

Familiarisation Programmes for Independent Directors

Preamble

Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) requires a Company to familiarise its Independent Directors through various programmes about the Company, including the following:

- (a) nature of the industry in which the company operates;
- (b) business model of the company;
- (c) roles, rights and responsibilities of independent directors; and
- (d) any other relevant information.

Further, Regulation 46(2) of the Listing Regulations requires a Company to disseminate on its website the details of familiarization programmes imparted to independent directors including the following details:-

1. number of programmes attended by independent directors (during the year and on a cumulative basis till date),
2. number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and
3. other relevant details.

In terms of above, the Company conducted the following familiarisation programmes for its Independent Directors:

- ✓ Visit to Company's Plants and to the plants / project sites of the subsidiary companies / associates.
- ✓ Presentation on business model of the company along with budgets of individual Strategic Business Units (SBUs) and strategies adopted by the management for cost control and maximization of stakeholder values.
- ✓ Briefing and interaction at the Board meeting on the recent development in the industry and its impact on the company.
- ✓ Briefing before the meeting of independent directors on the roles, rights and responsibilities of independent directors.
- ✓ Regulatory updates affecting the environment in the company operates, at Board and Audit Committee Meetings.
- ✓ Presentation on Internal Controls, security arrangements, safety measures taken by the company, Related Party Transactions, etc.
- ✓ Presentation on obligations under Prevention of Insider Trading Regulations and Listing Regulations.

The details required under Regulation 46(2) of the Listing Regulations are mentioned hereunder:

| Name of Independent Directors | No. of Programmes/ Meetings attended | | No of hours spent | |
|-------------------------------|--------------------------------------|---|-----------------------|---|
| | During the FY 2016-17 | Cumulative Till Date from 1st April, 2016 | During the FY 2016-17 | Cumulative Till Date from 1st April, 2016 |
| Mr. A.K. Basu | 8 | 8 | 22 | 22 |
| Mr. C.K. Lakshminarayanan | 6 | 6 | 18 | 18 |
| Mr. G.S. Sahni | 5 | 5 | 15 | 15 |
| Mr. J. Balakrishnan | 7 | 7 | 20 | 20 |
| Mr. P.R. Tripathi | 6 | 6 | 19 | 19 |
| Mr. Rakesh Mehra | 6 | 6 | 18 | 18 |