



**FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS OF
MARATHON NEXTGEN REALTY LIMITED**

This Familiarization Program for Independent Directors of Marathon Nextgen Realty Limited (“the Company”) is pursuant to Clause 49 of the Listing Agreement.

1. Purpose

To familiarize the Independent Directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

2. Familiarization Process

a) At the time of induction of the newly appointed Independent Director (ID), he/she is apprised adequately about the Company, its latest financial statements and their analysis, its business model, Industry scenario, competition, significant recent developments and also the Board processes by the Chairman and Managing Director, the Chief Financial Officer, the Company Secretary and the Senior Management. In addition, a ‘joining kit’ is given to the ID comprising the following documents:

- a) Latest Annual Report
- b) Memorandum and Articles of Association
- c) Code of Conduct
- d) Code of internal procedures and conduct for regulating, monitoring and reporting of trading by insiders
- e) Code of practices and procedures for fair disclosure of unpublished price sensitive information
- f) Policy on materiality of and dealing with related party transactions
- g) Policy on Vigil Mechanism (Whistle Blowing Policy)
- h) Draft Appointment letter (setting out role, rights and responsibilities) – final letter is given after the approval by the Shareholders
- i) Schedule of Meetings
- j) Site visits to various plant locations are organized for the Directors to enable them to understand the operations of the Company

3. Other initiatives to update the directors on a continuing basis:

3.1 Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Detailed presentations on the duties and responsibilities of Independent Directors

and the Company's business segments were made at the separate meetings of the Independent Directors held during the year.

3.2 Meetings with Company Executives are also arranged to better understand the business and operations of the Company.

3.3 Reports on the Company including Analyst Reports of the Company are sent to the Directors.

3.4 Important stock exchange announcements and press releases for various news related to the Company are also forwarded to the directors from time-to-time

3.5 Each member of the board, including the independent directors, have been given complete access to any information relating to the Company, whenever they so request