

# **FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS**



**Esaar (India) Limited**



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**Familiarization Programme for Independent Directors (in**  
**terms of Regulation 46 (2) of LODR, 2015)**

**1. Preamble:**

Regulation 46(2) of the LODR, 2015 executed by **ESAAR (INDIA) LIMITED** ('the Company') with the Stock Exchanges requires that:

- a. The company shall familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.
- b. The details of such familiarization programmes shall be disclosed on the company's website and a web link thereto shall be given in the Annual Report.

**2. Initial familiarization programme:**

The Company issues formal letter of appointment to each Independent Director at the time of his/her appointment. The said letter of appointment outlines the Independent Director's role, function, duties and responsibilities vis-à-vis the Company.

The Company familiarises each of the Independent Directors as and when the new Independent Directors are appointed.

It is the practice of the Company to provide to each Independent Director an overview of;

- ☞ Criteria of independence applicable to Independent Directors as per Clause 49 of the Listing Agreement on Corporate Governance and the Companies Act, 2013;
- ☞ Roles, functions, Duties, Responsibilities and liabilities of Independent Directors;
- ☞ Directors' Responsibility Statement forming part of Boards' Report; Vigil Mechanism including policy formulation, disclosures, code for Independent Directors, etc.;
- ☞ Risk Management Systems & framework;
- ☞ Board Evaluation Process and Procedures;

Additionally, the Independent Director is made aware of various compliances required under the Companies Act, 2013, LODR, 2015 and other applicable Acts, Laws, Rules and Regulations.

A detailed presentation is given to the Independent Directors about the group’s overview, key milestones, key business segments, nature of business activities, depth of management, awards and recognitions received, group structure and other relevant information pertaining to the businesses of various underlying subsidiaries/associates. The Managing Director (MD) also has a personal discussion with the concerned Independent Director about various matters/scenarios.

The above familiarization programme helps the Independent Directors to understand the structure of the Company, its business and management and the regulatory framework in which the Company operates. This would also help the Independent Directors to be better equipped to effectively deal with his/her role as an Independent Director of the Company.

### 3. Continual familiarization programme:

The Company shall follow a structured orientation programme for the Independent Directors to make them aware and updated on the business and operations of the Company on a continuous basis. The continual familiarization program shall be designed by the Company on the following lines:

<b>Functional Area</b>	<b>Responsibility</b>
Overview of Strategy and business model of the Company and Group	MD/WTD
Financial Performance, Budgeting and Planning	CFO
Overview of performance of various businesses	MD/WTD
Statutory reporting including Internal Audit Reports, SEBI Audit Reports and compliance related certifications	Company Secretary

The Independent Directors shall have complete access to the information within the Company. Independent Directors have the freedom to interact with the Company’s management and management of the underlying companies. Interactions happen during Board / Committee meetings, when business heads are asked to make presentations about performance of their business division’s to the Board. Apart from this, Independent Directors also have separate interactions with the Statutory Auditors and the Internal Auditors as and when required.

#### **4. Disclosure of the Familiarization Programme:**

This Programme is uploaded on the Company's website and a web link for the same shall also be provided in the Annual Report of the Company.

