



## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

Adopted by the Board of Investment Manager on:	15.12.2022
Amended by the Board of Investment Manager on:	NA

## **NATIONAL HIGHWAYS INFRA INVESTMENT MANAGERS LIMITED-FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

### **PREAMBLE:**

The Schedule IV of the Companies Act, 2013 and Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) mandates the Company to familiarize the Independent Directors with the Company.

The Company familiarizes the Independent Directors with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company through various programmes by way of presentations/interaction.

### **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.
- 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 various Board and Committee Meetings.

### **ORIENTATION PROGRAMME UPON INDUCTION OF NEW DIRECTORS:**

- At the time of their appointment, new Directors are provided with a copy of the Company’s Constitutional Documents, Annual Report, Code of Conduct and other Policies along with a presentation covering the business of the Company, Governance Structure, various Laws and Regulations applicable to the Company along with a summary of its Material Contracts and Agreements.
- Independent Directors are also issued an Appointment Letter incorporating the roles, duties and responsibilities, remuneration, insurance cover, professional conduct, training sessions and obligations on disclosures.
- Meetings with Key Managerial Personnel is arranged in order to give a detailed overview about the business/Company.
- The new Director is also encouraged to visit the Project Sites to familiarize themselves with the operations and other aspects.

**UPDATION ON A CONTINUING BASIS:**

- At various Board Meetings during the year, presentations are made to the Board on various business matters including Financial Statements, Budget(s), Activities and Performance, Risk Management, Internal Audit, Valuation and Investor related issues, Compliances.
- Independent Directors have the freedom to interact with the Company's management team, the Statutory and Internal Auditors and other consultants / advisors appointed from time to time.
- Apart from these, there could be additional meetings or sessions on demand on specific topics.

**DISCLOSURE OF THE POLICY:**

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