



Familiarization Program

Ref. – Reg. 25(7) of SEBI (Listing Obligations and Disclosure Requirements). Regulations, 2015



Familiarization Program for Independent Directors

- In terms of Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall familiarize an independent directors about 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 programs.
- The Company has conducted such programs / presentations / meetings to provide an opportunity to Independent Directors to interact with the Senior Management of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality and risk management and such other areas as may arise from time to time.
- New Independent Directors are provided, amongst other documents, with copy of constitutional documents of the Company, latest Annual Report, the Company's Code of Conduct, Code of Conduct for Prevention of Insider Trading, Whistle Blower Policy and Schedule of upcoming Board and Committee meetings, etc.

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Familiarization Program for Independent Directors

- An Independent Director is also provided with brief profile of all Board Members and terms of reference of the Board Committees
- A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration (if applicable) and performance evaluation process, insurance cover, Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors.
- Apart from Independent Directors, Non-Executive Directors are also eligible to attend the familiarization programs.
- Quarterly Comprehensive Business update on operations made to the Board include information on business performance, operations, market share, financial parameters, working capital management, fund flows, subsidiary information, regulatory scenario, etc.
- Further, at various Board meetings during the year, presentations are made to the Board on company policies, changes in the regulatory environment applicable to the corporate sector and to the industry in which it operates and other relevant issue.

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Familiarization Program for Independent Directors

Details of attendance of Independent Directors in Familiarization Programs are as follows:

S. No.	Name of Independent Director	No. of the Sessions/ meetings		No. of hours spent in the Sessions	
		FY 2019-20	Cumulative till date (Since December 1, 2015)	FY 2019-20 (Hours approx)	Cumulative hours till date (Since December 1, 2015)
1	Mr. Murari Pejavar	3	14	2.92	11.08
2	Mr. Ramesh L. Adige	7	19	3.83	12.75
3	Mr. Ravi Rajagopal*	1	1	0.75	0.75

* Mr. Ravi Rajagopal has been appointed w.e.f. October 23, 2019.

Induction : New Board Directors

Objective

The company shall familiarise the new 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 programs.

Components

1. Industry, Group & Organization Specific Information
2. Information about the Board & Committees
3. Information about Director's Appointment, Roles and Responsibilities
4. Legal and Compliance Briefing
5. Induction with Chair & other Board members*
6. Induction with KMPs and Senior Executives
7. Interaction with the CEO
8. Hospital Round and Informal Meetings
9. Any Other Interactions/ Exposure basis New Board Member Feedback post Induction

Induction : New Board Directors

Process

Pre-appointment:

- ✓ Consent letter, disclosure(s), declarations etc. as per regulatory requirement; and
- ✓ Copies of Identity and address proofs and qualification certificates etc.

Post-appointment:

- ✓ Prepare an Induction pack basis the contents and sharing the same with new appointee;
- ✓ Organise meeting within one month with relevant board members, KMPs & Senior Executive; *
- ✓ Hospital round within first quarter (at least one); and*
- ✓ Feedback at the end of induction and follow up action

Responsibility

- ✓ Company Secretary

**Depending upon the availability of concerned appointee*

Contents: Induction Pack

Industry, Group & Organization Specific Information

- Group structure Chart
- Corporate Strategic Plan & Budgets for current financial year
- Copy of constitution/by-laws /MoA & AoA
- Copy of the company code of conduct / code of conduct for Independent directors
- Latest Annual reports
- Corporate structure and names of senior management team along with their contact details
- Glossary of any industry-specific terms
- Recent analyst and rating agency reports, if any

Information about the Board & Committees

- Details of board members — names, addresses and contact details
- Board and committee meeting schedules
- Committee memberships and terms of reference/charters/mandates
- Board Governance documents

Contents: Induction Pack

Information about Director's Roles & Responsibilities

- Terms and conditions of appointment
- Term of office
- Fees and share schemes available
- Committee memberships, if any
- Travel and reimbursement details
- Insurance cover — directors' and officers', travel,
- Appointments to other boards — restrictions/
conditions
- Agreed announcement of appointment and draft, if any
- Deed of indemnity and access
- Appointment letter

Legal and Compliance Briefing

- Disclosure of shareholding
- Insider trading guidelines, policies and disclosures
- Code of conduct for Board members and Independent directors
- CSR Policy
- Sexual Harassment Policy
- Whistle Blower Policy
- Remuneration Policy
- Related party transaction Policy

Thank You