



**DETAILS OF FAMILIARISATION PROGRAMME FOR  
INDEPENDENT DIRECTORS DURING THE FINANCIAL YEAR 2015-16**

**Introduction:**

- Regulation 25 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (erstwhile Clause 49 of the Listing Agreements) requires that the Company shall familiarise the independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company, etc., through various programmes.
- Regulation 46 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (erstwhile Clause 49 of the Listing Agreements) requires that details of such familiarization programmes shall be disclosed on the Company's website.

In purview of the above, the Company has adopted a familiarization programme for the Independent Directors which inter alia includes:

- Organising the meetings of the Board of Directors of the Company at different manufacturing plants of the Company and visit of the respective plant for the Directors, including Independent Directors along with a direct interaction with the heads of production processes to provide a brief idea to the Directors of the production processes and operations of the Company.
- Presentation of an elaborated note on business operations with regard to the operations and financial position of the Company as at the end of each quarter to the Board members with the Agenda of each Board Meeting and at the meeting in the form of a power point presentation in presence of the Technical Director, Chief Financial Officer and Head (Legal) & Company Secretary who answer the queries of the Directors, if any arising out of such reports to the satisfaction of the Directors.
- Updating the Directors of any amendments in laws, rules and regulations as applicable on the Company through various presentations at the Board Meeting(s) in consultation with the Statutory Auditors, Internal Auditors and the Secretarial Auditors of the Company likewise the Companies Act, SEBI Laws, Listing Agreement and such other laws and regulations as may be applicable.
- Adoption of Code of Conduct and Ethics and Code of Conduct for prevention of Insider Trading respectively which all the Directors need to comply with in conformity with the latest laws, rules and regulations.

During the Financial Year 2015-16, the familiarisation programme for the Directors have been conducted as per the following details:

| <b>S. No.</b> | <b>Date of Programme (Board Meeting)</b> | <b>Familiarisation Areas Covered</b>  | <b>Other relevant part of the respective programme</b> |
|---------------|--|---|--|
| 1.            | 29 <sup>th</sup> May, 2015               | <ul style="list-style-type: none"><li>• Code of Conduct for Prevention of Insider Trading pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015</li><li>• Business Plan for the Financial Year 2015-16</li><li>• Operation Report from April'2014 – March'2015 for all plants</li></ul> |  |



|    |                                      |  |  |
|----|--------------------------------------|--|--|
| 2. | <b>31<sup>st</sup> July, 2015</b>    | <ul style="list-style-type: none"> <li>• Visit to Company's Plant located at Faridabad, Haryana</li> <li>• Operation Report from April'2015 - June'2015 for all plants</li> <li>• Brief note on the Secretarial Standards (SS-1 and SS-2) issued by Institute of Company Secretaries of India( ICSI) w.r.t. the board meetings and general meetings respectively effective from 1<sup>st</sup> July, 2015</li> </ul> | The Directors interacted with Plant Head of the respective Plant with regard to the operational and sustainability aspects of the plant to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality etc. |
| 3. | <b>29<sup>th</sup> October, 2015</b> | <ul style="list-style-type: none"> <li>• Visit to Company's Plant located at Lonand, Maharashtra</li> <li>• Operation Report from July'2015 - September'2015 for all plants</li> </ul>   | The Directors interacted with Plant Head of the respective Plant with regard to the operational and sustainability aspects of the plant to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality etc. |
| 4. | <b>29<sup>th</sup> January, 2016</b> | <ul style="list-style-type: none"> <li>• Brief note on the highlights of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 1<sup>st</sup> December, 2015</li> <li>• Operation Report from October'2015 - December'2015 for all plants</li> </ul>   |  |
| 5. | <b>22<sup>nd</sup> March, 2016</b>   | <ul style="list-style-type: none"> <li>• Business Plan for the Financial Year 2016-17</li> </ul>   |  |

