



FAMILIARISATION PROGRAMME

FOR

INDEPENDENT DIRECTORS

HIGHWAY INFRASTRUCTURE LIMITED

S. No.	Version	Effective Date
1.	01	01-07-2024
2.	02	07-02-2026
3.	03	26-05-2026

PREAMBLE:

The Companies Act, 2013, read with the rules there under, as amended (the “Companies Act”) read with Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, inter alia requires the company to familiarize the Independent Directors with the Company, their roles and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various programs. Highway Infrastructure Limited (the “Company”) at its meeting held on 01 July 2024, has approved and adopted this Familiarization Policy for Independent Directors (“Familiarization Programme”).

OBJECTIVES

The objective of the Familiarization Programme is to help the Independent Directors to understand the Company, the operations, business, industry and environment in which it functions and the regulatory environment applicable to it by requiring the Independent Directors to adhere to a code and standard of ethics and integrity for fulfillment of their responsibilities in a professional and faithful manner to promote confidence of the investor community particularly minority shareholders, regulatory authorities and the stakeholders at large The Company shall familiarize the Independent Directors about the Company, including the following:

- (a) Nature of the industry in which the Company operates;
- (b) Business model of the Company;
- (c) Roles, rights, responsibilities of independent directors; and
- (d) Any other relevant information.

The Company shall follow a structured orientation and training programme for the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis.

The Program aims to provide insights into the Company to enable the Independent Directors understand their roles, rights and responsibilities and to get updated on the Company’ Business & Operations so that they may contribute significantly to the Company.

ORIENTATION PROGRAMME FOR NEW DIRECTORS:

The Company shall conduct an orientation programme for the new Independent Directors, which may include familiarization of Directors with the following:

1. Roles, rights and responsibilities of the Director and the Board as a whole;
2. Company’s vision, core values, ethics and Corporate Governance practices;
3. Board evaluation process and procedures.
4. Business Structure and Overview, Corporate strategy, annual budgets;

5. Familiarization with Company its subsidiaries, joint ventures and associates Business operations, performance, Internal control processes and Statutory Compliances;
6. Visits to the Company's business locations and manufacturing units.
7. Technical sessions by external consultants/ experts outlining the roles, duties and responsibilities of Independent Directors from Companies Act, 2013.
8. Code of Business Ethics and Conduct, Insider Trading Code, Fair Disclosure Code and others policies as may be formed by the Company from time to time.

INITIATIVES FOR INDUCTION PROGRAMME:

A New Independent Director will be welcomed to the Board of the Company by sharing the following documents of the Company for his / her references:

- Formal letter of appointment as Director of the Company
- Memorandum and Articles of Association of the Company
- Annual Reports of last three consecutive years & latest corporate presentations
- Codes & Policies applicable to the Directors
- In case the Independent Director is also inducted in the Board Committee(s), he should be provided with the Terms of reference of Committee(s).

The appointment letter issued to Independent Directors inter alia sets out the expectation of the Board from the appointed Director, their fiduciary duties and responsibilities that come with the appointment as a Director of the Company, along with the details of remuneration and performance review process.

ONGOING FAMILIARIZATION PROGRAMS:

At the Board meetings of the Company various presentations are made by Key Managerial Personnel, Statutory Auditors and Internal Auditors of the Company on different functions and areas in order to enable the Directors to better understand the Business and operations of the Company.

Presentations are made at the Board and Board Committee Meetings, on Business and performance updates of the Company, business strategy and risks involved, market share, financial parameters, working capital management, litigations, compliances, and fund flows. The Presentations at Board meetings include update on major developments in legal & regulatory areas, like Companies Act, Listing Agreement, and various Tax and financial reporting changes.

Each Independent Director of the Company has complete access to information relating to the Company like policies, Board Presentations and Financial statements. Independent Directors have the freedom to interact with the Company's management or with the other Independent Directors. They are given all the documents sought by them for enabling a good understanding of the Company, its various operations, and the industry segments of which it is a part. Further, Independent Directors can meet for a separate

meeting of Independent Directors without the presence of the Company's Management Personnel to discuss matters pertaining to the Company's affairs and put forth their combined views to the Chairman and Managing Director.

PROGRAMME AND DISCLOSURE

1. Familiarization Programme will be conducted for new and continuing Independent Directors on "as need" basis during the Year.
2. The details of the Familiarization Programme shall be disclosed on the Company's website i.e. <https://www.highwayinfrastructure.in/> and a web link thereto shall also be given in the Annual Reports of the Company. Further the number of programmes attended by the independent directors along with the number of hours spent by such Independent Directors in the programmes (during the year and on cumulative basis till date) shall also be disclosed by the Company.

REVIEW AND AMENDMENT:

The Board of Directors will review the Familiarization Programme and make necessary amendments as and when required.
