

**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF THE COMPANY DURING F.Y. 2018-19:**

The Company is imparting familiarization programme for its independent directors to emphasis on:

- a) Criteria of independence applicable to Independent Directors as per SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and the Companies Act 2013;
- b) Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, corporate social responsibility, stakeholders conflicts, Board effectiveness, strategic direction, meetings and performance assessment;
- c) Roles, functions, duties, responsibilities and liabilities of Independent Directors;
- d) Directors responsibility statement forming part of Boards' Report;
- e) Vigil mechanism including policy formulation, disclosures, code for Independent Directors;
- f) Risk management systems & framework; and
- g) Board evaluation process and procedures.

As part of the process the Company has over the years been familiarizing the Independent Directors on its Board, on a quarterly basis, with detailed presentations on the Company and its operations and business plans, the nature of industries in which the Company operates and the model of its respective businesses. This has helped them understand the Company's strategy, business model, operations, service and 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.

Apart from above, the Company had organised the familiarization programme to its Independent Directors at Shangri-La Hotel, Board Room, No.56-6B, Palace Rd, Abshot Layout, Vasanth Nagar, Bengaluru, Karnataka 560 052 on 7<sup>th</sup> February, 2019 for Approx. 6 hours, were all the Independent Directors were present.