

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof, if any, read with Code of Independent Directors (Schedule IV) as per Companies Act 2013, requires listed companies to conduct familiarization programme for the Independent Directors so as to familiarize them 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. As per Listing Regulations, the details of the Familiarization programme for Independent Directors shall be disseminated on the website of the Company.

The Policy provides the basic insights into the Company to enable the Independent Directors to understand the Company's business in depth that would facilitate their active participation in managing the affairs of the Company.

At the time of induction of the Independent Director (ID), he/she is apprised adequately about the Company, its latest financial statements and their analysis, its business model, Industry scenario, competition, significant recent developments and also the Board processes by the Chairman, Managing Director, the Chief Financial Officer and the Company Secretary. In addition, the following documents are also provided:

- Latest Annual Report of the Company;
- Memorandum and Articles of Association of the company
- Code Of Conduct For Regulating, Monitoring And Reporting Of Trading By Insiders as amended from time to time;
- Code of Conduct for Board of Directors and Senior Management as amended from time to time
- Code of Independent Director (only for IDs)
- Vigil Mechanism/Whistle Blower Policy.
- Policy on the Sexual Harassment of Women at Work Place (Prevention, Prohibition and Redressal) Act 2013.
- Policy on Related Parties Transactions; Policy for Determination of Materiality of Events, Policy for Preservation of Documents
- Other relevant documents, if any.

Apart from Independent Directors, Non-Executive Directors are also eligible to attend the familiarization programmes.

The Independent Directors are made aware of their role and responsibilities and duties at the time of their appointment through a formal letter of appointment, which also stipulates their roles and responsibilities and various terms and conditions of their appointment.

AARES GROUP

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Such programmes /presentations provide an opportunity to the Independent Directors to interact with the senior personnel of the Company and help them to understand their roles, as individual directors and the members of the Board and its various committees and brief awareness of their responsibilities, rights and duties as well as with the business model of the company. The directors were made familiar with the changing view of Laws & regulations and all its compliances in letter and spirit.

Regular updates on relevant statutory and regulatory changes are regularly circulated to the Directors.

Independent Directors are made to familiarize with the website of the company.

When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Managing Director/ Chairman/Company Secretary to discuss the functioning of the Board and the nature of the operation of the Company's business activities.

Familiarization program will be conducted during the year as and when required.

Details as per Regulation 46(2)(i) of SEBI (Listing Obligations & Disclosure Requirements) 2015, of the familiarization programme imparted to Independent Directors during the year 2019-2020 are highlighted below:

Date of Programme	Topic covered
28 th May, 2019	Brief Discussion on Companies (Significant Beneficial Ownership) Amendment Rules, 2019 and Companies (Acceptance of Deposits) Amendment Rules, 2019
9 th September, 2019	Detailed overview on Creation of Databank for Independent Directors and related amendments in the Companies Act, 2013
14 th November, 2019	Brief Synopsis of Companies (Amendment) Act, 2019

Details of attendance of Independent Directors in Familiarization Sessions for 2019-2020 are as follows:

Sl No	Name of Directors	No of programmes attended	Duration (in Hrs)	No of programmes attended cumulatively
1.	H.M. Parekh	3	3	3
2.	N.F.Tankariwala	3	3	3
3.	Gautam Bhalla	3	3	3

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