

Familiarisation Programme for Independent Directors

In terms of Clause 49(I)(D-3-d) and 49(II)(B-7) of the Listing Agreement, the Company should conduct the Familiarization Program for Independent Directors about their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various initiatives.

The Board of Directors is further encouraged to continue the training sessions to ensure that the Board members are kept up to date.

The Company has been following these principles since past. A few initiatives under familiarization programs are as follows:

A. Induction on joining the Board of Directors of the Company:

The new Director is welcomed to the Board of Directors of the Company by sharing the following documents of the Company for his / her references:

- Memorandum of Association and Articles of Association of the Company
- Annual Reports of last three consecutive years
- Code of Conduct for Directors and Senior Managerial Personnel
- Note on Directors roles and responsibilities
- Policy Handbook of the Company comprising of policies on various business aspects and practices
- Organizational Chart of the Company and the profile of all the Directors and the Senior Managerial Personnel of the Company
- List of Contact details of the Directors, Senior Managerial Personnel and their personal / executive assistants.
- Publicity material of the Company that explains the range of products, services and solutions offered by the Company to its clients
- Note on key clients of the Company and their geographical distribution in terms of the work across and the revenue.
- Note on the budget of the Company for the particular Financial Year

B. Invitation to participate in the Corporate Technical Events

The Board of Directors is invited to participate in the Annual Investors Day and upgrade their domain knowledge about the Company.

C. Session for Knowledge Transfer

The Management arranges a periodical session by the industry experts on the current legal scenario for the companies, compliance management, risk mitigation as well as the changing role and responsibilities of the Board of Directors.

The details of the sessions arranged by the Management during 2014 for the Board of Directors were as follows:

- Highlights of the newly introduced Companies Act, 2013

The President of India assented to the Companies Bill on August 29, 2013 and the Bill was being called as the Companies Act, 2013.

Therefore, upon request, Chairman made a presentation on the newly introduced Companies Act, 2013 and its main provisions related to the Company.

During his presentation, he touchbased on the following important provisions of the Companies Act, 2013:

- Applicability
- Control & Consolidation
- Dividend & Depreciation
- Directors – Woman Director and Independent Directors
- Directors – Meetings, Duties, Directorships & Report
- Key Management Personnel
- Rules on CSR introduced which would require the listed companies above a certain size to contribute 2% of average profit before tax for 3 years towards CSR activities.
- Loans, Guarantees and Investments
- Audit and Auditors

The presentation ended with the question and answer session.