

## **Familiarization Programmes conducted in FY 2019-2020 for Independent Directors**

### **Preamble:**

Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") requires a Company to familiarize its Independent Directors through various programs 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 SEBI Listing Regulations requires a Company to disseminate on its website the details of familiarization programs imparted to Independent Directors including the following details:-

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

The Directors are afforded many opportunities to familiarize themselves with the Company, its Management and its operations during their association with the Company. 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.

The Managing Director and the Senior Management provide an overview of the operations and familiarize the Directors on matters related to the Company's values and commitments. They are also introduced to the organization structure, constitution and terms of reference of the Committees, board procedures, management strategies etc.



Strategic presentations are made at the Meetings where the 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 familiarization programs for all its Directors including its Independent Directors:

- Visit to Company's Warehouses;
- Induction programs for new Directors;
- Updates on Company's business / operations / verticals / subsidiaries performance / functions / risk management at Board Meetings;
- Update on financial performance and strategic initiatives/plans of the Company;
- Industry Outlook at Meetings;
- Presentations on Internal Control over Financial Reporting, Prevention of Insider Trading Regulations, SEBI Listing Regulations, Framework for Related Party Transactions etc.;
- Organization structure, constitution and terms of reference of the Committees, board procedures, management strategies, etc.;
- Statutory/Regulatory updates;
- Updates on Roles, Rights and Responsibilities of Directors and Companies Policies.
- Meeting with Managing Director and Senior Management of the Company;
- The Company has a web based portal i.e. Board portal, accessible to all the Directors which, inter alia, contains the following information:
  - i. Roles, responsibilities and liabilities of Independent Directors under the Companies Act, 2013 and the SEBI Listing Regulations;
  - ii. Board Agenda and Presentations;
  - iii. Code of Conduct for Directors;
  - iv. Terms and conditions of appointment of Independent Directors;

The details of familiarization programmes imparted to Independent Directors as required under Regulation 46(2) of the SEBI Listing Regulations is given hereunder:

Name of Independent Directors	No of Programmes/ Meetings attended		No. of hours spent	
	During the FY 2019-20	From 1 April 2015 till 31 March 2020 (Cumulative)	During the FY 2019-20	From 1 April 2015 till 31 March 2020 (Cumulative)
Mr. Ajay Mehta	13	39	20	54
Mr. Ranu Vohra	13	23	17	35
Mr. Darius Pandole	15	27	20	41
Ms. Avani Davda	12	18	20	34

**Date: 27 April 2020**

**Place: Mumbai**

