

FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS SRF LIMITED FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS

Preamble

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter-alia, stipulate that 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.

Overview of the Familiarisation process

All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company. A Directors' kit containing information about the Company, Memorandum and Articles of Association, Annual Reports, various policies/guidelines/manuals approved, from time to time, by the Board of Directors, Accounting Manual and Sustainability Reports etc is handed over to the new director upon appointment. The appointment letter issued to Independent Directors, inter alia, sets out the expectation of the Board from the appointed director, their fiduciary duties and the accompanying liabilities that come with the appointment as a director of the Company. Code of Conduct for Directors and Sr. Management Personnel has been amended to incorporate the duties of the independent directors.

Independent Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Quarterly presentations are made at the Board and Audit Committee Meetings on Income statements – Budget Vs. Actuals, EBIDT variance analysis, achievements and shortfalls in respect of the businesses of the Company. Board has been apprised about the duties and responsibilities of the Directors.

Each director of the Company has complete access to any information relating to the Company. 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, its various operations and the industry segments which are part of the Company. Further, they meet without the presence of the Company's Management in accordance with the requirements of the Companies Act, 2013 and put forth their combined views to the Chairman of the Board at the Board meeting.

Site visits to various plant locations are organized for the Directors to enable them to understand the operations of the Company.

Moreover, the Independent Directors meet on periodic intervals to discuss long term strategy and plans of the Company at an offsite location for a full day where the Business CEOs make presentations to the Independent Directors in this regard.

Independent directors were familiarized and given presentations at Board, committee and strategy meetings on financials, capital expenditure and performance review of the businesses/ subsidiaries, annual operating plans, strategy , Internal Audit reviews, Internal Financial controls at SRF, Risk Framework at SRF, operational performance of the company, industry overview and comparisons in which the Company is operating, etc. The independent directors attended 6 sessions during 2016-17 (cumulative 10 sessions from December, 2015 till December, 2017) and spent approximately 19 hours during 2016-17 (cumulative approximately 27 hours from December, 2015 till December, 2017) in attending the same.