

Familiarisation Programmes for Independent/Non-Executive 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, 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:-

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

The Members of the Board of the Company are afforded many opportunities to familiarise themselves with the Company, its Management and its operations. The Directors are provided with all the documents to enable them to have a better understanding of the Company, its various operations and the industry in which it operates.

All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement.

Executive Directors and Senior Management provide an overview of the operations and familiarize the new Non-Executive Directors on matters related to the Company's values and commitments. They are also introduced to the organization structure, constitution of various committees, board procedures, risk management strategies etc.

Strategic Presentations are made to the Board where Directors get an opportunity to interact with Senior Management. Directors are also informed of the various developments in the Company through Press Releases, emails etc.

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

- Visit to Company's Plants.
- Review of Investments of the Company by Strategic Investment Committee.
- Industry outlook at the Board Meeting.
- Regulatory updates at Board and Audit Committee Meetings.
- Presentations on Internal Control over Financial Reporting, Operational Control over Financial Reporting, Prevention of Insider Trading Regulations, SEBI Listing Regulations, Framework for Related Party Transactions, etc.
- Overview of the operations and matters related to the Company's values and commitments.

- Organisation structure, constitution of various Committees, Board procedures, Risk Management strategies, etc.
- Various developments in the Company through Press Releases, e-mails, etc.
- The Company has a web based portal i.e. Board portal, accessible to all the Directors which, inter alia, contains the following information:
 - Roles, responsibilities and liabilities of Independent Directors under the Companies Act, 2013 and the SEBI Listing Regulations
 - Board Minutes, Agenda and Presentations
 - Annual Reports
 - Code of Conduct for Directors
 - Terms and conditions of appointment of Independent Directors
- Meeting with Senior Executive(s) of the Company.

The details as required under Regulation 46(2) of the Listing Regulations is mentioned as under:

| Name of Directors | Category | No of Programmes/ Meetings attended | | No of Hours spent | |
|-------------------------|---|--|---|-----------------------|---|
| | | During the FY 2018-19 | Cumulative till date from 1 st April, 2015 | During the FY 2018-19 | Cumulative till date from 1 st April, 2015 |
| Mr. Nadir B. Godrej | Independent | 13 | 58 | 20 | 78 |
| Mr. M. M. Murugappan | Independent | 12 | 58 | 17 | 71 |
| Mr. R. K. Kulkarni | Independent | 16 | 78 | 21 | 92 |
| Mr. Anupam Puri | Independent | 10 | 37 | 19 | 60 |
| Dr. Vishakha N. Desai | Independent | 11 | 38 | 20 | 56 |
| Mr. Vikram Singh Mehta | Independent | 15 | 63 | 21 | 81 |
| Mr. T.N Manoharan | Independent | 13 | 39 | 20 | 60 |
| Mr. Vijay Kumar Sharma* | Additional Non-Executive Nominee Director | 3 | 3 | 5 | 5 |

* Appointed Additional Nominee Director representing Life Insurance Corporation of India with effect from 14th November, 2018.