



FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

VERSION 1

Approved by Board of Directors on 30th June, 2025

1. INTRODUCTION:

The Familiarisation Programme (“**Programme**”) for Independent Directors of Mann Fleet Partners Limited (“**Company**”) has been adopted by the Board of Directors (“**Board**”) pursuant to Schedule IV of the Companies Act, 2013 (“**Act**”) read with Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) as amended from time to time. Schedule IV of the Act requires Independent Directors to undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company. The Programme was approved and adopted by the Board at its meeting held on June 30, 2025.

2. EFFECTIVE DATE:

This policy will come into effect from the date of its adoption by the Board.

3. OBJECTIVES AND PURPOSE:

3.1 The Programme provides basic insights into the Company to enable the Independent Directors to understand the Company’s business in depth that would facilitate their active participation in managing the affairs of the Company. In view of the Listing Regulations, the Programme is divided into various parts with emphasis on the following:

- (a) Nature of the industry in which the Company operates;
- (b) Business model of the Company;
- (c) Roles, rights, and responsibilities of independent directors; and
- (d) Any other relevant information.

3.2 By means of this Programme, the Company intends to achieve the following objectives:

- (a) To appraise the Independent Directors about the affairs and manner of conducting business operations of the Company;
- (b) To inform them of all the laws, rules, regulations and guidelines applicable to the Company;
- (c) To make them aware of the rules, responsibilities, and liabilities pursuant to the Listing Regulations and the Act and rules made thereunder;
- (d) To accustom the Directors to their roles, rights and responsibilities that would facilitate their active participation in contributing towards the growth of the Company and decision making on key matters discussed at the board meetings.

3.3 The Programme has been designed in line with the specific needs of contemporary corporate governance and the expected obligations of Independent Directors in view of the onerous responsibility conferred by the Act and the Listing Regulations as amended from time to time.

4. DEFINITIONS:

4.1 Except where the context otherwise requires, the following capitalized words and expressions shall have the meaning as specified hereunder:

- (a) “**Board**” shall mean the Board of Directors of the Company, as constituted from time to time as per the relevant laws and regulations;
- (b) “**Directors**” shall mean members of the Board including the Independent Directors;
- (c) “**Independent Directors**” shall mean the Director other than a managing director or a whole-time director or a nominee director as more specifically set out under Section 149(6) of the Act, and shall also have the meaning ascribed to the term ‘Independent Director’ under Regulation 16(1)(b) of the Listing Regulations;
- (d) “**SEBI**” shall mean the Securities and Exchange Board of India; and
- (e) “**Senior Management**” or “**Senior Management Personnel**” or “**SMP**” shall mean officers/ personnel of the Company who are members the core management team excluding board of directors and shall comprise all members of management one level below the Chief Executive Officer/Managing Director/Whole Time Director/Manager (including Chief Executive Officer/Manager, in case they are not part of the board) and shall specifically include Company Secretary and Chief Financial Officer.

4.2 Further, the words and expressions used in this Code and not defined herein but defined in the Act and the Listing Regulations, as may be amended from time to time, and shall have meaning respectively assigned to them therein.

5. CONTENTS OF THE PROGRAMME:

5.1 New Independent Directors are provided with a copy of the latest integrated report, the code of conduct of the Company, the Company’s code of conduct for prevention of insider trading and the schedule of upcoming Board and committee meetings. The basic theme of the Programme would, *inter alia*, include:

- (a) Visit to the Company’s offices;
- (b) Industry outlook at the Board meeting;
- (c) Roles, rights, duties, responsibilities and liabilities of the Directors;

- (d) Business model of the Company, thereby including the nature of industry in which the Company operates, its products and services, geographical area of operation of the Company;
- (e) Management techniques;
- (f) 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;
- (g) Directors' responsibility statement forming part of the Board's report;
- (h) Vigil Mechanism, including policy formulation, disclosures, code for Independent Directors, fraud response plan, obtaining audit committee approval, wherever required;
- (i) Board evaluation process and procedures;
- (j) Dealing with related party transactions under the Act and the Listing Regulations;
- (k) Internal Financial Controls; and
- (l) Loans and Investments under the Act; and
- (m) Information related to the following:
 - (i) Roles, responsibilities and liabilities of Independent Directors under the Act and the Listing Regulations;
 - (ii) Board minutes, agenda and presentations;
 - (iii) Annual Reports;
 - (iv) Code of conduct for Directors; and
 - (v) Terms and conditions of appointment of Independent Directors.

6. FAMILIARIZATION PROCESS:

- 6.1 The Company shall, through its Executive Directors / Senior Managerial Personnel conduct programs/presentations periodically to:
 - (a) familiarize the Independent Directors with the strategy, business model, product offerings, stakeholders, industry and geographies in which the Company operates;

- (b) Update on business operations, financial performance, business outlook and budgets of the Company;
- (c) update on markets, organisation structure, finance; and
- (d) apprise on human resources, technology, quality, facilities, risk management and such other areas as may arise from time to time.

6.2 The Programme essentially has two broad components – technical and behavioural. The technical component shall enable the participants to understand the Company's business, strategies, industry dynamics and its growth plans and prepare them for an active role in the Company. The behavioural component shall empower the participants to understand board procedures and help them to be effective in board activities. The Programme also aims to offer a conceptual framework based upon current expectations which require the Independent Directors to adhere to a code and standard of ethics and integrity for fulfilment of their responsibilities in a professional and faithful manner to promote confidence of the investment community, particularly minority shareholders, regulatory authorities and the stakeholders at large.

6.3 The Programme shall be conducted in such manner as to facilitate convenience of the Independent Directors and enable them to attend the same in view of their busy schedules. Each of the Independent Directors are required to attend the orientation process or familiarization Programme when they are inducted into the Board.

6.4 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. Further, the Company may conduct strategic presentations to the Board where the Directors get an opportunity to interact with the Senior Management.

7. PROGRAMME AND DISCLOSURES:

7.1 The Programme will be conducted "as needed" basis during the financial year.

7.2 Further, pursuant to Regulation 46 (2) of the Listing Regulations, the details of this Programme shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Reports of the Company. Furthermore, the number of Programmes attended by the Independent Directors along with the number of hours spent by such Independent Director in the Programme (during the year and on cumulative basis till date) shall also be disclosed by the Company.

8. REVIEW OF THE PROGRAMME:

The Company may periodically review this Programme and make suitable revisions, as may be deemed necessary, from time to time.

9. AMENDMENTS:

This Programme will be reviewed periodically by the Board/ Committee as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors in cases of material changes to the Programme.

10. INTERPRETATION:

In case of any subsequent changes in the provisions of the aforementioned statutes, the statutes would prevail over the Programme and the provisions in the Programme would be modified in due course to make it consistent with prevailing law. Any subsequent amendment/modification in Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Programme.

11. CONFLICT OF POLICY:

In the event of any conflict between this Policy and the provisions contained in the applicable laws, the provisions of applicable laws shall prevail.