

FINOLEX CABLES LIMITED

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

PREAMBLE

Securities and Exchange Board of India (“SEBI”) has vide Circular dated 15th September, 2015 amended Clause 49(11)(B)(7) pertaining to Corporate Governance thereby requiring listed companies to 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 PROGRAMME

The Company has issued detailed Letter of Appointment to each of the Independent Directors which, *inter alia*, sets out the role, rights and duties, including fiduciary duties incidental to the appointment as an Independent Director.

The Management Discussion and Analysis Report included in each year’s Annual Report of the Company gives detailed information of the business segments in which the Company operates, Review of Operations for the year, Key Strengths, Growth Drivers, Business Environment for each segment served by the Company and its performance and outlook, Internal Control System, Risk Management Policy, strategies and methodology for mitigating risks which includes Directors and Officers Insurance Policy which has been taken out by the Company.

In addition, the Company has been holding various familiarization programmes for the Independent Directors on an ongoing basis, which include those carried out as set out below:

- (i) At the time of joining the Board, a new Director is handed over a folder containing information about the Company which includes the Memorandum of Association and Articles of Association, Previous three years Annual Reports, Media Releases and Quarterly Unaudited Financial Results, Code of Conduct and Policies of the Company for information. The new Director is also given a presentation regarding operations of the Company.
- (ii) Organizing of Plant Visits for all Directors when various detailed presentations pertaining to business, operational/functional areas and the manufacturing process/product specifications, market share, peer competition etc., are explained by the Plant Manager, Executive Directors and Chief Financial Officer of the Company.
- (iii) Major developments in legal and regulatory areas are presented at the meetings of the Audit Committee/the Board and their implications deliberated thereof for convenience of the Independent Directors.
- (iv) The Independent Director have access to requisite information relating to the Company and can interact with the Company’s Management for any information that they may require.
- (v) Various information/updates sent from time to time.

AMENDMENT

The Board may from time to time review this Programme and make any additions or amendments thereto as may be required.