



FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

*(In terms of Regulation 25(7) of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

Background

Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), requires listed companies to conduct familiarization programme for the Independent Directors so as to familiarize them 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.

Schedule IV of the Companies Act, 2013 also mandates that the independent directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.

Further, listed companies are required to disseminate information about the details of familiarization programmes imparted to Independent Directors on its website, as prescribed under Regulation 46 (2) of SEBI (LODR).

Familiarization Programme for Independent Directors

Zr Infra Limited facilitates the members of its Board to familiarize themselves with the industry and its operations. All the Independent Directors are made aware of their roles and responsibilities at the time of appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement.

The Company also on regular basis familiarizes the Independent Directors on following:

1. Company operations
2. Business strategy
3. Review of Strategic Investments
4. Market Condition
5. Business opportunities
6. Internal control processes
7. Changes in the regulatory framework and business environment having an impact on the Company
8. Presentations on internal control over financial reporting, Indian Accounting Standard, Real Estate (Regulation and Development) Act 2016, SEBI LODR, etc.
9. Fund raising opportunities.

Disclosure of the Policy

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 Annual Report of the Company.

Familiarization programme will be conducted “as needed” basis during the year.

The details of familiarization programmes imparted to independent directors including the following details shall disclosed on the website of the Company:

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