

## **MPS INFOTECNICS LIMITED**

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

#### **Preamble**

In terms of Clause 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall familiarize the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes..

#### **Purpose and Objective**

The Familiarization Program are aimed to familiarize the independent directors with the company, their roles responsibilities in the company, nature of industry in which the company operates and business model of the company by imparting suitable training sessions.

#### **Overview of the Familiarization Programme**

The Familiarization Programme for the Independent Directors of the Company is designed to help the Independent Directors to gain a deep understanding of the Company, its stakeholders, senior management/leadership team, operations, policies, industry perspective and issues. Details of various familiarization programmes for the Independent Directors are highlighted below:

#### 1. Ongoing programmes:

The Company through its senior management personnel conduct detailed presentations to the entire Board including Independent Directors periodically and familiarize the Independent Director with Company's operations and business plans, the nature of industries in which the Company operates and the model of its respective businesses. Such programmes/ presentations will provide an opportunity to the ID's to interact with the senior leadership team of the Company and help them to understand Company's strategy, operations, service and product being offered by the Company, future plan/ offering, organization structure, finance, human resource, facilities, risk management and such other areas as may arise from time to time. Presentations made by senior management personnel also cover quarterly and annual results, review of Internal Audit, Risk management framework. The programmes/ presentations also cover role, right and responsibilities and it is not limited to those specified in the Companies Act, 2013 and Clause 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Apart from Independent Directors, Non-Executive Directors are also eligible to attend the Familiarization Programmes.

#### 2. The Independent Directors of the Company are made aware of their role, responsibilities and liabilities at the time of their appointment / reappointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement apart from clarifying their roles and responsibilities.

Regular updates on relevant statutory and regulatory changes are regularly circulated to the Directors.

The details of the training programs attended on cumulative basis attended by the Board members from FY 2015-16 to FY 2021-22 required under Regulation 46(2) of the Listing Regulations are provided in Annexure A.

The details of such Familiarization Programmes for Directors may be referred to, at the website of the Company at its web-link i.e. <https://poonawallafincorp.com/secretarial-documents.php>.

Details of Familiarization sessions held pursuant to the Policy are as follows:

S.No.	Date of the Familiarization Programme	Duration of the Programme	Topic of the Familiarization Programme
1	09-07-2014	2.00	Programme for newly inducted Independent Directors on the Business of the Co. and the Companies Act, 2013 and Listing Agreement.
2	17-04-2015	1.30	Role of IDs in their separate meeting
3	17-11-2015	2.00	Programme for SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
4	20-05-2016	1.30	Board Governance and Leadership Development for Independent Director.
5	26-10-2016	1.00	Risk Management Framework
6	21-04-2017	2.00	Right/Liability and Duties of Directors under Co.s Act, 2013 and SEBI (PIT) Regulations, 2015
7	02-11-2017	1.00	Corporate Governance Framework
8	10-05-2018	2.00	Business Operations of the Company
9	07-11-2018	1.30	Review of Internal Audit
10	23-04-2019	2.00	Orientation on: <input checked="" type="checkbox"/> Specific roles and responsibilities of an Independent Director. <input checked="" type="checkbox"/> Effectiveness in Board Meetings. <input checked="" type="checkbox"/> Board Dynamics <input checked="" type="checkbox"/> Role of Committees <input checked="" type="checkbox"/> Decision making
11	25-09-2019	1:30	Corporate Governance Framework
12	10-11-2020	2.00	Amendments in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
13	06-07-2021	1:00	SEBI(PIT) Regulations, 2015 and Code of Conduct
<b>Cumulative Hours Till date</b>		<b>20:20</b>	

Details of attendance of Independent Directors in Familiarization Sessions are as follows:

S.No.	Name of the Director	No. of Programmes attended		No. of Hours Spent	
		During the F.Y. 2022-23	Cumulative till date from 1 <sup>st</sup> April, 2015	During the F.Y. 2022-23	Cumulative till date from 1 <sup>st</sup> April, 2015
1	Mr. Manoj Kumar Jain	0	13	1:30	20:20
2	Mr. Brahm Dutt Sharma	NA	4	NA	6:60
3	Mrs. Madhu Sharma	0	13	1:30	20:20
4	Mr. Shatrughan Sahu	NA	NA	NA	NA
5	Mr. Santosh Pradhan	0	3	1:30	4:30

1. Appointed as Independent Director on 2<sup>nd</sup> June, 2014 as Additional Director and Independent Director and he was regularized as a Director in 25<sup>th</sup> annual general Meeting of the Company held on 30<sup>th</sup> December, 2014. Re-appointment as Independent Director in the AGM held on 30/09/2019 for the 2<sup>nd</sup> Term.
2. Appointed as Independent Director on 2<sup>nd</sup> June, 2014 as Additional Director and Independent Director and he was regularized as a Director in 25<sup>th</sup> annual general Meeting of the Company held on 30<sup>th</sup> December, 2014. Ceased to be a Director of the Company w.e.f. 17<sup>th</sup> October, 2016.
3. Appointed as Independent Director on 2<sup>nd</sup> March, 2015 as Additional Director and Independent Director and he was regularized as a Director on 25<sup>th</sup> annual general Meeting of the Company held on 30<sup>th</sup> December, 2014. Re-appointment as Independent Director in the AGM held on 30/12/2020 for the 2<sup>nd</sup> Term.
4. Appointed as Independent Director on the 30<sup>th</sup> Annual General Meeting of the Company w.e.f.30<sup>th</sup> September, 2019. Ceased to be Independent Director w.e.f, 14<sup>th</sup> October, 2019.
5. Appointed as Independent Director on the 31<sup>st</sup> Annual General Meeting of the Company w.e.f.8<sup>th</sup> January, 2020.