



Details of Orientation and Familiarization Program for Independent Directors (FY 2018-19)

Preamble

In terms of Clause 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 Programme

Purpose

The Familiarization Programme are aimed to familiarize the independent directors with the company, their roles responsibilities in the company, nature of industry in which the company operates and business model of the company by imparting suitable training sessions.

Overview of Familiarization Programme

Apart from Independent Directors, Non-Executive Directors are also eligible to attend the familiarization Programme. The Independent Directors are made aware of their role and responsibilities and liabilities at the time of their appointment through a formal letter of appointment, which also stipulates their roles and responsibilities and various terms and conditions of their appointment. Regular updates on relevant statutory and regulatory changes are regularly circulated to the Directors.

As a part of agenda of Board/Committee Meetings presentations are regularly made to the Independent Directors on various matter inter-alia covering the Company’s strategy, operations, markets, finance, quarterly and annual financial results, latest amendments in related laws, role, rights and responsibilities of Independent Directors and such other areas from time to time where Directors get an opportunity to interact with Company’s management (Familiarization Program).

Details of Familiarization Programs imparted to Independent Directors:

Sr No	Name of the Director	No of Programs Attended		No of Hours Spent	
		FY 2018-19	Cumulative till date	FY 2018-19	Cumulative till date
1	Mr. Vijay Tandon	1	2	1 Hour	2 Hour
2	Mr. Anuj Puri	0	1	-	1 Hour
3	Mr. Madhukar Kamath	1	2	1 Hour	2 Hour



[Details of Orientation/Familiarization Programme on Highlights of amendments under SEBI \(Prohibition of Insider Trading\) Regulations, 2015, Highlights of amendments in SEBI \(Listing Obligations and Disclosure Requirements\) Regulations, 2015, Highlights of The Companies \(Amendment\) Bill, 2019 and Performance evaluation of Board, its committees and Individual Directors held on January 28, 2019](#)

The Company conducted an orientation/familiarization Programme for its independent and other non-independent directors that inter alia includes the following:

- A. Highlights of amendments under SEBI (Prohibition of Insider Trading) Regulations, 2015**
- B. Highlights of amendments in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**
- C. Highlights of The Companies (Amendment) Bill, 2019**
- D. Performance evaluation of Board, its committees and Individual Directors**

Purpose & Objective through the Programme was to aware the Board from:-

- 1. Key impact of amendments under SEBI (Prohibition of Insider Trading) Regulations, 2015**
 - ✓ Major Amendments
 - ✓ Policy and Code
 - ✓ Intimation and Disclosure Criteria
 - ✓ Internal Level Control
- 2. Key impact of amendments of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**
 - ✓ Related Party Transactions
 - ✓ Board Reporting
 - ✓ Board, Committee and Shareholders meeting
 - ✓ Financial Reporting
 - ✓ Website information
 - ✓ Independents Directors
 - ✓ Intimation to Stock Exchanges
- 3. Key areas of Companies (Amendment) Bill, 2019:**
 - ✓ Major Amendments
- 4. Key impact of Performance evaluation of Board, its committees and Individual Directors**
 - ✓ Guiding Principal and Criteria of Evaluation
 - ✓ Disclosures on Board Performance Evaluation by Indian Companies