

# **KALYANI INVESTMENT COMPANY LIMITED**

## **Familiarisation Programme for Independent Directors**

### **Preamble**

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall schedule a program to familiarize the independent directors with the Company and update them on their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

### **Induction Programme**

All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company. A Directors' kit containing Company's Corporate Profile, Memorandum and Articles of Association, latest Annual Report, code of conduct applicable to Directors and employees of the Company and Code for Prevention of Insider Trading is handed over to the new Director.

In case the Independent Director is also inducted on Audit Committee, he is also handed the Terms of reference of Audit Committee and Whistle Blower Policy.

The appointment letter issued to Independent Directors inter alia sets out the expectation of the Board from the appointed Director, their fiduciary duties and responsibilities that come with the appointment as a Director of the Company, along with the details of remuneration and performance review process.

### **Ongoing Familiarisation Programmes**

The Board meetings of the Company are held at the Registered Office of the Company wherein various presentations are made by business heads of the Company from time to time on different functions and areas in order to enable the Directors to better understand the Business and operations of the Company.

Presentations are made at the Board and Board Committee Meetings, on Business and performance updates of the Company, business strategy and risks involved, financial parameters, senior management changes, litigations, compliances and fund flows. The Presentations at Board meetings include update on major developments in legal & regulatory areas, like Companies Act, Listing Agreement, and various Tax and financial reporting changes.

Each Independent Director of the Company has complete access to information relating to the Company like policies, Board Presentations and Financials at all times. Independent Directors have the freedom to interact with the Company's management. They are given all the documents sought by them for enabling a good understanding of the Company.

Separate meeting of Independent Directors is also held without the presence of the Company's Management Personnel to discuss matters pertaining to the Company's affairs and put forth their combined views to the Chairman of the Company.

Details of Familiarization Sessions held w.e.f. 1st April, 2015 are as follows :

No.	Date of Programme / Session	No. of hours spent
1.	May 21, 2015	1
2.	February 13, 2016	1
3.	May 24, 2016	1
4.	July 25, 2016	1
5.	February 9, 2017	1
6.	May 25, 2017	1
7.	November 9, 2017	1
8.	May 18, 2018	1
9.	October 22, 2018	1
10.	February 8, 2019	1
11.	November 4, 2019	1
12.	February 7, 2020	1

Details of attendance of Independent Directors in Familiarization Sessions are as follows :

No.	Name of Independent Director	No. of Sessions attended		No. of hours spent in the Sessions Attended	
		FY 2019-20	Cumulative till date	FY 2019-20	Cumulative till date
1.	Mr.B.B. Hattarki	2	12	2	12
2.	Mr.R.K. Goyal	2	12	2	12
3.	Mr.S.K. Adivarekar	2	4	2	4
4.	Mr.S.G. Joglekar	2	2	2	2