



# **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

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**Preamble:**

In accordance with the requirements of Regulation 25(7) and Regulation 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI Listing Regulations'], and Schedule IV of the Companies Act, 2013, Maxwell Engineering Solutions Limited ['the Company'] has adopted this Familiarization Programme for Independent Directors. This Policy sets out the mechanism through which the Company will assist Independent Directors in becoming well-acquainted with its operations, business environment, roles and responsibilities, and ongoing regulatory developments.

**Objectives:**

The Familiarization Programme aims to:

- Facilitate Independent Directors' active participation in Board and Committee proceedings.
- Provide them with a clear understanding of the nature of the Company's business, strategic priorities, industry dynamics, and regulatory environment.
- Update and refresh their knowledge and awareness on a continuous basis to enhance their effectiveness as Board members.
- Promote meaningful interaction with senior leadership and functional heads.

**Regulatory Framework:**

This Policy is framed in line with the following statutory provisions:

**Regulation 25(7)** of SEBI Listing Regulations requires every listed entity to familiarize the Independent Directors through various programs about the listed entity including nature of the industry in which the listed entity operates, business model of the listed entity, roles, rights, responsibilities of independent directors and any other relevant information.

**Regulation 46(2)(i)** of SEBI Listing Regulations mandates listed entities to disseminate details of such programmes on the website of the Company.

**Schedule IV to the Companies Act, 2013** (Code for Independent Directors), prescribes that Independent Directors shall undertake appropriate induction and regularly update and refresh their knowledge and skills.

In view of the same, this "**Familiarization Programme for Independent Directors**" of **Maxwell Engineering Solutions Limited** has been framed to provide insights into the Company and to

enable the Independent Directors to understand the Company's business in depth that would facilitate their active participation in managing the Company.

#### **Induction Programme for New Independent Directors:**

Upon appointment, a comprehensive induction programme shall be conducted for each new Independent Director, which may include:

- A formal welcome and introduction to the Board and key executives.
- An overview of the Company's history, vision, mission, and core values.
- A detailed briefing on the Company's business model, products and services, industry landscape, competition, and market positioning.
- Access to the Company's organizational structure, management team, financial performance, and strategic initiatives.
- Orientation on the regulatory and governance framework applicable to the Company including:
  - Role and responsibilities under the Companies Act, 2013 and SEBI Listing Regulations.
  - Code of Conduct for Directors & Senior Management.
  - Insider Trading Regulations.
  - Board and Committee structures, charters, and decision-making processes.

#### **Ongoing Familiarization Process:**

The familiarization process for Independent Directors will be a continuous initiative, and shall include:

- Presentations by Senior Management at Board or Committee meetings or separately scheduled sessions, covering:
  - Company strategy, performance, financial updates, and functional overviews.
  - Updates on industry developments, regulatory changes, compliance framework, and risk mitigation plans.

- Discussions on ESG initiatives, technological advancements, and innovation roadmaps.
- Facility Visits: Site visits to the Company's manufacturing units and facilities may be organized to provide hands-on understanding of operations, safety protocols, and quality control systems.
- Access to Information and Interaction:
  - Independent Directors will have access to internal documents, policies, and reports relevant to Board functioning.
  - They shall have open communication channels with Key Managerial Personnel and other senior executives.
- Updates and Reading Materials: The Company shall periodically circulate industry updates, regulatory developments, and expert articles to enrich the Director's perspective.

#### **Customized Sessions and Individual Support:**

Whenever the Independent Directors are appointed to new Committees & Board and take on additional responsibilities, dedicated familiarization sessions may be conducted to apprise them of their specific roles and expectations in that context.

The Company shall also extend individual support and guidance as may be required by any Director to address any specific queries or learning needs.

#### **Mode of Delivery and Scheduling:**

The programs may be conducted in person or virtually, depending on the convenience and availability of the Independent Directors.

These sessions may be held individually or collectively and may be integrated with scheduled Board or Committee meetings or arranged as standalone programmes.

The familiarization efforts will be flexible and iterative to accommodate evolving needs over the tenure of the Director.

#### **Monitoring and Disclosure:**

The Company shall maintain records of all familiarization programmes conducted, including details of attendees, duration, and subject matter covered.

As per Regulation 46(2)(i) of the SEBI Listing Regulations, the details of familiarization programmes imparted to Independent Directors will be uploaded and updated on the Company's website under a separate section titled "Familiarization Programmes for Independent Directors."

**Review of the Policy:**

This Policy shall be reviewed and amended by the Board of Directors from time to time to align with any changes in regulatory provisions or emerging governance practices.

**Version History:**

Sr. No.	Version	Created by	Approved By	Approval Date
1	1.0	Secretarial	Board of Directors	July 26, 2025.

**Details of Familiarization Programmes imparted to the Independent Directors**

[Pursuant to Regulation 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

In accordance with the provisions of Regulation 46(2) of the SEBI Listing Regulations, the details of Familiarization Programmes imparted to Independent Directors shall be disclosed in the following format as and when such programs are conducted.

All the Familiarization Programme activities are integrated with the Board Meetings for the convenience of the Independent Directors. Additionally, individual programmes are conducted separately, as and when required, to apprise them of their roles, responsibilities, business model, regulatory updates, and other relevant matters.

Sr. No.	Name of Independent Directors	No. of Programmes (Board Meetings) attended by the Independent Directors		No. of hours spent (at Board Meetings) by Independent Directors in such programmes	
		during the year 2025-26	On cumulative basis till March 31, 2026	during the year 2025-26	On cumulative basis till March 31, 2026.
1.	Mr. Hitenkumar Jayantilal Prajapati (Appointed w.e.f. June 09, 2025)				
2.	Ms. Puja Kasera (Appointed w.e.f. June 09, 2025)				

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, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time. The programs / presentations shall also familiarize the Independent Directors with their **roles, rights and responsibilities**.

The Company may circulate **news and articles** related to the industry on a regular basis and may provide specific regulatory updates from time to time; and The Company may conduct an **introductory familiarization** program / presentation, when a new Independent Director comes on the Board of the Company.

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