

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

1. Preamble:

The Clause 49(II) (B) (7) of the Listing Agreement (effective from October 1, 2014) with the Stock Exchanges stipulates that:

a) 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.

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

2. Administration:

The Familiarization programme for Independent Directors will be administered and monitored by Nomination and Remuneration Committee.

3. Familiarization module for Independent Directors:

The module will be on the following lines and will be restructured as and when necessary.

a. Objective

The Company will follow a structured orientation programme for the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis.

b. Familiarization Process

i. The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company;

ii. Such programs / presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time;

iii. The programs / presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities;

- iv. 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
- v. The Company may conduct an introductory familiarization program/ presentation, when a new Independent Director comes on the Board of the Company.

c. Programme and disclosure

- i. Familiarization programme will be conducted “as needed” basis during the year.
- ii. As and when familiarization programme is conducted, the same will be disclosed on the website of the Company

d. Review of the Program

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