

## **SIMPLEX PROJECTS LIMITED**

### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The Board of Directors comprising of Independent Directors and Non Independent Directors are provided with the opportunity to peruse about the Company, its operations, nature of industry and business models so that entire Board can take informed and timely decision at all times. The Independent Directors are periodically apprised about their roles, rights and responsibilities in the Company considering the business and operations of the Company and also the modifications made to the applicable legislations affecting the Company and its Directors.

In order to familiarise a new Independent Director with the nature of business and the operations of the Company and keep the Board and its Independent Directors updated about the Company, its operations, nature of industry and significant changes therein, the following familiarisation programme has been framed pursuant to Clause 49(II) (B) (7) of the Listing Agreement with the Stock Exchanges:

#### **Orientation Programme for New Independent Directors**

The new Independent Director shall be provided with an introductory kit which shall contain a profile of the Company, its operations, Quarterly Financial Results and performance analysis for last 5 fiscals, nature and understanding of the industry of the Company and the current business model of the Company. In addition to the above, Latest Annual Report of the Company, the Company's Code of Conduct for Prevention of Insider Trading, Policy on Related Party Transactions, Risk Management Policy, Policy on CSR if and whenever applicable to the Company, Vigil Mechanism/Whistle Blower Policy and the mechanism devised by the Company to avoid insider trading and abusive self-dealing would be made available to the new Independent Director.

- The New Independent Director would be made aware about his/her role, rights and responsibilities in the Company which would also be enumerated in the appointment letter to be given to the Independent Director.
- The Senior Management Personnel shall interact with the new Independent Director in order to familiarize him/her with inter alia with the financial position, business strategy, operations, nature of industry, organisation structure and various other functions of the Company.
- The Company may arrange to give an opportunity to the new Independent Director to interact with the concerned persons in the Company so as to obtain a complete understanding regarding the operations of the Company.

#### **Concurrent initiatives for updating the Existing Independent Directors**

The existing Independent Directors will be updated about inter alia the operations and the financial performance of the Company at every Board Meeting. In addition to the above, the Company shall disseminate all such information, as is required, to the Independent Directors to enable them to perform their duties and take informed and timely decision.

- The Senior Management will interact with and keep the Independent Directors well informed about all the significant updates in their functional areas and also the various risks associated with the respective functions of the Company and their impact on the Board and the Company.
- The Board and the Independent Directors will be kept informed of all kinds of legislative changes applicable to the Company which have serious impact on its operations and its Board of Directors at large.

### **Modification**

The Board or such Committee of the Board, as the case may be, shall have the power to review, and if required, modify this programme so as to further strengthen it and correct the existing shortcomings, if any.

**DISCLOSURE PURSUANT TO REGULATION 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

In line with the Familiarization Program of the Company, an interactive meet with the Senior Management Team of the Company, was organized by the Company on 16th February, 2016 for the Independent Directors of the Company.

On the scheduled date, i.e. 16th February, 2016, the Independent Directors (Mr. Anand Chopra, Mr. Keshava Das Mundhra and Mrs. Nandini Jhanwar) met the members of the Senior Management Team of the Company at the Corporate Office of the Company at Topsia Road and discussed about the current state of operations of the Company. Mr. Balkishandas Mundhra, Chairman & Managing Director, Mr. Jai Kishan Bagri, Whole-time Director, Mr. Pradeep Kumar Mishra, Chief Financial Officer, and Mr. Anil Jain, General Manager- Commercial & Company Secretary of the Company also participated in the aforesaid discussions.

Thereafter, the newly appointed independent director, Mr. Keshava Das Mundhra was provided with an introductory kit containing a profile of the Company, its operations, Quarterly Financial Results and performance analysis for last 5 fiscals, nature and understanding of the industry of the Company and the current business model of the Company. In addition to the above, Latest Annual Report of the Company, the Company's Code of Conduct, Code for Prevention of Insider Trading, Policy on Related Party Transactions, Risk Management Policy and Vigil Mechanism/ Whistle Blower Policy was made available to Mr. Keshava Das Mundhra.

Mr. Pradeep Kumar Mishra made a presentation to the directors to acquaint them with the financial performance of the company, its current state, prospects of growth and other allied aspects. Thereafter, Mr. Anil Jain elaborated on the various policies adopted by the company under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Disclosure as required under the Regulation 46 of the SEBI (LODR) Regulations, 2015 is as follows:**

<b>FAMILIRAZATION PROGRAMMES CONDUCTED FOR THE INDEPENDENT DIRECTORS OF THE COMPANY</b>	<b>No. of Programs</b>	<b>No. of Hours spent</b>
During the Financial Year 2015-16 since 01.12.2015	1 (One)	4 (Four)
On a cumulative basis since 01.12.2015 till date	1 (One)	4 (Four)
Other Relevant Details	-	-

**DISCLOSURE PURSUANT TO REGULATION 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

In line with the Policy on Familiarization Program of the Independent Directors, an interactive meet with some of the Senior Technical Team Members was organized by the Company on 31<sup>st</sup> December, 2016 for the purpose of familiarizing the Independent Directors.

On the scheduled date, i.e. 31<sup>st</sup> December, 2016, the Independent Directors (Mr. Anand Chopra, Mr. Keshava Das Mundhra and Mrs. Nandini Jhanwar) met some of the Senior Technical Team of the Company at the Corporate Office of the Company. Mr. Balkishandas Mundhra, Chairman & Managing Director, Mr. Jai Kishan Bagri, Whole-time Director and Mr. Samresh Nath, Sr. Regional Manger- Technical welcomed the Independent Directors at the Corporate Office at Topsia Road. At the outset, Mr. Jai Kishan Bagri, who heads the technical department of the Company, made a brief presentation on the existing projects of the Company and also, elaborated upon the working conditions at various sites of the Company. Mr. Balkrishandas Mundhra then explained how the Company is participating in various tender biddings and working towards procurement of new work contracts.

Thereafter, all the participants left from the Corporate Office to visit one of the existing sites of the Company at Army Welfare Housing Organization (AWHO) site at VIP Road, Kolkata. There, they were greeted by Mr. Sunil Maity, Project Engineering and Site in-charge for the AWHO Site. He took the participants around the site and introduced them to some of the workers. Mrs. Nandini Jhanwar was specifically keen on interacting with the ground-level staff to know more about the working conditions and facilities provided by the Company at sites. Many technical queries were raised by Mr. Keshava Das Mundhra which was answered jointly by Mr. Jai Kishan Bagri and Mr. Samresh Nath.

The program was then concluded with lunch for all the participants at the AWHO site.

**Disclosure as required under the Regulation 46 of the SEBI (LODR) Regulations, 2015 is as follows:**

<b>FAMILIRAZATION PROGRAMMES CONDUCTED FOR THE INDEPENDENT DIRECTORS OF THE COMPANY</b>	<b>No. of Programs</b>	<b>No. of Hours spent</b>
During the Financial Year 2016-17	1 (One)	4 (Four)
On a cumulative basis since 01.12.2015 till date	2 (Two)	8 (Eight)
Other Relevant Details	-	-