

Familiarization Programme for Independent Directors

MINDPOOL TECHNOLOGIES LIMITED

CIN: L72900PN2011PLC138607

3rd & 4th, Sr No 133/1/316111 GK Mall Near Konkane Chowk, Pimple Saudagar, Pune MH 411027

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

This familiarization Program ("the Program") for Independent Directors of MINDPOOL TECHNOLOGIES LIMITED ("the Company") has been adopted by the Board of Directors pursuant to SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.

PURPOSE

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

FAMILIARIZATION PROCESS

1. The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company;
2. 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;
3. The programs / presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities;
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; and
5. The Company may conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.

DISCLOSURE OF THE POLICY

This Policy shall be uploaded on the Company's website for public information.

REVIEW OF THE PROGRAM

The Board will review this Program and make revisions as may be required.

Note on Familiarization Programme:

Pursuant to the SEBI Listing Regulations, 2015–

- a) A company is required to familiarise the Independent Directors (IDs) with the nature of the industry in which it operates, its business model, their roles, rights, responsibilities in the company and other relevant information etc., through various programmes.
- b) The details of such familiarisation programmes including number of programmes attended, number of hours spent and other relevant details (during the year and on a cumulative basis till date), shall be disclosed on the company's website and a web link thereto shall also be given in the Annual Report.

The Company undertakes familiarisation programmes for the Directors, on a continuous basis, about the operations of the Company and other details from time to time, inter alia, as follows:

- Discussions were held from time to time on major developments in the areas of the SEBI Listing Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, Companies Act, 2013 and other guidelines.
- In addition to minimum number of meeting, the Company conducts additional Board Meetings in May and March to apprise the Directors on the detailed operational aspects and business of the Company.
- An informal Meeting of Independent Directors with the Senior Management Personnel of the Company is convened at least twice a year to bring about greater interaction amongst them for a better overall understanding of the functions and business of the Company.
- As and when a new director is appointed, as part of the process of induction, the Company has the practice of familiarising the new director with information on various aspects of the Company, including the following:
 - i. Company's Code of Conduct for directors
 - ii. Annual reports of last three years
 - iii. Company's Insider Trading Code
 - iv. Existing composition of Board and Committees
 - v. Members of Senior Management Team

The Board of Directors has complete access to information within the Company. Presentations are made regularly to the Board and its committees, inter alia, cover business strategies, management structure, quarterly and annual results, budgets, review of Internal Audit, risk management framework, operations of the Company and its subsidiaries and associate companies, etc. Independent Directors have the freedom to interact with the Company's management. Interactions happen during Board / Committee meetings, when senior officials of the company are asked to make presentations about performance of their respective Business Units, to the Board.

The Independent Directors have attended such familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programme:

Sr. No.	Particulars	Hours Spent	
		FY 2021-22	Total (Cumulative)
1	Recent amendments in the SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015– Presentations were made to the Board members on Risk Management, Dividend Distribution Policy, and changes in Related Party Transactions Regulations etc.	0.5	4.5
2	Recent amendments in the Companies Act, 2013 and Rules made thereunder. A presentation was made to the Board members on Independent Directors Role and Responsibilities.	1	5.5
3	Updating Board about the strategy, operations and functions of the Company.	2	10
4	Presentation regarding the Internal Audit Process, its objectives and importance in overall functioning of the Business operations.	1	1
5	Other	0	7
	Total	4.5	28