



TALBROS ENGINEERING LIMITED

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FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to clause 49 of the Listing Agreement, the Company had framed familiarization programme for the Independent Directors of the Company on:

- a. Their roles, rights and responsibilities in the Company.
- b. Organisation structure, finance, human resources, technology, quality and other facilities
- c. Nature of industry in which the company operates
- d. Business mode of the Company
- e. Strategy, operations and functions of the company

Initial familiarization module

At the time of appointment, a formal letter of appointment is given to the Independent Director which inter alia contains all the roles, duties, rights and responsibilities expected of him as a Director of the Company. All Independent Directors are provided an overview of:

- a. Roles, functions, duties, Responsibilities and liabilities of Independent Directors in terms of Companies Act, 2013 and Listing Agreement, as may be amended from time to time;
- b. Criteria of independence applicable to Independent Directors as per clause 49 of the Listing Agreement and Companies Act, 2013;
- c. Directors, Audit Committee approvals and other committees approval, wherever required;
- d. Annual management plan and budget;
- e. Key operational and financial performance matters / budgeting, review mechanism and audit process;
- f. Board process governance, relevant statutes with specific reference to the Companies Act and Listing Agreement
- g. Board evaluation process and procedures;
- h. Financial control, financial management compliance, Board effectiveness, strategic direction, meetings and performance assessment;
- i. Corporate Governance and internal control process

Continual familiarization module

The company will adopt a streamlined and periodic familiarization programme for the Independent Directors to understand and get updated on the business and operations of the Company on continuous basis. The familiarization programme and responsibility of the concerned person is as follows:

Functional Area	Responsibility
Overview of Strategy and business model of the Company	Managing Director
Annual management plan and budget	
Financial matters, budgeting, review mechanism, financial management compliance	CFO/ GM-Finance
Statutory Reports including Internal Audit Reports, Statutory Audit Reports	
Board evaluation process and procedures	Company Secretary
Roles, functions, liabilities, duties and responsibilities as Independent Directors	

Disclosure of the Policy

Familiarization programmes shall be conducted as per need.

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