

## **KESORAM INDUSTRIES LIMITED**

### **❖ Details of Familiarization Programme imparted to Independent Directors:**

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall familiarize independent directors with the Company, their own roles, rights, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company, etc., through various programmes.

#### **Purpose**

The Familiarisation Programme is aimed at familiarising independent directors with the Company, their roles, responsibilities in the Company, nature of industry in which the Company operates and business model of the Company through means considered by the Company, including by way of lectures, questions and answers.

#### **Familiarization Process**

The Company through its Whole-time Directors and/or Key Managerial Personnel conducts programmes/presentations periodically to familiarize Independent Directors with the operations and functions of the Company;

Such programmes / presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them understand the Company's business model, operations, service, product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time;

The Company may conduct an introductory familiarization programme, when a new Independent Director comes on board.

#### **Overview of Familiarization Programmes**

In a Familiarisation Programme, Independent Directors are made aware of their role and responsibilities and liabilities at the time of their appointment through a formal letter of appointment, which also stipulates their roles and responsibilities and various terms and conditions of their appointment as have been mandated by statute.

Briefings on relevant statutory and regulatory changes are regularly done typically at the end of each Audit Committee Meeting or Board Meeting.

Details of familiarisation sessions held have been as follows:

<b>Date of programme</b>	<b>Area covered</b>
February 12, 2015	Familiarising with Corporate operations, dimensions of Business, Roles, Rights and Duties of Independent Director as per Companies Act,2013
January 22, 2016	Brief Information about Company, Role of Independent Directors, Business Model of the Company, Impact of the New Listing Regulations issued by SEBI

February 08, 2017	Revised business model of the Company post disposal of the Tyre Business's Uttarakhand manufacturing facility in April, 2016, corporate operations and performance, review of controls in the Company, product update, market conditions and updates on the changes in SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015 in the financial year 2016-17.
February 10, 2018	Familiarising with the means adopted by the Company for reorganizing and realigning its Business and its impact on the capital structure of the Company. Adoption of the new Indian Accounting Standards (IND- AS), presentation on the highlights of the recently revised Secretarial Standards on Board and General Meeting (SS-1 and SS-2) effective from 1 <sup>st</sup> October, 2017 and brief information on The Companies (Amendment) Act, 2017.
February 12, 2019	Familiarising the Directors with the various amendments in the Companies Act, 2013 and SEBI Regulations and its impact on the Company and with topics related to strategic alternatives, progress of ongoing strategic initiatives, risks to strategy execution and the need for new strategic programs required to achieve the Company's long-term objectives.

These briefings were made either after a Board Meeting or after an Audit Committee Meeting.

Details of attendance of Independent Directors in Familiarization Sessions have been as follows:

S. No.	Name of Independent Directors	No. of the Sessions attended		No. of hours spent in the Sessions attended	
		FY 2018-19	Cumulative till date	FY 2018-19	Cumulative till date
1.	Mr. Amitabha Ghosh	1	4	3	13
2.	Mr. Lee Seow Chuan	1	5	3	16
3.	Ms. Jikyeong Kang	-	-	-	-
4.	Mr. Kashi Prasad Khandelwal	1	5	3	16
5.	Mr. Sudip Banerjee	1	5	3	16