

SULABH ENGINEERS & SERVICES LIMITED

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

(Last revised on 8th July 2025)

Preface

This Familiarization Programme for Independent Directors has been framed and adopted in accordance with the provisions of **Regulation 25(7)** of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, as amended from time to time, and other applicable provisions of the Companies Act, 2013.

Objective

The objective of the programme is to provide Independent Directors every opportunity to familiarize themselves with:

- The Company's management structure, operations, and business environment;
- Their roles, responsibilities, and rights under applicable laws and corporate governance frameworks;
- Regulatory developments and industry dynamics to enable effective contribution at Board and Committee meetings.

Familiarization Process

1. Initial Orientation

At the time of appointment or re-appointment, Independent Directors are:

- Provided with a **formal letter of appointment** detailing their role, duties, responsibilities, and terms of engagement, in line with Companies Act, 2013 and SEBI LODR Regulations;
- Briefed on various company policies such as the **Code of Conduct**, **Code for Independent Directors**, **Whistleblower Policy**, and **Code for Prevention of Insider Trading**;
- Informed about applicable legal and regulatory provisions including duties under the Companies Act, SEBI LODR Regulations, and other relevant laws;

- Given access to documents including the Company's Memorandum & Articles of Association, past Annual Reports, financial statements, Board and Committee meeting minutes, and organizational structure;
- Offered interaction with other Board Members, senior management, and executive directors for a holistic understanding of the Company's functions;
- Made aware of limitations on the number of directorships, committee roles, and the mandatory **cooling-off period** as per latest SEBI amendments;
- Informed about **mandatory Directors & Officers (D&O) insurance coverage**, applicable to top 1000 listed companies.

2. Continual Orientation

Throughout the year, the Company facilitates the continuous familiarization of Independent Directors through:

- Presentations at Board and Committee meetings covering:
 - Financial performance, budget planning, and operational updates;
 - Strategic initiatives and business performance of subsidiaries;
 - Risk management practices, ESG initiatives, and internal audit findings;
 - Updates on statutory compliance, governance policies, and regulatory changes;
- Sharing of key updates on amendments to the Companies Act, SEBI regulations, Accounting Standards, and industry developments;
- Participation in **at least one Independent Directors' meetings per year** (without the presence of non-independent directors or management), as mandated by Regulation 25(3) of SEBI LODR;
- Insights into Audit Committee responsibilities, particularly for **Related Party Transactions**, including **ratification limits** introduced in recent amendments;
- Periodic site visits or interaction with business heads to better understand operational realities and business risks.

Disclosure

- The details of this Familiarization Programme, including the number of hours spent by Independent Directors in such sessions and other relevant information, shall be uploaded on the Company's website, in compliance with **Regulation 46(2)(i)** of the SEBI LODR Regulations;
- A web link to the same shall also be provided in the **Annual Report** of the Company, as per **Regulation 62(1)(d)**;
- The programme shall be reviewed and revised periodically to ensure ongoing relevance and compliance with applicable laws and governance standards.