

**FAMILIARISATION PROGRAMMES  
FOR  
INDEPENDENT DIRECTORS**

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### **Preamble**

Regulation 25 of the Listing Regulations inter-alia 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 programmes.

### **Overview of the Familiarisation process**

All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company. A Directors' kit containing information about the Company, Memorandum and Articles of Association, Annual Reports for previous 2 years, extract of Listing Regulations containing powers, roles and responsibilities of the Board and various Committees, various Codes and Policies, latest financial results, recent Media Releases etc is handed over to the new director. The appointment letter issued to Independent Directors inter alia sets out the expectation of the Board from the appointed director, their fiduciary duties and the accompanying liabilities that come with the appointment as a director of the Company. Operational and financial information of the Company are shared with the directors on their appointment to familiarise them with the business and regulatory environment in which the Company operates.

Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Updates on relevant statutory changes are presented to the Board and Board Committees.

Each director of the Company has complete access to any information relating to the Company. Independent Directors have the freedom to interact with the Company's management. They are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry segments of which it is a part. Further, they meet without the presence of the Company's Management Personnel to discuss matters pertaining to the Company's affairs and put forth their combined views to the Management.

**Details of Familiarisation Programs for Directors conducted during the year 2017-18**

**A) Specific Programs:**

During the year 2017-18, on April 19, 2017, July 18, 2017, October 11, 2017, January 16, 2018 and March 21, 2018 the Directors (including Independent Directors) were given a presentation, for around 2 hours at each given date (cumulating to approximately ten hours, in aggregate), on the business updates, where the Business Heads/Senior Management Team of the Company, *inter-alia*, made the Board familiarized on the topics like Performance Updates, Business Overview, Industry Insights, Industry Analysis and Competition, Impact of Economic Policies on Company's business, Strengths & Weaknesses, Annual Budget and Way Forward.

**B) Ongoing Updates:**

Further, with any changes in the regulatory environment, The Company promptly provides the Directors with the relevant updates and endeavours to make them aware of their roles and responsibilities, wherever applicable.

**Details of Familiarisation Programs for Directors conducted during the year 2016-17****A) Specific Programs:**

During the year 2016-17, on April 20, 2016, July 13, 2016, October 14, 2016, January 14, 2017 and March 22, 2017, the Directors (including Independent Directors) were given a presentation, for around 2 hours at each given date (cumulating to approximately ten hours, in aggregate), on the business updates, where the Business Heads/Senior Management Team of the Company, *inter-alia*, made the Board familiarized on the topics like Performance Updates, Business Overview, Industry Insights, Industry Analysis and Competition, Impact of Economic Policies on Company's business , Strengths & Weaknesses, Annual Budget and Way Forward.

**B) Ongoing Updates:**

Further, with any changes in the regulatory environment, the Company promptly provides the Directors with the relevant updates and endeavours to make them aware of their roles and responsibilities, wherever applicable.

### **Details Of Familiarisation Programs For Directors Conducted During The Year 2015-16**

#### **A) Specific Programs:**

During the year 2015-16, on July 22, 2015, October 14, 2015 and January 15, 2016, the Directors (including Independent Directors) were given a presentation, for around 2 hours at each given date (cumulating to approximately six hours, in aggregate), on the business updates, where the Business Heads/Senior Management Team of the Company, *inter-alia*, made the Board familiarized on the topics like History of the Company, Performance Updates, Business Overview, Industry Insights, Industry Analysis and Competition, Strengths & Weaknesses, Annual Budget and Way Forward.

#### **B) Ongoing Updates:**

Further, with any changes in the regulatory environment, the Company promptly provides the Directors with the relevant updates and endeavours to make them aware of their roles and responsibilities, wherever applicable. To exemplify, in the year 2015-16, the Company updated the Board, by way of resolutions by circulation dated July 22, 2015 and January 15, 2016 on the new Insider Trading Regulations, 2015 and the new SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 respectively. The Board was further updated on its Roles and Responsibilities arising out of the newly applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, by way of an intimation through BoardVantage (a designated portal for the Board members).