



SIMMONDS MARSHALL LIMITED

Regd. Office & Factory:

Plot No. C-4/1, Phase II, Chakan, MIDC
Bhamboli, Khed, Pune-410 501, Maharashtra.
Tel. : (91-02135) 683939 / 683900
E-Mail : sml@simmondsmarshall.com
CIN: L29299PN1960PLC011645

Admn. & Sales Office:

Apeejay Chambers, 5, Wallace Street, Fort
Mumbai-400 001, Maharashtra.
Tel. : (91-022) 66337425 / 7426 / 7427
E-Mail : sales@simmondsmarshall.com
Website : www.simmondsmarshall.com

Familiarization Programme for Independent Directors

1. PREAMBLE

The enactment of the Companies Act, 2013 (the Act, 2013) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 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 a mandatory requirement now so as to enhance the skills and competencies.

The Independent Directors have been offered a lot of 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 PROGRAMMES

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 in the Company, 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 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 “Simmonds Marshall Limited”.

“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

At the time of appointing a 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 visit 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.

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.

