerated in the appointment letter to be given to the Independent Director.
- ❖ The senior management personnel and the executive directors shall interact with the new independent director in order to familiarize him/her with inter alia the financial position, business strategy, operations, nature of industry, organisation structure and various other functions of the Company.
- ❖ The Company may arrange, if required, a visit for the new independent director to some of the Company's project site, so that the new independent director can obtain a complete understanding regarding the operations of the Company.

Concurrent initiatives for updating the Existing Independent Directors

- ❖ The existing independent directors will be updated about inter alia the operations, sales & marketing, strategy, financial performance, industry analysis, CSR and sustainability at every Board Meeting. In addition to above the Company shall disseminate all such information required to the independent directors for executing their duties and take informed and timely decision.
- ❖ The senior management and respective function heads will interact and keep the independent directors well informed about all such significant updates in their functional areas and also the various risk associated with the respective functions of the Company and their impact on the board, and the Company.
- ❖ The Board and the independent directors will be kept informed of all kinds of legislative changes applicable to the Company which has serious impact on its operations and its Board of Directors at large.

Modification

- ❖ The Board or such Committee of the Board shall have the power to review and if required, modify this policy so as to further strengthen it and correct the existing shortcomings, if any.