

## **HINDUSTAN MOTORS LIMITED**

### **Familiarisation Programme for Independent Directors**

#### **Preamble**

In terms of the Clause 49 of the Listing Agreement, the Company is required to conduct familiarisation programme for Independent Directors to familiarise them with the Company, about 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.

#### **Purpose & Objective**

The Programme aims to provide insights into the Company to enable the Independent Directors to understand their roles, rights, responsibilities in the Company and get updated on the business and operations of the Company and contribute significantly to the Company.

#### **Details of Familiarization Programme**

The Company has over the years have familiarized the Independent Directors from time to time in the board meetings/committee meetings with presentation about the Company's operations, business plans and performance, nature of industry in which the Company operates. In addition to above, a specific programme was held with the Independent Directors on 21<sup>st</sup> March, 2015 to update them about their roles, rights and responsibilities in the Company and about the business and operation of the Company. Mr. Moloy Chowdhury, Chief Executive Officer of the Company provided them details about products of the Company, nature of automobile industry in which the Company operates, major challenges faced by the Company and the various options available to deal with the current situation.

The Independent Directors were also provided with an overview of:

- 1) Criteria of independence applicable to Independent Directors as per Clause 49 of the Listing Agreement on Corporate Governance and the Companies Act, 2013;
- 2) Compliance Personnel on whom reliance can be placed by the Independent Directors;
- 3) Roles, functions, duties, responsibilities and liabilities of Independent Directors;
- 4) Directors Responsibility Statement forming part of Board's Report;

- 5) Vigil Mechanism including policy formulation, disclosures, code of Independent Directors, Fraud response plan, obtaining Audit Committee approval, wherever required;
- 6) Risk Management Systems & framework;
- 7) Dealing with Related party transactions under the Companies Act, 2013 and the Listing Agreement;
- 8) Board Evaluation Process and Procedures

The Independent Directors were also explained in detail the compliances required from them under the Companies Act, listing agreement and other relevant regulations.

#### **New Director**

The new director is welcomed to the Board of Directors of the Company by sharing the following documents of the Company for his/her reference.

- a) Memorandum and Articles of Association
- b) Latest Annual Report
- c) Code of Business Conduct and Ethics for Directors and Senior Management
- d) Code of Conduct for Prohibition of Insider Trading
- e) Whistle Blower Policy
- f) Various Disclosures and Declarations

#### **Meeting with statutory Auditors**

Independent Directors meet quarterly with the Statutory Auditors without the presence of any management personnel to enable them to discuss matters pertaining to the company's affairs and put forth their combined observations to the Board of Directors of the Company.

#### **Programme and disclosure:**

- i. Other than presenting the yearly business plan, Budgets and review of actual vis a vis budgets, familiarization programme will be conducted "as needed" basis during the year.
- ii. As and when familiarization programme is conducted, the same will be disclosed on the website of the Company and a web link thereto shall also be given in the Annual Reports of the Company.