

## **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

**(in terms of Clause 49 of the Listing Agreement)**

### **PREAMBLE :**

In accordance with requirements of Clause 49 of the Listing Agreement and Schedule IV of the Companies Act, 2013, The Company shall familiarise 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 programmes.

The Company has taken up this initiative pursuant to the directive of the Securities and Exchange Board of India vide Circular no. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014 on Corporate Governance in listed Entities Amendment to Clause 49 of the Equity Listing Agreement.

### **FAMILIARIZATION MODULE:**

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Company conducts an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.

At the outset, all the independent directors are provided an overview of;

- Criteria of independence applicable to Independent Directors as per clause 49 of the Listing Agreement on Corporate Governance and the Companies Act, 2013;
- Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, Corporate Social Responsibility, Stakeholders conflicts, Board effectiveness, strategic direction, Meetings and performance assessment;
- Roles, functions, Duties, Responsibilities and liabilities of Independent Directors;
- Directors Responsibility Statement forming part of Boards' Report; Vigil Mechanism including policy formulation, disclosures, code for Independent
- Directors, Fraud response plan, obtaining Audit Committee approval, wherever required;
- Risk Management Systems & framework;
- Board Evaluation Process and Procedures;
- Presentations giving the organisational set up of the Company, the functioning of various divisions / departments, the Company's market share and the markets in which it operates, governance and internal control processes and other relevant information pertaining to the Company's business.

The Board of Directors has complete access to the information within the Company.

### **PROGRAM AND DISCLOSURE**

Familiarization programme will be conducted on "as needed" basis during the year.

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