

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

[In terms of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

A. **Background**

- In compliance with Regulation 25(7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has a structured programme for orientation and training of Directors at the time of their joining to enable them to understand the nature of the industry in which the Company operates, business model of the Company and roles, rights and responsibilities of independent directors.
- The Company also seeks to update the Directors on a continuing basis on any significant changes so as to place them in a position to take well informed and timely decisions.

B. **Orientation programme upon induction of new Directors**

- At the time of their appointment, new Directors are provided with a copy of the Company's Annual Report, the company's Code of Conduct for Non-Executive Directors, the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices and the schedule of Board and Committee meetings during the financial year.
- Independent Directors are also issued an appointment letter detailing their role, duties and responsibilities, remuneration and performance evaluation process. The terms of the said letter are also uploaded on the Company's website.
- Management organizes sessions with new Directors wherein the Managing Director, the Chief Financial Officer, the Company Secretary and other senior leaders make presentations to familiarize the new Director with the Company's organization structure, business model, operations, services, markets, finance, human resources, technology, risk management, sustainability, regulatory environment, challenges and strategy.

C. **Ongoing familiarization**

1. Updates on business model, nature of industry, operations and financial performance of the Company.
2. Criteria of independence applicable to Independent Directors as per SEBI (LODR) 2015 on Corporate Governance and the Companies Act, 2013.
3. Presentations on Annual Financial Results and business performance of the Company.
4. Updates on significant developments in the Company.
5. Roles, Functions, Responsibilities, Duties and liabilities of Independent Directors. Company has also issued letter of appointment which also incorporates their roles, duties and responsibility.
6. Directors are also informed of the various developments in the Company through various modes of communications.
7. Update on significant amendments in corporate and other laws and its impact on the Company.

D. **Summary of Familiarization programme of Directors**

Total number of hours spent on familiarization in FY16-17	Approx. 10 hours (including specific items at Board meetings)
Cumulative hours spent on familiarization till date (till March 31, 2017)	Approx. 20 hours.