



## **TALBROS ENGINEERING LIMITED**

**CIN: L74210HR1986PLC033018**

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### **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

Pursuant to Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had framed familiarization programme for the Independent Directors of the Company on:

- a. Their roles, rights and responsibilities in the Company.
- b. Organisation structure, finance, human resources, technology, quality and other facilities
- c. Nature of industry in which the company operates
- d. Business mode of the Company
- e. Strategy, operations and functions of the company

The Board of Directors is further encouraged to continue the training sessions to ensure that the Board members are kept upto date.

#### **Initial familiarization module**

At the time of appointment, a formal letter of appointment is given to the Independent Director which inter alia contains all the roles, duties, rights and responsibilities expected of him as a Director of the Company. All Independent Directors are provided an overview of:

- a. Roles, functions, duties, Responsibilities and liabilities of Independent Directors in terms of Companies Act, 2013 and Listing Agreement, as may be amended from time to time;
- b. Criteria of independence applicable to Independent Directors as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 (including any amendment(s) or modification(s) thereof);
- c. Directors, Audit Committee approvals and other committees approval, wherever required;
- d. Annual management plan and budget;
- e. Key operational and financial performance matters / budgeting, review mechanism and audit process;
- f. Board process governance, relevant statutes with specific reference to the Companies Act and Listing Regulations
- g. Board evaluation process and procedures;

- h. Financial control, financial management compliance, Board effectiveness, strategic direction, meetings and performance assessment;
- i. Corporate Governance and internal control process;

### **Continual familiarization module**

The company will adopt a streamlined and periodic familiarization programme for the Independent Directors to understand and get updated on the business and operations of the Company on continuous basis. The familiarization programme and responsibility of the concerned person is as follows:

<b>Functional Area</b>	<b>Responsibility</b>
Overview of Strategy and business model of the Company	Whole time Director
Annual management plan and budget	
Financial matters, budgeting, review mechanism, financial management compliance	CFO/ GM-Finance
Statutory Reports including Internal Audit Reports, Statutory Audit Reports	
Board evaluation process and procedures	Company Secretary
Roles, functions, liabilities, duties and responsibilities as Independent Directors	

### **Disclosure of the Policy**

Familiarization programmes shall be conducted as per need.

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