

Last Amended – 12<sup>th</sup> August, 2025

## **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

### **1. PREAMBLE**

In accordance with requirements of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, the Company shall familiarise the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the Company in which it operates, business model of the Company, etc., through various programmes.

### **2. OBJECTIVES**

- To 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.
- To update the 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 “Modulex Construction Technologies Limited” or also referred to as “MCTL / the Company”.

**“Programme”** means Familiarization Programme for Independent Directors.

**“Independent Director”** means a Director referred to in Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of LODR Regulations.

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

Unless the context otherwise requires, words and expressions used and defined in this policy and/or used and not defined herein but defined in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirement) 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.

#### **4. DETAILS OF FAMILIARIZATION PROGRAMME**

Upon Induction of a new Director, the Company periodically 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.
- b) Giving of completed access to information and documents and provide details, whenever required.
- c) Apprising various statutory developments, updates, corporate governance, relevance of such developments in respect to the Company and management's perspective, through presentation/communiqué.
- d) Organize familiarization programme on such themes as may be more germane to the Independent Directors, whenever appropriate.
- e) Arrangement of visits to sites/regional offices for Independent Directors, as and when required or thought appropriate.
- f) Induction programme to Independent Directors joining the Board, appraising about the Company, business, policies, organization structures and matters as referred herein
- 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.
- h) A brief introduction to the Company and its subsidiary is also made.

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

The Board of Directors shall record and review the number of programmes attended by Independent Directors (during the year and on a cumulative basis till date).

The Board of Directors shall also record, and review number of hours spent by each Independent Directors in such programmes (during the year and on cumulative basis till date).

## **5. OTHER INITIATIVES TO UPDATE THE DIRECTORS ON A CONTINUING BASIS**

- Discussions at the Board Meetings will provide to the Independent Directors to help them to understand the Risk Management, Company policies, changes in the regulatory environment applicable to the corporate sector and to the Industry in which the Company operates, Business Excellence with areas of improvement and other relevant issues;
- The Company shall also provide Quarterly presentations on operations made to the Board include information on business performance, operations, financial parameters, fund flows, senior management changes, major litigation, compliances, subsidiary information, etc.
- Meetings with Company Executives may be arranged to better understand the business and operations of the Company.
- The Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time.

## **6. REVIEW OF THE PROGRAM**

The Board will review this Program and make revisions as may be required, subject to any regulatory changes or recommendation of the Management or the Committee authorized to do so. This Policy in future shall be improved and amended based on best practices evolving in the industry. This policy can be modified at any time by the Board or such other Committee on the basis of regulatory changes.

## **7. AMENDMENT TO THE POLICY**

The Board of Directors on its own can amend this Policy, as and when deemed fit.

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 Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.

## **8. DISSEMINATION OF POLICY**

This Policy shall be uploaded on the Company's website for investors and public information and a web link thereto shall be provided in the Board's Report as part of the Annual Report of the Company.

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