



Marshall Machines Limited

Head Office & Works :

C-86, Phase-V, Focal Point, LUDHIANA-141 010 (India)

Ph.: +91-161-5012406, 5012407, 5019648

Email: headoffice@marshallcnc.com Web: www.marshallcnc.com

Automated Solutions Division :

D-116A, Phase-V, Focal Point, LUDHIANA-141 010 (India)

MARSHALL IoTQ CENTRE

75-B, Sector-5, IMT Manesar, Gurgaon. Ph.: 0124-4241813/14/15

Helpline No. 1800-102-4288, 1800-103-4288, 1800-103-3288

MARSHALL AUTOMATION AMERICA, INC.

415, Lakehill Court, Johns Creek, GEORGIA-30022. (USA)

Email: sales@marshallautomationamerica.com

Web: www.marshallautomationamerica.com

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

1. Preamble

In accordance with the requirements of provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, the company has introduced a programme to familiarize the Independent Directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. (the "Programme").

2. Purpose

The Programme aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

3. Objective

- a) To enable them to understand the Company and the industry and business environment it operates in.
- b) To enable them to understand their roles and responsibilities.
- c) To keep the Independent Directors updated on an ongoing basis about the significant changes which occur concerning the Company or its industry and business environment so that they are in a position to take well-informed decisions at appropriate time.

4. Familiarization Process

- a) At the time of induction of the newly appointed Independent Director (ID), he/she is apprised adequately about the Company, its latest financial statements and their analysis, its business model, Industry scenario, competition, significant recent developments and also the Board processes by the Chairman and Managing Director, the Chief Financial Officer, the Company Secretary and the Senior Management. In addition, a 'joining kit' is given to the ID comprising the following documents:



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- b) Latest Annual Report of the Company;
 - c) Copy of Code of Conduct for Prevention of Insider Trading Regulations;
 - d) Copy of Code of Conduct as per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - e) Copy of Vigil Mechanism/Whistle Blower Policy;
 - f) Copy of Risk Management Policy;
 - g) Copy of Policy on Related Parties Transactions;
 - h) Copies of Remuneration Policy, Board Diversity Policy and Board Succession Policy;
 - i) Copy of Policy for Determining Material Subsidiaries;
 - j) Copies of Policy for Determination of Materiality of Events, Policy for Preservation of Documents and Archival Policy.
- As a part of the process of induction of the ID, his/her visit to the various offices of the Company located at different places are also arranged. The ID is given an overview of the business, the organization structure and key team members. He/she is also briefed about the various important raw materials, production processes, finished goods, principal suppliers, customers, utilities, safety, health environment and applicable laws etc.
 - In every Board meeting, a detailed presentation on business is made wherein the Chief Financial Officer (C.F.O.) / Company Secretary or other Unit Head(s) of the Company explains in respect of the business, the vision, performance, analysis of financial statements, significant operational issues, strategy and growth plans relating to Company.
 - The presentations also provide an opportunity to the Independent Directors to interact with the senior team of the Company and help them to understand the Company's strategy, business model, operations,

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service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management.

- At every meeting of the Board, presentations are also made covering performance of the different businesses, financial analysis, financial position including liquidity, borrowings and investments, financial projections, significant changes in applicable laws and regulations, if any and operational/strategic issues of importance.

- Board members are updated about the statutory amendments from time to time.

5. Review of the Programme

The Programme will be conducted on an "as needed" basis during the year and will be reviewed by the Board from time to time to make necessary revisions.

6. Disclosure of the Programme

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



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