

SHRADHA INFRAPROJECTS LIMITED

[Formerly known as Shradha Infraprojects (Nagpur) Limited]

CIN: L45200MH1997PLC110971

FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

(Amended w.e.f. 18th September, 2020)

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1. INTRODUCTION

In terms of Schedule IV of the Companies Act, 2013 and Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Listed Entity shall familiarise the Independent Directors through various programmes about the listed entity.

The Listing Regulations mandates the Company to familiarise the Independent Directors in the following areas:

- Nature of Industry in which the Company operates;
- Acquaintance with the Company;
- Business Model of the Company;
- Roles, Rights and Responsibilities and
- any other relevant information.

2. PURPOSE & OBJECTIVE

The Program aims to provide insights into the Company to enable the Independent Directors to understand their roles, rights, responsibilities in the Company and get updated on the Business & Operations of the Company and contribute significantly to the Company.

3. DETAILS OF FAMILIARIZATION PROGRAMME

1. The Independent Directors should get the opportunity to visit the various Companies' plants, to enable them to have full understanding of business Operations & Processes and the Industry in which Company operates.
2. To familiarise the Independent Directors about their roles, responsibilities and duties as Independent Director they were provided an overview of;

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- a) Criteria of independence applicable to Independent Directors as per Regulation 16 of the Listing Regulations and the Companies Act, 2013;
- b) Compliance Personnel / Achievers, on whom reliance can be placed by the Independent Directors;
- c) Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, Corporate Social Responsibility, Remuneration, Stakeholders conflicts, Board effectiveness, strategic direction, Meetings and performance assessment;
- d) Directors Responsibility Statement form part of the Boards' Report;
- e) Vigil Mechanism including policy formulation, disclosures, code for Independent Directors, fraud response plan, obtaining Audit Committee approval, wherever required;
- f) Risk Management systems & framework;
- g) Board evaluation process and procedures;
- h) Dealing with Related party transactions under the Companies Act, 2013 and the Listing Regulations;
- i) Internal Financial Controls and
- j) Loans and Investments under the Companies Act, 2013.

3. Annual Operating Plan and Capital Budget

The Company shall through its Chief Financial Officer puts the Annual Operating Plan and Capital Budget of the Company as well as a report on the performance of the

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Company containing the budgeted and actual results on yearly basis in the Board Meeting for review and appropriate actions.

4. FOREX Exposure of the Company

The Company shall through its Chief Financial Officer puts the details of Foreign Exchange Exposures availed by the company and the steps taken by the management to limit the risk of adverse exchange rate movement.

5. Business Expansion and new projects

The Company shall through its Executive Directors / Senior Managerial Personnel will put its business expansion plans and information on new projects from time to time.

6. The Company shall through its Chief Financial Officer puts the presentations on quarterly basis in every board meeting to familiarise the Independent Directors with the strategy, operations and functions of the Company;
7. Such presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team and auditors 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;
8. Interaction with shareholders from time to time;
9. The Company may conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.

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4. PROGRAMME AND DISCLOSURE

1. Familiarization programmes will be conducted "as needed" basis during the Year.
2. As and when familiarization programmes is conducted, the same will be disclosed on the website of the Company i.e. www.shradhainfra.in and a web link thereto shall also be given in the Annual Reports of the Company.

5. REVIEW OF THE PROGRAM

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