

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

1. Preamble:

This Familiarization Program ("the Program") for Independent Directors of Ducon Infratechnologies Limited ("DIL") has been adopted by the Board of Directors pursuant to the Regulation 46 of the SEBI (LODR) Regulation, 2015 with the Stock Exchanges which stipulates that:

- a) 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.
- b) The details of such familiarization programmes shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

The Schedule IV of the Companies Act, 2013 also mandates that the independent directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.

2. Purpose & Objective

- 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 function.
- To update the directors on a continuous basis on any significant changes.

The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

3. Familiarization Process

3.1. The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations of various businesses and processes of the Company in the Board/Committee Meeting. The presentations at the Board Meetings include updates on risk management, company's policies, performance of the various business units, quarterly performance report which includes information on business performance, operations, financial parameters, litigations, compliances, and information related to subsidiaries

3.2. Such programs / presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, investor relations, markets, organization structure, finance, human resources, technology and risk management and such other areas as may arise from time to time;

3.4. The Company shall circulate news and articles related to the industry on a regular basis and also provide regulatory updates from time to time; and

4. Familiarization module for Independent Directors:

- A familiarization pack (welcome kit) is given to the incoming director, which includes the Company's Memorandum & Articles of Association, Annual Reports, Code of Business Conduct & Ethics applicable to the Directors/employees of the Company, Code of Conduct of Insider Trading Prohibition Policy.
- In case a Director is inducted in any of the Committee of the Board, the charter of the respective committees will be part of the welcome kit.
- A detailed appointment letter incorporating the roles, duties, and responsibilities, performance evaluation process, remuneration and obligation on disclosures is issued for his/her acceptance.

5. Disclosure of the Policy

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

- a) Familiarization programme will be conducted "as needed" basis during the year.
- b) As and when familiarization programme is conducted, the same will be disclosed on the website of the Company.

6. Familiarization programme during FY 2020-21:

During the Financial Year 2020-21, an online seminar was conducted for the Independent Directors of the company in which they were updated on the significant changes in the regulations applicable to the Company, the new regulations, circulars, notifications including amendments in existing regulations issued by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI), Ministry of Corporate Affairs (MCA) and Stock exchanges etc.

The presentation which covered the followings:

1. Companies Act, 2013 and latest amendments issued by MCA.
2. SEBI (Prohibition of Insider Trading) Regulations, 2015.
3. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
4. Role and responsibilities of the Independent Directors.

7. Review of the Program

7.1. The Board will review this Program and make revisions as may be required.