



### **Directors' Familiarisation Programme**

The Company believes that a Board which is well informed / familiarised with the Company and its affairs, can contribute significantly to effectively discharge its role of trusteeship in a manner that fulfils stakeholders' aspirations and societal expectations. In pursuit of this, the Directors of the Company are updated on changes / developments in the domestic / global corporate and industry scenario including those pertaining to statutes / legislation & economic environment and on matters affecting the Company, to enable them to take well informed and timely decisions.

Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter-alia, stipulates that the Company shall familiarise the independent directors with the Company, their roles, rights, responsibilities, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

On appointment, Directors are provided with induction kits which, inter alia, include the Company's Memorandum and Articles of Association, Corporate Governance Policy, ITHL Code of Conduct, ITHL Code of Conduct for Prevention of Insider Trading, Terms of reference of Board Committees and Annual Report & Accounts. The Independent Directors are apprised through appointment letters, on their roles, duties & responsibilities, time commitment required, remuneration and also the evaluation process for Board, Board Committees & individual Director's performance.

To enable the Directors to familiarise themselves with the industry scenario, competitive environment, operation of the Company including safety measures, regulatory framework, financials of the Company and such other topics of interest are periodically shared with the Directors at the Board Meetings, alongwith review of the various businesses of the Company. The business plan of the Company, Corporate Social Responsibility, changes in organisational structure, succession plans and management

development processes are also presented to the Board and Board Committees, as appropriate.

**Familiarisation Programmes organised by the Company during the year 2018 and cumulative up to 1st November, 2018**

<b>Particulars</b>	<b>During the year 2018</b>	<b>Cumulative up to 1st November, 2018</b>
Number of familiarisation programmes organised by the Company	5	17
Time spent by the Independent Directors in such programmes in aggregate	3 man hours	22.25 man hours