

## **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

### **PREAMBLE**

Regulation 25(7) of the SEBI (LODR) Regulations, 2015 Inter-alia stipulates that the Company shall 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.

### **PURPOSE AND OBJECTIVE**

The familiarization programme is structured to assist the Independent Directors to understand the Company and its business so as enable him in effective discharge of his duties.

### **OVERVIEW OF THE FAMILIARISATION PROCESS AT THE TIME OF THE APPOINTMENT**

At the time of the appointment, the Independent Directors are informed about their role and responsibilities and are given an overview of business, operations and business model of the Company including an overview on Shipping and Related Sectors.

Independent Directors are also provided with copies of the following documents:

- A) Annual Report of the Company.
- B) Criteria of Independence applicable on Independent Directors as per the Regulation 16(b) of the SEBI(LODR) Regulations, 2015 and the Companies Act, 2013
- C) Copies of code of conduct and Ethics for Board Members, Code for Prevention of Insider Trading and other policies.
- D) Copies of Memorandum and Articles of Association of DCI.
- E) Scope of the Committee as and when appointed in any Committee.

### **REGULAR FAMILIARISATION MODULES**

Presentations on the business and performance of the Company are made at the Board Meetings to familiarize the Independent Directors with the strategy, operations and functions of the Company. The Programme aims to provide insights into the Company to enable the Independent Directors to be in a position to take well-informed timely decisions and contribute significantly to the Company.

**FOR THE YEAR 2016-17:**

Dr. Ms. Shobha Vrushali Waghmare – Independent Director attended an Orientation Programme on the subject – “Capacity Building of non-official (Independent) Directors of Central Public Sector Enterprises” from 17<sup>th</sup> March, 2017 to 18<sup>th</sup> March, 2017 at Puducherry during the financial year 2016-17 organised by Department of Public Enterprises, Government of India. The program was organised by DPE as part of its continuous initiative to sensitize non-official Directors of CPSEs about their role and responsibilities in the context of Companies Act, 2013. The Program was for two days covering about 12 hrs.

**FOR THE YEAR 2017-18:**

Shri M.S.Rao, Director (Operations and Technical attended the training program on Corporate Governance - Past, Present and Future organised at IIM, Bangalore by DPE from 31<sup>st</sup> July, 2017 to 2<sup>nd</sup> August, 2017.

Ms. Sheila Sangwan – Independent Director attended an Orientation Programme on the subject – “Capacity Building of newly appointed non-official (Independent) Directors of Central Public Sector Enterprises” from 5<sup>th</sup> October, 2017 to 6<sup>th</sup> October, 2017 at Gangtok during the financial year 2017-18 organised by Department of Public Enterprises, Government of India. The program was organised by DPE as part of its continuous initiative to sensitize non-official Directors of CPSEs about their role and responsibilities in the context of Companies Act, 2013. The Program was for two days.

Mr Satinder Pal Singh, part-time Official Director attended one day orientation programme on capacity building of Government Directors of CPSEs held on 20<sup>th</sup> February 2018 which was organised by DPE.