

**ISO  
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**CIN:** L99999MH1992PLC070022

**INDO  
AMINES  
LIMITED**



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**FAMILIARISATION PROGRAMME FOR  
INDEPENDENT DIRECTORS  
INDO AMINES LIMITED**



## **I. Preamble:**

In terms of Clause 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the Company is required to familiarise the Independent Directors with the business and operations of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and the ongoing events relating to the Company. This programme aims to provide the Independent Directors insights into the Company to enable them to understand the Company’s business and operations so that they can play a meaningful role in the overall governance processes of the Company.

## **II. Objective:**

- To adopt a structured programme for orientation of Independent Directors at the time of their joining to familiarise them with the Company - its operations, business, industry and environment in which it functions and the regulatory environment applicable to it.
- To update the Directors on a continuing basis on any significant changes therein and to provide them an insight to their expected roles and responsibilities so as to be in a position to take well - informed and timely decisions and contribute significantly to the Company.

## **III. Initial Familiarization:**

At the time of appointing a director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties, and responsibilities expected of him as a Director of the Company. The Company conducts an introductory familiarisation program/ presentation when a new Independent Director comes on the Board of the Company. At the outset, all the independent directors are provided an overview of;

- a. Criteria of independence applicable to Independent Directors as per Listing Regulations and the Companies Act, 2013;
- b. Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, Corporate Social Responsibility, Stakeholders conflicts, Board effectiveness, strategic direction, Meetings, and performance assessment;
- c. Roles, functions, Duties, Responsibilities, and liabilities of Independent Directors;
- d. Directors Responsibility Statement forming part of Boards’ Report;
- e. Vigil Mechanism including policy formulation, disclosures, code for Independent Directors;
- f. Risk Management Systems & framework;
- g. Board Evaluation Process and Procedures.

The Director is also explained in detail the compliances required from him under the Companies Act, Listing Regulations and other relevant regulations and his affirmation taken with respect to the same. The Independent Directors are also provided with copy of



latest Annual Report, the Company's Code of Conduct for Prevention of Insider Trading, Code of Conduct for Directors and Senior Management Personnel and Schedule of upcoming Board and Committee meetings. With a view to familiarize him with the Company's operations, the Chairman/Managing Director provides a one-to-one interaction on the organisational set up, the functioning of various divisions / departments, the Company's market share and the markets in which it operates, governance and internal control processes and other relevant information pertaining to the Company's business. The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfil his role as a Director of the Company.

#### **IV. Continuing Familiarization:**

The Company will follow a structured orientation programme for the independent directors to understand and get updated on the business and operations of the Company on a continuous basis.

The Company shall also conduct various training sessions, presentations at regular intervals to familiarise them with the strategy, operations and functions of the Company and their roles, responsibilities, and rights. Such continual familiarisation shall, inter alia, include regular inputs on strategy and business model of the Company, budgeting and planning, performance of various business verticals, statutory reporting including internal audit reports, SEBI audit reports and compliance related certifications and overview of business of subsidiaries on an on-going basis through the Chairman/ Managing Director/Chief Financial Officer and the key managerial personnel.

The Company will also provide an opportunity to the independent directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organisation structure, facilities and risk management and such other areas.

Presentations are made to the Board of Directors and the Audit Committee where Directors get an opportunity to interact with Executive Committee members and business heads. The Board has complete access to the information within the Company. Independent directors have the freedom to interact with the Company's management. Apart from this, they also have independent interactions with the statutory auditors, the internal auditors and external advisors appointed from time to time.

#### **V. PROGRAMME AND DISCLOSURES:**

Familiarization program will be conducted "as needed" basis during the Year. The Company shall comply with such disclosure requirements relating to this Program as may be stipulated under applicable regulatory requirements. As per existing regulatory requirements, in compliance with the terms of Listing Regulations, the details of the



Program shall be uploaded on the website of the Company at [www.indoaminesltd.com](http://www.indoaminesltd.com) and a web link thereto shall be provided in the Company's Annual Report.

Details of familiarization programs imparted to Non-Executive Directors (including Independent Directors) during the FY 2017 and cumulatively as end of March 31, 2017:

Name of Independent Director	Number of Programs Attended (Conducted during the Board Meeting)		Number of Hours spent	
	During 2016-17	Cumulative till date	During 2016-17	Cumulative till date
Mr. Raghavendra Ravi	1	2	02:30 Hours	03:60 Hours
Mr. Nishikant Sule	1	2	02:30 Hours	03:60 Hours
#Mr. Suresh Iyer	-	1	-	01:30 Hours
Mr. Dhawal Vora	1	2	02:30 Hours	03:60 Hours
%Mr. Madhav Nandgaonkar	-	-	-	-
*Mr. Mahendra Thakoor	-	-	-	-

#Mr. Suresh Iyer resigned as an Independent Non-Executive Director with the effect from 28th November, 2016.

%Mr. Madhav Nandgaonkar appointed as an Additional Director (Independent) on 27th February, 2017.

\*Mr. Mahendra Thakoor appointed as an Additional Director (Independent) on 27th February, 2017.