

**KNR TIRUMALA INFRA PRIVATE LIMITED**

**FAMILIARISATION PROGRAMS FOR INDEPENDENT DIRECTORS  
POLICY**

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## 1. INTRODUCTION

The KNR Tirumala Infra Private Limited (“**the Company**”) emphasis on, appropriate induction for Independent Directors because they come with rich experience and background and multi-faceted experience. The Company believes that it not only **abides Schedule IV read with Clause 149(8) of the Companies Act, 2013 and section 25 of the Listing Agreement but also enriches direction to be taken by directors.**

## 2. OBJECTIVE

Familiarisation program aides Independent Directors to **be updated & refreshed on skills & knowledge, familiarity with the Company, its business and its model, familiarised with their duty, role and responsibility in discharging their fiduciary duties towards the company vis-à-vis to the shareholder and other stakeholders.**

The Policy provides the basic insights into the Company to enable the Independent Directors **to understand the Company’s business in depth that would facilitate their active participation in managing the affairs Company.**

## 3. INITIATIVES FOR INDUCTION ON JOINING THE BOARD OF THE COMPANY

A New Director will be welcomed to the Board of the Company by sharing the following documents of the Company for references:

- 3.1. Formal letter of appointment as Director of the Company
- 3.2. Criteria of Independence applicable to Independent Directors as per Regulation 16 of the SEBI (LODR) Regulations, 2015 and Section 149 of the Companies Act, 2013
- 3.3. Code of Conduct for Board of Directors and Senior Management
- 3.4. Code of Code of Conduct for Prohibition of Insider Trading
- 3.5. Note on Directors’ roles, functions, duties, responsibilities and liabilities under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015
- 3.6. Policy Handbook of the Company comprising of policies on various business aspects and practices
- 3.7. Organizational Chart of the Company and the profile of all the Directors and the Senior Managerial Personnel of the Company
- 3.8. List of Contact details of the Directors, Senior Managerial Personnel and their personal / executive assistants

- 3.9. Board evaluation process and procedures
- 3.10. Memorandum and Articles of Association of the Company
- 3.11. Annual Reports of last three consecutive years
- 3.12. Publicity material of the Company that explains the range of products, services and solutions offered by the Company to its clients
- 3.13. Meeting shall be arranged with the Managing Director and Chief Financial Officer to discuss the functioning of the Board and the nature of Company's business & operational activities

#### **4. INITIATIVES FOR FAMILIARISING INDEPENDENT DIRECTORS ON CONTINUAL BASIS**

Initiatives on continual basis refresh the Independent Directors with their roles, rights and responsibilities

- 4.1. Periodical conduct of programs / presentations by the Company through its Managing Director / Executive Director / Key Managerial Personnel to familiarize the Independent Directors with the strategy, operations and functions of the Company.
  - The Programs / presentations aims to open prospect for Independent Directors to:
    - interact with the Senior Management of the Company
    - cognize with the Company's strategy, business model, operations, service and product offerings,
    - be updated on markets, organization structure, finance,
    - be apprised on human resources, technology, quality, facilities, risk management and such other areas as may arise from time to time.
- 4.2. The Directors shall get an opportunity to visit Company's toll sites, where the project heads help them to acquaint with the operational aspects of the projects that enable them to have clear understanding on the activities of the Company and initiatives taken on safety, quality, CSR, Sustainability etc.
- 4.3. During various Board meetings during the year, presentations shall be made on concerns (if any) to be addressed about HSE (Health Safety and Environment) and Sustainability, Risk Management, CSR Activities, Company Policies, Changes in the Regulatory Environment applicable to the corporate sector and to the industry in which the Company operates, Business Excellence with areas of improvement and other relevant issue.

4.4. Quarterly presentations on business performance, operations, financial parameters, working capital management, fund flows, senior management change, major litigation, compliances, subsidiary information, donations, regulatory scenario etc.

4.5. Sharing Quarterly results / Press release of the Company to the Directors

## **5. DISCLOSURES**

Under Regulation 62(1A)(i) of SEBI Listing Regulations, the Company shall periodically upload the following information regarding the familiarization programs conducted for independent directors on its website and a web link thereto shall be given in the Annual report.

- Number of programs attended by independent directors (during the year and on a cumulative basis till the date of disclosure);
- Number of hours spent by independent directors in familiarisation programs (during the year and on cumulative basis till date); and
- Other relevant details regarding the familiarisation programs.
- Familiarization program will be conducted on an “as needed” basis throughout the year. As and when familiarization program is conducted, the same will be disclosed on the website of the Company.

## **6. AMENDMENTS AND REVIEW**

This document will be reviewed and amended by the Board as and when deemed appropriate.

## **7. EFFECTIVE DATE**

This Policy shall be effective from the date of listing of equity shares of the Company on the stock exchanges.