**Details of attendance of Independent Directors in familiarization programmes and no. of hours spent in such programmes are as follows:**

| S. No. | Name of Independent Director | No. of the session attended | No. of hours spent on programmes attended |              |                  |
|--------|------------------------------|-----------------------------|---|--------------|------------------|
|        |                              |                             | Date                                      | No. of Hours | Cumulative Hours |
| 1.     | Mr. S.G. Awasthi             | 4                           |   |              |                  |
|        |                              |                             | 29 <sup>th</sup> May, 2015                | 2.30         | 2.30             |
|        |                              |                             | 31 <sup>st</sup> July, 2015               | 2.00         | 4.30             |
|        |                              |                             | 29 <sup>th</sup> October, 2015            | 1.45         | 6.25             |
|        |                              |                             | 29 <sup>th</sup> January, 2016            | 0.00         | 6.25             |
|        |                              |                             | 22 <sup>nd</sup> March, 2016              | 2.00         | 8.25             |
| 2.     | Mr. W.R. Schilha             | 4                           |   |              |                  |
|        |                              |                             | 29 <sup>th</sup> May, 2015                | 2.30         | 2.30             |
|        |                              |                             | 31 <sup>st</sup> July, 2015               | 2.00         | 4.30             |
|        |                              |                             | 29 <sup>th</sup> October, 2015            | 1.45         | 6.25             |
|        |                              |                             | 29 <sup>th</sup> January, 2016            | 0.00         | 6.25             |
|        |                              |                             | 22 <sup>nd</sup> March, 2016              | 2.00         | 8.25             |



|    |                         |   |                                |                     |                         |
|----|-------------------------|---|--------------------------------|---------------------|-------------------------|
| 3. | Mr. Rakesh Chopra       | 4 | <b>Date</b>                    | <b>No. of Hours</b> | <b>Cumulative Hours</b> |
|    |                         |   | 29 <sup>th</sup> May, 2015     | 2.30                | 2.30                    |
|    |                         |   | 31 <sup>st</sup> July, 2015    | 2.00                | 4.30                    |
|    |                         |   | 29 <sup>th</sup> October, 2015 | 0.00                | 4.30                    |
|    |                         |   | 29 <sup>th</sup> January, 2016 | 1.30                | 6.00                    |
|    |                         |   | 22 <sup>nd</sup> March, 2016   | 2.00                | 8.00                    |
| 4. | Mr. V.K. Pargal         | 5 | <b>Date</b>                    | <b>No. of Hours</b> | <b>Cumulative Hours</b> |
|    |                         |   | 29 <sup>th</sup> May, 2015     | 2.30                | 2.30                    |
|    |                         |   | 31 <sup>st</sup> July, 2015    | 2.00                | 4.30                    |
|    |                         |   | 29 <sup>th</sup> October, 2015 | 1.45                | 5.45                    |
|    |                         |   | 29 <sup>th</sup> January, 2016 | 1.30                | 7.15                    |
|    |                         |   | 22 <sup>nd</sup> March, 2016   | 2.00                | 9.15                    |
| 5. | Ms. Hiroo Suresh Advani | 5 | <b>Date</b>                    | <b>No. of Hours</b> | <b>Cumulative Hours</b> |
|    |                         |   | 29 <sup>th</sup> May, 2015     | 2.30                | 2.30                    |
|    |                         |   | 31 <sup>st</sup> July, 2015    | 2.00                | 4.30                    |
|    |                         |   | 29 <sup>th</sup> October, 2015 | 1.45                | 5.45                    |
|    |                         |   | 29 <sup>th</sup> January, 2016 | 1.30                | 7.15                    |
|    |                         |   | 22 <sup>nd</sup> March, 2016   | 2.00                | 9.15                    |
| 6. | Mr. N.J. Kamath*        | 1 | <b>Date</b>                    | <b>No. of Hours</b> | <b>Cumulative Hours</b> |
|    |                         |   | 29 <sup>th</sup> May, 2015     | 2.30                | 2.30                    |
|    |                         |   | 31 <sup>st</sup> July, 2015    | -                   | -                       |
|    |                         |   | 29 <sup>th</sup> October, 2015 | -                   | -                       |
|    |                         |   | 29 <sup>th</sup> January, 2016 | -                   | -                       |
|    |                         |   | 22 <sup>nd</sup> March, 2016   | -                   | -                       |
| 7. | Dr. Ram S. Tarneja**    | 1 | <b>Date</b>                    | <b>No. of Hours</b> | <b>Cumulative Hours</b> |
|    |                         |   | 29 <sup>th</sup> May, 2015     | 2.30                | 2.30                    |
|    |                         |   | 31 <sup>st</sup> July, 2015    | 0.00                | 2.30                    |
|    |                         |   | 29 <sup>th</sup> October, 2015 | -                   | -                       |
|    |                         |   | 29 <sup>th</sup> January, 2016 | -                   | -                       |
|    |                         |   | 22 <sup>nd</sup> March, 2016   | -                   | -                       |

\* Resigned w.e.f. 29<sup>th</sup> May, 2015

\*\* Resigned w.e.f. 31<sup>st</sup> July, 2015

0.00 indicates Director not present in the meeting