

Elpro International Limited

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to Clause 49 of Listing Agreement

1. Introduction:

Clause 49(II)(B)(7) of the Listing Agreement (effective from October 1, 2014) with the Bombay Stock Exchanges stipulates that:

- a) 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.
- b) the details of such familiarization programmes shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

Further, Schedule IV (III) (7) of Companies Act, 2013 cast a statutory duty on the Independent Directors to keep themselves well informed about the Company and the external environment in which the Company operates.

2. Administration:

The Familiarization programme for Independent Directors will be administered and monitored by Nomination and Remuneration Committee.

3. Familiarization module for Independent Directors:

The Company shall follow a structured orientation and training programme for the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis.

The module will be on the following lines and will be restructured as and when necessary.



Orientation module for new and existing directors	Responsible Department(s)/ Officer(s)
Industry overview, Business model and Operation of the Company and an outline of Corporate Plan and Annual targets	Managing Director (MD)
Introduction to Product profile	
Financial Performance and Budget & Control Processes	Chief Financial Officer (CFO)
Overview of Sales & Marketing	Functional Heads
Familiarisation on Statutory compliances as a Board Member including their Roles, Rights and Responsibilities	Company Secretary

4. Programme and disclosure:

- a) Familiarization programme will be conducted "as needed" basis during the year.
- b) As and when familiarization programme is conducted, the same will be disclosed on the website of the Company.

