

## Familiarization Programme for Independent Directors

In terms of Regulation 25(7) and 46 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company should conduct the Familiarization Program for Independent Directors about 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.

Also, in terms of Schedule IV of the Companies Act, 2013 the Independent Directors are required to undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company. The Board of Directors are further encouraged to continue the training session to ensure that the Board Members are kept up to date.

### Objectives:

Through the familiarization programme, the Company intends to achieve the following objectives:

- To appraise the directors about the business model, Corporate strategy, nature of Industry, business plans and operations of the Company.
- To familiarize them with the Company's financial performance, annual budgets, internal control processes and statutory compliances.
- To appraise them about their roles and responsibilities in the Company.
- To familiarize them with Company's vision, core values, ethics and Corporate Governance practices.

Regulation 46(2)(i) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, requires a Company to disseminate following information on its website i.e the details of familiarization programmes imparted to Independent Directors, including the full details:-

- a) Nature of the Industry in which the Listed Entity operates
- b) Business Model of the Listed Entity
- c) Roles, rights, responsibilities of Independent Directors and
- d) Any other relevant details.





Regulation 46(2)(i) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 requires a Company to disseminate following information on its website, i.e details of familiarization programmes imparted to Independent Directors, including the full details:-

- i. Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date),
- ii. Number of hours spent by Independent Director in such programmes (during the year and on a cumulative basis till date),
- iii. Other relevant details.

The Company has held various programmes for the Independent Directors throughout the year on an ongoing and continual basis in the nature of familiarization in the areas referred under Regulation 25 of SEBI (LODR) Regulations, 2015.

#### **Familiarization Programme:**

The Independent and Non-Executive Directors in the Board and committee meetings have been provided with the following:

- Updates on business model, nature of industry, operations and financial performance of the company.
- Presentation on annual budgets, Internal & Statutory Audit, Corporate Social Responsibility, Strategies and business performance of the company.
- Updates on significant developments in the Company.
- Policies of the Company on social responsibility, remuneration criteria, vigil mechanism, related party transactions, risk management etc.
- Updates on significant amendments in corporate and other laws and its impact on the Company.
- Code of Conduct for Independent Directors as prescribed under the Companies Act, 2013.
- Roles and responsibilities of the Directors as outlined in the Companies Act, 2013.

### **Familiarization Process:**

The members of the Board of Directors have complete access to information within the Company. The Company from time to time updates the Boardmembers about their roles and responsibilities in the following manner:

#### **Initial:**

- At the time of joining, an appointment letter is issued to the Independent Directors, which broadly outlines their statutory duties, roles, responsibilities as an Independent Director. The Independent Directors are also informed of the important policies of the Company including the Directors and officers liability and Company insurance policy, code of conduct for Directors and senior management personnel, code of conduct for prevention of insider trading and obligations on disclosures.
- At the time of inducting a newly appointed Director, including Independent Director, a presentation is made by the senior executives of the Company including the Managing Director, CFO & Secretary to familiarize the Director with the business model, operational aspects, management structure and other information about the Company. The new inductee is also appraised on the ongoing discussions at the Board meetings to enable him/ her to effectively participate at the Board meetings.

#### **Ongoing:**

- The Company keeps all its Directors updated on the operations of the Company and key Developments which may impact the Company, its performance and its human resources through presentations made at the meetings of Board of Directors of the Company from time to time. Such presentations, inter alia, include details of the industry in which Company operates, performance of the Company, updates on products of the Company, risk management mechanism, investments, funds flows, operations of its subsidiaries, HR policies, and such other information as may be required by them.
- Business heads and Company executives are invited at board or committee meetings, as and when required, to provide a platform for interaction with the Company's key executives with the Directors and also to enable them to better understand the business and operations of the Company.



- The Board members are updated on various regulatory and other amendments and developments from time to time. The Independent Directors were also given a detailed overview of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including modification(s) thereof for the time being in force.
- The Company encourages and recommends its Independent Directors participation at various programmes being conducted by professional bodies and organizations to stay apprised on various changes and amendments in laws in the changing regulatory environment.

**Familiarization Programme for Financial year 2018-19**

During Financial Year 2018-19, the Independent Directors of the Company were given an update on various business operations, CSR, sustainability initiatives of the Company at the following Board Meetings:

- 1) May 29, 2018
- 2) August 10, 2018
- 3) November 13, 2018
- 4) February 14, 2019

The following discussions were held in the nature of familiarization to the Independent Directors and the Board of Directors of the Company:

S.N	Subject of discussion	No. of hours spent by Independent Director and the Board in the FY 2018-19
1.	Companies Act, 2013 and the amendments from time to time.	1
2.	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Amendments from time to time.	1
3.	IEPF Rules	1
4.	Independent Director Registration and eligibility test conducted by IICA	1
5.	The scale and operations of both the Segments of its Business including financial performance, annual budgets, Internal control processes and statutory compliances.	3





In addition to the above, Independent Directors are also familiarized on legal updates on changes in law from time to time at various Board Meetings of the Company.

### **Duties of Independent Directors:**

The Independent Director shall-

- 1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- 3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- 4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- 5) strive to attend the general meetings of the company;
- 6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- 7) keep themselves well informed about the company and the external environment in which it operates;
- 8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- 9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- 10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;



- 11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- 12) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

### **Disclosure of Familiarization Programme:**

Familiarization Programme of the Company shall be disclosed on the Company's website and a web link for the same shall be given in the Annual Report of the Company

### **Review and Revision:**

The familiarization process will be revised from time to time in order to provide more information to Independent and Non-Executive Directors to enable them to contribute significantly to the growth of the company.

