



Solanki Mechanic Works Limited
(Formerly known as Solanki Mechanic Works Private Limited)

**FAMILIARISATION PROGRAMME FOR
INDEPENDENT DIRECTORS**

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

BACKGROUND

Pursuant to regulation 25(7) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*"Listing Regulation"*) stipulates that the Company shall familiarise 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.

As per Regulation 46(2) of the SEBI (LODR) Regulations, the listed entity shall disseminate the details of familiarization programmes imparted to independent directors under a separate section on its website.

As per 'Schedule IV' of the Companies Act, 2013 i.e., '**Code for Independent Directors**', the independent directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.

OBJECTIVES

Through the Programme, the Company aims to achieve the following objectives:

- (a) Familiarize the independent directors with the Company, its business model; nature of the industry in which the Company operates; roles, rights, responsibilities of independent directors in the Company.
- (b) To inform them of all the laws, rules, regulations and guidelines applicable to the Company.
- (c) To generate and obtain valuable and informed decision from the directors on the matters to be brought or discussed at the board Meetings.

FAMILIARISATION PROCESS

At the time of appointing new Independent Director, a formal letter of appointment is given to him/ her, which inter alia explains the role, function, duties and responsibilities expected of him/her as an Independent Director of the Company. Periodic presentations are made at the Board's and Committee meetings, on business performance, strategy and competition. Such programmes/ presentations will provide an opportunity to the Independent Directors to have an overview of;

- a) Criteria of independence applicable to Independent Directors;
- b) Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, Corporate Social Responsibility, Stakeholders conflicts, Board effectiveness, strategic direction, Meetings and performance assessment;
- c) Roles, functions, Duties, Responsibilities and liabilities of Independent Directors;
- d) Directors Responsibility Statement forming part of Boards' Report;
- e) Code for Independent Directors as per Schedule IV of Companies Act, 2013
- f) Vigil Mechanism including policy formulation, disclosures, code for Independent Directors;
- g) Risk Management Systems & framework;
- h) Board Evaluation Process and Procedures;

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 Independent Director is also explained in detail the compliances required from him/her under the Companies Act, 2013, Listing Regulations and other relevant regulations and his/her affirmation taken with respect to the same. With a view to familiarize him/her with the Company's operations, the Chairperson/ Managing Director provides a one-to-one interaction on the organisational set up, the functioning of various divisions/ departments, the Company's market share and the markets in which it operates, governance and internal control processes and other relevant information pertaining to the Company's business. The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfil his role as Independent Director of the Company.

CONTINUAL FAMILIARISATION MODULES

The Company will follow a structured orientation programme for the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis. The familiarisation module shall inter-alia, include regular inputs on strategy and business model of the Company, budgeting and planning, performance of various business verticals, statutory reporting including Internal Audit Reports, SEBI Audit Reports and compliance related certifications and overview of business of subsidiaries on an on-going basis through the Chairperson/ Managing Director/ Chief Financial Officer and the Senior Managerial Personnel. The Company will also 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, organisation structure, facilities and risk management and such other areas. Presentations are made to the Board of Directors/ Audit Committee (minutes of Audit Committee and other Board Committees are circulated to the Board), where Directors get an opportunity to interact with Executive Committee members and Business Heads. The Board of Directors has complete access to the information within the Company. Independent Directors have the freedom to interact with the Company's management. Apart from this, they also have independent interactions with the Statutory Auditors, the Internal Auditors and external advisors appointed from time to time. Further, they meet regularly without the presence of any management personnel and their meetings are conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

DISCLOSURE

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 corporate governance section in the annual report of the Company.

Details of familiarization programmes imparted to independent directors, including the following details, shall also be disclosed under a separate section website of the Company:

- (a) Number of programmes attended by independent directors (during the year and on a cumulative basis till date);
- (b) Number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date); and
- (c) Other relevant details.

REVIEW AND AMENDMENT

The Board will review the programme and make necessary amendments as and when required. In case there are any modification(s) / amendment(s) / notification(s) / circulars(s), guidance note(s), informal guidance(s) issued by SEBI / MCA or judgements made by the Tribunal or any Court which has the effect of amendment in the Regulation(s) / Section(s) / Rule(s) made thereunder. The Managing Director or Whole time Director is authorized to make amendments in the Policy / Code as to the extent applicable. The amended Policy / Code shall be taken note by the Board of Directors / Committee in their ensuing Meeting(s).

DISSEMINATION OF THE POLICY

This policy shall be uploaded on the website of the Company i.e. www.solankimechanicworks.com for public information and a web link for the same shall also be provided in the Annual Report of the Company.

Effective Date: July 22nd, 2026

Date of Approval by Board of Directors: July 22nd, 2026