

## Star Delta Transformers Limited

### Familiarization Programme For Independent Directors

#### 1. Preamble:

Clause 49 of the Listing Agreement with the Stock Exchanges states that: -

- i. 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.
- ii. The details of such familiarization programmes shall be disclosed on the Company's website and a weblink thereto shall be given in the Annual Report.

#### 2. Familiarization Programme:

The main objective of the Company under the Programme will be to familiarise Independent Directors with the business and operations of the Company.

The Company, being conscious of this responsibility, has been following the below mentioned practices which have helped its non-executive and independent directors to equip themselves:

- i Presentation by the Managing Director/ Senior Managerial Personnel covering:
  - the details of the Company, its history, shareholding pattern, the Board structure, the Board Committees and their functions, Code/policies applicable to the directors, their roles, responsibilities, duties, rights as a director, important developments etc. Marketing:
  - the details of nature of industry, types of products, brands, position of the Company in the industry, sales and distribution channel, etc.
  - The details of the business model of the Company, financial details, risk management, treasury management.
  - major developments in legal & regulatory areas, as was done in 2014-15, in the areas of the new Companies Act 2013, the new Clause 49 of the Listing Agreement.
- ii. The Independent Directors are also encouraged to visit Company's plants and interact with plant heads, functional heads.

The Company management has reviewed these practices from time to time and is of the opinion to continue them for the benefit of non-executive and independent directors.

Familiarization program shall be conducted "as needed".

This Program shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

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