

## **FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS OF SPML INFRA LIMITED**

This Familiarization Program ("The Program") for Independent Directors of SPML Infra Limited ("SPML") has been adopted by the Board of Directors pursuant to Clause 49 of the Listing Agreement.

### **Purpose**

The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

Familiarization Program for Independent Directors Includes following:-

### **Induction and Development**

The Company shall, if required, conduct formal induction program for its Independent Directors which may include the following:

- a) Board roles and responsibilities, whilst seeking to build working relationship among the Board members.
- b) Company's vision, strategic direction, core values, ethics and corporate governance practices.
- c) Familiarization with financial matters, management team and business operations.
- d) Meetings with stakeholders, visits to business locations and meetings with senior and middle management.
- e) Support Directors to continually update their skills and knowledge and improve their familiarity with the Company and its business.
- f) Make arrangement for training on all matters which are common to the Board.

### **Other Familiarization Programme**

- To introduce with Nature of the Industry in which Company operates.
- Visits to SPML business locations and Work sites, in India and abroad.
- Meetings with senior and middle management to familiarise with financial matters, management team and business operations.
- Technical sessions by external consultants/ experts, outlining the roles, duties and responsibilities of Independent Directors, from a Companies Act and Equity Listing Agreement perspective.
- Familiarisation on Statutory compliances as a Board Member including their Roles, Rights and Responsibilities.
- Overview of Sales & Marketing, Operations and Products/Services of the Company.
- Financial Performance, financial details, business model and budget & control processes.
- Management Techniques and Board dynamics & functions.
- Policy handbook of the Company comprising of policies (Risk management, Whistle Blower, code of Conduct etc.).

## **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; Such programs / 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.

## **Disclosure of the Policy**

This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

## **Review of the Program**

The Board will review this Program and make revisions as may be required.

**\*\*\*Familiarization programme will be conducted "as needed" basis during the year. Also, when familiarization programme is conducted, the same will be disclosed on the website of the Company\*\*\***