

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

1. Preamble:

Listing Agreement with the Stock Exchanges:

Quote

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.

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The Company wants to take steps to implement this.

2. Administration:

The Familiarization programme for Independent Directors will be administered and monitored by Nomination and Remuneration Committee. The present NaRc Committee consists of:

Name of director	Position
Ms. Ruchi Naithani	Chairman
Mr. Raj Khalid	Member
Mr. Bin Cheng	Member

3. Familiarization module for Independent Directors:

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

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.	
Orientation module for new Directors upon induction	<ul style="list-style-type: none"> • Business overview • outline of Corporate Plan • Annual targets • New Initiatives 	Executive Chairman and Executive Director
	Financial Performance, Budgeting and Planning	Functional heads to organize
	Overview of business of Subsidiaries.	
	Familiarization on Statutory compliances including their roles, rights and responsibilities in the Company as a Board Member.	Company secretary to organize with assistance from statutory Auditors and Internal Auditors

4. Programme and disclosure:

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

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