

CLEAN MAX ENVIRO ENERGY SOLUTIONS LIMITED

Policy on Familiarization Programmes for Independent Directors

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Policy on Familiarization Programme for Independent Directors

I. Introduction

Clean Max Enviro Energy Solutions Limited ("**Company**") believes that a familiarization programme ("**Familiarization Programme**") for Independent Directors ("**IDs**") enhances their understanding of the Company's nature of industry, business models, stakeholders and any other relevant information which they are required to know to deliver their fiduciary duties effectively.

Pursuant to Regulation 25(7), Regulation 46(2) and Regulation 62(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Schedule IV of the Companies Act, 2013 ("**Companies Act**") and other applicable laws (including any statutory enactments / amendments thereof), the Company has adopted this Policy on Familiarization Programme for Independent Directors pertaining to their role and responsibilities including their rights as IDs ("**Policy**").

This Policy has been approved by the Nomination and Remuneration Committee ("**NRC**") at its meeting held on 13 August 2025 and by the board of directors of the Company ("**Board**") at its meeting held on 14 August 2025.

II. Effective date

This Policy shall come into force with effect from the date on which the Board approves this Policy.

III. Purpose and Objective

The Familiarization Programme aims to provide insights into the Company and its operations and enable the IDs to understand the Company's business in depth and contribute significantly to the decision making of the Board.

IV. Overview of the Familiarization Programme

An important aspect of the effectiveness of the Board, is to ensure that appropriate attention is given to the development and training of IDs. The Company firmly believes that investment in the Board's development strengthens the Board as well as the individual directors and director induction is the first step towards the Board's continuing improvement. Directors shall be regularly updated on changes in policies and programmes, laws and the general business environment.

The Company shall ensure that the IDs are familiarized with the Company, their roles, rights, responsibilities in the Company, the nature of the industry in which the Company operates and the business model of the Company, through various programmes. The Company shall also enable them to make effective contribution and discharge their functions as members of the Board at regular intervals.

1. Familiarization upon induction of new Independent Directors:

- (i) At the time of induction and subsequently on a sustained and regular basis, the IDs shall be provided an overview of the below aspects of the Company:

Induction of IDs:

- (a) At the time of appointment, an appointment letter incorporating the role and responsibilities, tenure of appointment, evaluation process, Directors and Officers Insurance Policy, details regarding remuneration including particulars of the sitting fees and other reimbursements (*if any*) shall be provided to the IDs.
- (b) The Company shall conduct detailed interactive sessions with the executive directors, management heads and enable required Company site visits.
- (c) The IDs shall be provided with the constitutional documents of the Company along with other key documents such as annual reports for the immediately preceding three years, charters of the Board and committee(s), Company policies (including but not limited to - the Corporate Social Responsibility Policy, Related Party Policy, Whistle Blower Policy, etc).
- (d) The IDs shall be provided with an introduction to the Company, its history and genesis and a formal introduction with the Board and Key Managerial Personnels (“KMP”)/Senior Management Personnels (“SMP”) of the Company.
- (e) The IDs shall be informed of the criteria and obligations of independence applicable to IDs in accordance with Regulations 16 and 25 of the SEBI Listing Regulations and Section 149(6) of the Companies Act.

Continual Induction:

On a continuous basis, the Company shall update the IDs with respect to the following aspects:

- (a) Overview of the Company’s new operation(s) comprising details of the Company’s service business units, business model, clientele and functional service offerings on routine basis.
- (b) Key financial highlights and any major financial events.
- (c) Details of the group (comprising the subsidiaries, joint ventures and associate companies) and their fundamentals with holding Company.
- (d) Highlights of the human resource (“HR”), quality controls and innovation functions.
- (e) Corporate governance practices, processes and procedures, including Board and committee functioning.
- (f) Corporate social responsibility applicability and activities undertaken thereunder.
- (g) Business responsibility initiatives of the Company.
- (h) Risk management systems and framework.
- (i) Vigil mechanism /Whistle Blower Policy including policy formulation, disclosures, Code of Conduct for IDs, Code of Conduct for Board of Directors and Senior Management, etc.
- (j) Financial controls, financial management, Board effectiveness, meetings and performance assessment.
- (k) Roles, functions, duties, responsibilities and liabilities of IDs.
- (l) Director’s responsibility statement forming part of Boards’ report.

