

DIRECTORS' TRAINING POLICY

1. Training Needs and requirement of Policy.

MARG Projects and Infrastructure Limited believes that the employees and especially the Board of Directors have a vital part to play in meeting the Company's key business objectives. Training and development is thus given great importance across all levels. The Board of Directors, which is the highest level in the organization, too require training and development in order to update themselves and take the best decisions for the company.

A training policy will give a clear direction for planning and implementation of training programs. This will also ensure that adequate importance is given to training in the organization.

2. Objective of the Training Policy for the Board of Directors

- To Empower and equip the Board with skills and attitudes required to perform their challenging tasks and play their role in a transparent, objective and ethical manner as per the best corporate governance practices.
- To promote better understanding of professional requirements as well as sensitization to professional, socio-economic and political environment in which work is done.
- Promoting an environment conducive to learning and development by serving as a role model for all the other employees in the corporation.

3. DEFINITIONS

3.1 Training: Activities designated to facilitate the learning, development and competence of new and existing skill and to improve the performance of specific task or roles and include a training program, seminar, convention, workshop, symposium presentation, **higher education**, training/ Certificate courses or any other structured learning or developmental program, based on organizational needs and/or Training Need Identification Process, including training through online / e-mode.

3.2 Training Year: Training Year shall mean financial year, a period of one year commencing from 1st April till 31st March of the subsequent year.

3.3 In-house Training Program: A training program designed, developed and conducted within the Company, with or without the assistance of external agency (ies).

3.4 External Training Program: A training program designed, developed and conducted within India, by an outside agency.

3.5 Specified Intervention: An external training program or an in-house training program other than a Planned Intervention or a Need-based Program, conducted to improve certain specified competencies, as felt necessary by the organization.

3.6 Training Budget: MARG Projects and Infrastructure Limited shall allocate adequate funds to the training and development activities of the organization.

3.7 **Feedback:** A mechanism to evaluate the effectiveness of training programs is essential. A feedback form needs to be developed to capture the responses of the members of the Board. The Board of Directors undergoing a particular training should send the feedback on the efficacy of training at the workplace for further improvement of the programs. The benefits should be evaluated and program content or inclusion of the program in the training plan should be modified based on the inputs.

4. Programme Coverage, Frequency, Duration and Framework

4.1 The Board of Directors in MARG Projects and Infrastructure Limited, can be Whole Time Directors, Part Time Directors, Independent Directors and Government Nominee Directors.

The training requirements across the board may differ with respect to their nomination into the Board and duration spent in the Board and hence, their training needs to be structured accordingly.

Industry experts and experts from reputed consulting agencies/ persons shall guide the Directors on strategy, Business plan, challenges before the finance sector and company. Company Information shall be provided by Senior Executives of MARG Projects and Infrastructure Limited.

4.2 **For New Board Members:** The endeavour will be to provide training (within India) within three months of the appointment of the new Director for a minimum period of three days.

4.3 **For Independent Directors & Part Time Directors:** endeavour will be to provide familiarisation training within 3 months of the appointment, to familiarize the directors 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. through various programs including visit to one of the sites for a minimum period of 3 days with External Faculty/ In-house training Programme.

SR No.	PROGRAMME MODULE
1.	Finance Sector Scenario & Applicable Acts and Laws Company Information Module:- <ul style="list-style-type: none"> - Organisation Structure - Vision, Mission, Objectives, Processes, Systems - Memorandum & Articles of Association of the Company - Annual Report of the Company for the last 3 years - Current Issues and Challenges - Strategy/Business Plan – Yearly Targets - Commercial Issues - Details of Existing and on-going projects - Risk Management - Details of JVs and Subsidiary Companies - Code of Conduct - Code for Prevention of Insider Trading
2.	Corporate Governance (Role, Responsibilities and duties of Directors)
3.	CSR Module

4.4 **For Existing Board Members:** The endeavour will be to provide training (within India) for a minimum period of three days every year.

4.4.1 All Whole Time Directors may be given the opportunity to attend foreign training programmes (of upto 2 weeks duration) at the globally acknowledged centres of learning located in reputed international universities/institutes. After attending such a foreign training programme (of upto 2 weeks duration), a Director will be required to complete a cooling-off period of one (01) year before they can be considered for another foreign training programme.

4.4.2 Training for Whole Time Directors to be conducted once a year, for a minimum period of 3 days, with External Faculty.

SR. NO.	PROGRAMME MODULE
Core Areas	
1.	Applicable Acts, Laws, Rules & Regulations and changes thereon.
2.	Enterprise Risk Management
3.	Sustainability Issues
4.	Corporate Governance & Ethics
5.	Role of Directors in guiding various functions of the Company
6.	Greater oversight and higher level of financial and accounting expertise
7.	Changes in Economic scenario of India vis-a-vis global trends
Other Areas (Suggested)	
1.	Management Leadership
2.	Strategic planning and thinking – turning the Vision into reality
3.	Networking and representing the organization
4.	Meeting investor expectations for improved financial reporting and disclosure
5.	Handling Difficult People and Situations – Resolving conflicts
6.	Yoga and Meditation
7.	The Art of Living

The Training System shall cover Whole Time, Part Time and Independent Directors

5.1 Training Design

5.1.1 **General Training:** Training shall be provided by experts / renowned institutes in the industry/ In-house:

- i. As a good measure of ongoing training Directors shall be updated on all matters pertaining to the business like Industry Overview, Marketing, Finance, Legislation, Technical, HR, Risk Assessment and CSR.
- ii. The training shall also include content to enable the Board to get an overall view of the Company, its Business Model, Projects, Risk Profile, and Responsibilities etc.
- iii. This training shall be updated every year to include latest changes in the local and global market scenario **including those pertaining to statutes/ legislation and economic environment.**

5.1.2 **Specific Training:** At times, MARG Projects and Infrastructure Limited may feel the need for training related to a specific requirement. Also, need based training may be provided on various matters. This training shall be provided by definite institutions that specialize in the particular training.

5.1.3 The company will look at the various training requirements of the Directors based on input received by the Board Members themselves. It will also look into available trainings in the market in the form of seminars, conferences etc, in order to update the directors on various issues and help them perform their role as decision makers better.

5.1.4 The company may engage specialists in various areas to provide information on various topics of interest.

6. Arrangement of Training Programs

The training programs may be arranged in the Company's premises or may be based in the location of the institution organizing the training or at any other location.

a. Interpretation of Rules

In case of doubt regarding the interpretation of these Rules or implementation, the decision of Board of Director will be final.

7. Partners of Training

7.1 Reputed Consultants, Top ranked Institutes and SCOPE will be our Training partners for the purpose of conducting such Programmes.

7.2 In case the number of Directors to be trained is such that an exclusive Programme is not feasible, such Directors will be deputed to training programmes conducted by SCOPE, or any of the other training partners as may be thought fit.

7.3 For managing and directing the activities of an organisation, it is necessary for the Functional Directors to get exposed to the global strategies, best practices and management techniques so as to steer the company towards reaching and sustaining globally comparable levels of excellence in its various aspects. Therefore, Functional Directors should be given the opportunity to attend foreign training programmes (of upto 2 weeks duration) at the globally acknowledged centres of learning located in reputed international universities/institutes. After attending such a foreign training programme (of upto 2 weeks duration), a Director will be required to complete a cooling-off period of one (1) year before they can be considered for another foreign training programme.

8. Budget

All expenditure incurred on Training Programme for Board Members with respect to faculty honorarium, transport, boarding and lodging, course material, hospitality, venue, etc. will be borne by MARG Projects and Infrastructure Limited.

