

POLPLEX CORPORATION LIMITED

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

PREAMBLE

Clause 49 II (B)(7) of the Listing Agreement requires the Company to formulate a Familiarization Programme for the Independent Directors.

OBJECTIVES

1. To provide insights into the Company, to enable the Independent Directors to understand the Company, its operations, business, industry and environment in which it functions and the regulatory environment applicable to it.
2. To update the Directors on a continuing basis of any significant changes therein, to take well-informed and timely decisions.

FAMILIARIZATION AND ORIENTATION PROCESS:

- a) Senior Management Team conducts presentations periodically to familiarize the Directors with strategy, operations and functions of the Company. Such presentations provide an opportunity to Directors to interact with the Management 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 presentation also familiarizes the Directors with their roles, rights and responsibilities. Apart from this, they are also free to interact independently with the Statutory Auditors, Internal Auditors and external advisors of the Company.
- b) When a new Director is appointed, a presentation is made by the Management to explain the background of the Company as well as its several businesses including subsidiaries/joint ventures.
- c) Independent Directors when appointed are provided with copy of latest Memorandum of Association, Articles of Association, Annual Report, Code of Conduct, Code of Conduct for Prevention of Insider Trading/ Corporate Disclosure Practices. Annual Plan of Board/Committee meetings dates are also given in advance to enable them plan their schedules accordingly. Trends of financial performance, strengths and gaps in respective business are shared.
- d) Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, etc., and obligations on disclosures required to be given to the Company is issued to the Independent Directors.
- e) Review of major project(s) and Meetings with Profit Centre Head/Unit Chief Financial Officer.

OTHER INITIATIVES TO UPDATE THE DIRECTORS ON A CONTINUING BASIS:

- a) Various HR Metrics, including on new recruitments, attritions, training are also shared with the Directors at Board Meetings.
- b) Changes in the Regulatory environment applicable to the Company and to the industry in which it operates, progress made on business excellence with areas of improvement is also discussed/ shared.
- c) Detailed Note highlighting the requirements of new Companies Act, 2013/ SEBI Regulations and its implications to the Company/Directors are also shared and discussed at Board Meetings.
- d) Independent Directors are also free to meet separately without the presence of the members of the Management and their meetings are conducted informally to enable them to discuss Company's affairs and put forth their combined views to the Board of Directors of the Company.
- e) Quarterly presentations on operations made to the Board include information on business performance, financial parameters, working capital management and cash flows, changes in senior management, major litigation, compliances and information on subsidiary/joint venture companies.

DISCLOSURE:

This document/ policy shall be disclosed on the website of the Company and a web link thereto, shall also be provided in the Annual Report of the Company.