- (ii) The training sessions/ presentations/ programmes shall provide an opportunity to the IDs to understand the business strategies, business models, organisation structure, group structure, operations, services and products, HR, facilities and governance policies during the IDs' meetings.
- (iii) The chairperson of the Board, depending on the needs of the business, may also nominate IDs for relevant external training programs.
- (iv) Apart from the IDs, non-executive directors shall also eligible to attend the Familiarization Programmes.
- (v) The IDs shall be apprised of their responsibilities and liabilities at the time of their appointment through a formal letter of appointment, which also stipulates their roles and responsibilities and various terms and conditions for their appointment.
- (vi) Regular updates on relevant statutory and regulatory changes shall be circulated to the IDs of the Company.

All IDs shall also have the opportunity to interact with the senior management of the Company. The executive chairperson, Managing Director (“MD”) and Chief Executive Officer (“CEO”), the heads of the service business units, HR and finance teams.

V. Role of Independent Directors

The role of the IDs shall be:

- (a) To bring independent judgement/ perspective to the Board's deliberations, especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (b) To bring an objective view in evaluation of the performance of the Board and management;
- (c) To scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of the same;
- (d) To satisfy themselves of the integrity of financial information and that the financial controls and the systems of risk management are robust and defensible;
- (e) To safeguard the interest of all the shareholders of the Company;
- (f) To balance conflicting interests of the shareholders and management, if a conflict arises;
- (g) To play an important role in appointment, removal and determination of appropriate remuneration of executive/Whole-time Directors (“WTD”)/MD, KMP and SMP;
- (h) To ensure the effectiveness of the Board as the oversight body to oversee what the management does;

- (i) To identify the critical issues for the Board to deal with;
- (j) To assist the Board in achieving consensus on important issues;
- (k) To play the role of a facilitator outside the Board room especially on contentious issues;
- (l) To work with CEO/Chief Financial Officer (“CFO”)/director/MD/WTB to prioritise issues, set the agenda and enable them to focus on substantive issues;
- (m) To ensure that Board discussions remain focused and do not diverge into irrelevant matters or matters of individual preference; and
- (n) To provide candid feedback to CEO/CFO/director/MD/WTB.

VI. Continual Familiarization Modules

To understand and remain updated on the business and operations of the Company and changes in the regulatory regime on a regular basis, the IDs at the Board meetings and relevant committee meetings shall be provided, inter alia, with the following:

- (a) Updates on operations, industry position, strategies, competitiveness and financial performance of the Company;
- (b) Updates regarding budgets, working capital management and fund flows;
- (c) Review of internal and statutory audit;
- (d) Updates on significant developments in the Company and business performance of the Company;
- (e) Updates regarding business strategies and policies of the Company on social responsibility, nomination and remuneration criteria, vigil mechanism/whistle blower, risk management etc;
- (f) Safety, health and environment and sustainability issue; and
- (g) Updates on significant amendments in corporate and other laws and its impact on the Company.

IDs shall have the freedom to interact with Company’s management and senior leadership team of the Company.

VII. Policy Review

This Policy shall be reviewed periodically by the NRC, and the Board may, subject to the recommendation of NRC, amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in this Policy shall be resolved by the Board in line with the intent and spirit of this Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy based on the recommendation of NRC.

In the event of any conflict between the provisions of this Policy and applicable laws, such applicable law in force shall prevail over this Policy.

VIII. Disclosures and Amendments to the Policy

1. The Board's composition (including gender, age, etc.) will be disclosed in the annual report of the Company. This Policy shall be uploaded on the Company's website for public information and a web link of the same shall also be provided in the annual report.
2. The NRC shall monitor and periodically review the Familiarisation Programme and approve changes *(if any)*.
3. The CFO and the Company Secretary are jointly authorised to amend this programme to give effect to any changes/amendments notified by regulators/ applicable law and the same shall be placed before the NRC for noting purposes.
4. The Company shall disseminate the following information on the website of the Company as per the SEBI Listing Regulations:

Details of Familiarization Programmes imparted to IDs including the following details in tabular format:

- (i) Number of programmes attended by IDs (during the year and on a cumulative basis till date);
- (ii) Number of hours spent by IDs in such programmes (during the year and on cumulative basis till date); and
- (iii) Other relevant details as may be required under SEBI Listing Regulations from time to time.