



JMC Projects (India) Limited

Familiarization Programme for Independent Directors

(Amended w.e.f. April 01, 2019)

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JMC PROJECTS (INDIA) LIMITED

Familiarization Programme for Independent Directors

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The Programme is authenticated by the following persons.

Name	Signature
Mr. Shailendra Kumar Tripathi CEO & Dy. Managing Director	Sd/-
Mr. Manoj Tulsian Whole-time Director and CFO	Sd/-

JMC PROJECTS (INDIA) LIMITED

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1. PREAMBLE

The enactment of the Companies Act, 2013 (hereinafter "the Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter "LODR Regulations"), has brought to the force a number of provisions which will help the Directors and the Companies to ensure better Corporate Governance. In order to increase the Board's effectiveness, 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. Training needs are identified as being mandatory requirement so as to enhance the skills and competencies of Independent Directors.

The Independent Directors have been entrusted with many responsibilities for which there is a need to familiarize them with the Company's business, ethics, standards, its working and applicable laws.

2. PURPOSE AND OBJECTIVE OF THE PROGRAMME

The Regulation 25(7) of the LODR Regulations stipulates that a listed entity shall familiarize the Independent Directors with the Company, the functions of the Company and specify their roles, rights, responsibilities, nature of the industry in which the Company operates, business model of the Company etc. through various Programmes.

The Programme aims to:

- Provide 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 Company.
- Adopt a structured programme for orientation and training of Independent Directors at the time of their joining so as to enable them to understand the Company - its operations, business, industry and environment in which it functions and the regulatory environment applicable to it.
- Update the Independent Directors on a continuing basis on any significant changes therein so as to be in a position to take well-informed and timely decisions.

3. DEFINITIONS

"Company" means JMC Projects (India) Limited or also referred to as "JMC."

"Independent Director" means a Director referred to in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the LODR Regulations, as amended from time to time.

“Key Managerial Personnel” (KMP) means a personnel referred to in Section 2(51) of the Companies Act, 2013.

“Programme” means Familiarization Programme for Independent Directors.

Unless the context otherwise requires, words and expressions used and not defined herein but defined in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time, to the extent relevant in connection with this Programme, shall have the meaning respectively assigned to them therein. Where any stipulation is common between the applicable Laws, more stringent of them shall be complied with.

4. DETAILS OF FAMILIARIZATION PROGRAMME

At the time of joining as Independent Director and periodically thereafter, the Company undertakes the following programmes and measures as may be appropriate from time to time to familiarize the Independent Directors about the Company, its business, updates and developments relating to the Company:

- a) Issue of formal letter of appointment specifying various terms of engagement, roles, responsibilities and duties expected, remuneration and evaluation process and other matters thereto.
- b) Providing access to information and documents relating to the Company.
- c) Apprising on various statutory developments, updates, corporate governance, relevance of such developments in respect to the Company and management’s perspective through presentation/communiqué or any other mode as may be appropriate.
- d) Organize familiarization programme on such themes as may be relevant to the Independent Directors, whenever appropriate.
- e) Arrangement of visit to sites/regional offices for Independent Directors, as and when required or thought appropriate.
- f) Induction programme to Independent Directors joining the Board, apprising about the Company, business, policies, organization structure and other relevant matters.
- g) Present Management Information Report in Board Meeting, which encompass details relating to business, various divisions, projects, annual operation plan, capital expenditure and other matters.

Other Directors may also be a part of the programmes, as and when it is relevant for Directors and as may be appropriate to make such programmes, discussion, presentation and communiqué more effective and meaningful.

5. CONTINUAL FAMILIARIZATION PROGRAM

At various Board/ Committee meetings during the year, presentations are made to the Board on Health, Safety and Environment and sustainability issue, risk management, Company policies, changes in the regulatory environment applicable to the corporate sector and to the Industry in which it operates, business excellence with areas of improvement and other relevant issues.

Quarterly presentations made to the Board includes information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management change, major litigation, compliances, subsidiary information, regulatory scenario etc.

6. AMENDMENT TO THE PROGRAMME

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Programme, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Programme shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.