

MARSONS LIMITED

Familiarisation Programme for Independent Directors

As per requirement of the Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [Listing Regulations] (effective from 1st December, 2015), it is obligatory on the part of company to familiarize its independent directors with company. This new familiarisation programme was adopted by the Board of Directors of MARSONS LIMITED ('the Company') at its meeting held on 14th February, 2020 in substitution of the existing programme. The Listing Regulations prescribes some mandatory programmes to familiarize the independent directors in the following areas:

- Nature of industry in which the company operates;
- Business model of the company.
- Roles, rights and responsibilities in the company.

Purpose & Objective

- 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.
- To adopt a structured programme for orientation, training & familiarise the independent directors with the functions and the regulatory environment applicable to the company, besides getting themselves updated on the business, industry, operations & financials of the company on a continuous basis.

Familiarization Process

- The Company may arrange meetings of independent directors with Joint Managing Directors/ Senior Managerial Personnel before they are invited to join the Board.
- The Company shall through its Managing Directors / Senior Managerial Personnel conduct meetings/ programmes to familiarize the independent directors with the strategy, operations, functions and financials of the Company.
- Such meetings/programmes will provide an opportunity to the independent directors to interact with the Managing Directors/ Senior Managerial Personnel of the Company and help them to understand the Company's strategy, hotels industry, business model, operations, financials, 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.
- The meetings/programmes shall also familiarize the independent directors with their roles, rights and responsibilities.
- The Company may circulate news and articles related to the industry/property on a regular basis and may provide specific regulatory updates from time to time.
- The Company shall also provide the information at Board meetings which includes updates on regulatory, business environment, risk management, Company policies, various financial parameters and other relevant issues. Report on business performance, operations, senior management changes, litigation, compliances, and subsidiary data shall also presented to the Board.

Disclosures of programme

- As and when familiarization programmes is conducted, the same will be uploaded on the website of the company.
- The policy shall be disclosed on the company's website.

Review and Amendment

The Board may, subject to applicable Listing Regulations review and amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the programme entirely with a new programme.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

In terms of Clause 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to familiarise Independent Directors about their roles and responsibilities, nature of industry in which the Company operates, its business models and any other relevant information through Familiarization Programmes.

OVERVIEW OF THE FAMILIARIZATION PROGRAMMES

Familiarization Programme was conducted on March 24, 2023 in which Independent Directors were made aware about the recent amendments / updates in the Companies Act, 2013; Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Stock Exchange Filings.

Further, details of attendance of Independent Directors in the aforesaid programme are as follows:

Sl. No.	Name of the Independent Director	No. of Familiarization Programme attended		No. of hours spent	
		FY 2022-23	Cumulative till date	FY 2022-23	Cumulative till date
1	Ms. Sutama Chowdhury	1	3	1	3
2	Mr. Mohammad Tinku	1	1	1	1
3	Mr. Rohit Shaw	1	1	1	1