

## **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

### **OBJECTIVES:**

The familiarization programme for Independent Directors is outlined herein pursuant to Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The familiarization programme aims to provide Independent Directors with the Cement Industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, on a continuous basis so as to enable them to take well informed decisions in a timely manner. The familiarization programme also seeks to update the Independent directors on the roles, responsibilities rights and duties under the Companies Act 2013, Listing Regulations and other relevant legislations.

### **INDUCTION, TRAINING AND FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS:**

- On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The Company Secretary sends a formal letter to the Directors about their legal and regulatory responsibilities as a Director and the compliances required of them under the Companies Act 2013 and applicable SEBI Regulations.
- Each newly appointed Independent Director is taken through a formal induction program including the presentation from the Managing Director & CEO, Executive Committee Members and other Senior Executives on manufacturing, marketing, finance and other important aspects of the Company's business. Relevant literature relating to the Company such as Annual Reports, CSR and Sustainability Reports, Code of Conduct, etc. are provided to the Independent Directors on their appointment.
- The induction program also includes visit to the manufacturing site and market place, so as to familiarize them about the cement manufacturing, marketing, logistics and other related aspects.
- At various Board meetings during the year, presentation is made to the Board on the economy & industry scenario, operational & financial performance of the Company, market share, risks & mitigation plans, initiatives on health & safety, CSR & sustainability, compliances, major litigation, regulatory scenario etc, which

keeps the Directors updated on the operations and the key development impacting the Company.

- Functional Heads and Company executives are invited at Board/Committee meetings, to update and brief the Board about the performance of their function. The Board members are provided update on relevant regulatory changes and important legal cases having significant impact on the Company's performance. During the current year, the Directors were given the detailed overview of Direct & Indirect Taxation matters, update on the revised Secretarial Standards etc.
- On the matters of specialized nature, the Company engages outside experts/consultants for presentation and discussion with the Board members as and when necessary.
- Organisation of Directors' Forum to enhance the understanding on diverse subjects, to accelerate growth, create value for the stakeholders.

**REVIEW:**

The programme shall be periodically reviewed and brought in conformity with statutory and regulatory requirements, if any.

**Familiarisation Programmes during the year 2018 and cumulative upto December 31, 2018**

<b>Particulars</b>	<b>During the year 2018</b>	<b>Cumulative upto 31<sup>st</sup> December, 2018</b>
Number of familiarisation programmes organised by the Company.	14	36
Number of hours spent by Independent Directors in aggregate.	24	53

For Ambuja Cements Limited

Sd/-

Rajiv Gandhi  
Company Secretary

Date: January 2, 2019