

**FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

**INTRODUCTION:**

The Clause 49(II)(B)(7) of the Listing Agreement with the Stock Exchanges stipulates that:

- ❖ The Company shall familiarize the Independent 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.
- ❖ The details of such familiarization programs shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

**OBJECTIVES:**

- ❖ To adopt a structured program for orientation and training of Independent Directors at the time of their joining so as to enable them to understand the Company - its operations, business, industry and environment in which it functions and the regulatory environment applicable to it.
- ❖ To update the Directors on a continuing basis on any significant changes therein so as to be in a position to take well-informed and timely decisions.

**FAMILIARIZATION PROCESS:**

- ❖ The Company through its Managing Director / Executive Director / Key Managerial Personnel conducts programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.
- ❖ A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors.
- ❖ New Independent Directors are provided with copy of past 3 Annual Reports, the Code of Conduct, the Code of Conduct for Prevention of Insider Trading and, Schedule of upcoming Board and Committee meetings.
- ❖ A brief introduction to the Company and its main operating subsidiaries is provided

**OTHER INITIATIVES TO UPDATE THE DIRECTORS ON A CONTINUING BASIS:**

- ❖ Quarterly presentations on operations made to the Board include information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management changes, major litigation, compliances, subsidiary information, etc.

- ❖ Meetings with Executives are also arranged to better understand the business and operations of the Company.
- ❖ They have independent interactions with the Statutory Auditors, the Internal Auditors and external advisors appointed from time to time.
- ❖ The Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time; and
- ❖ Quarterly results / press release of the Company is sent to the Directors.

**DISCLOSURE OF THE POLICY:**

This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

**REVIEW OF THE PROGRAM:**

The Board will review this Program and make revisions as may be required from time to time