

ZENITH BIRLA (INDIA) LTD.

Familiarisation Programme for Independent Directors

Preamble

In accordance with requirements of Clause 49 of the Listing Agreement and Schedule IV of the Companies Act, 2013, the Company shall familiarise 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 & Objective:

The Program aims to provide insights into the Company to enable the Independent Directors to understand their roles, rights, responsibilities in the Company and get updated on the Business & Operations of the Company and contribute significantly to the Company.

Details of Familiarization Programme & Plant Visit:

The Independent Directors get the opportunity to visit various Company's Plants, to enable them to have full understanding of manufacturing Operations & Processes of various Plants of the Company and the Industry in which it operates. A Plant visit was arranged on 24th August, 2014 at Engineering Division of Pipe Manufacturing by the Company at Tarapur, Maharashtra to apprise the Independent Directors with manufacturing operations & processes of the Engineering Division. A technical session on 29th December, 2014 to familiarize the Independent Directors about their roles, responsibilities and duties as Independent Directors. The independent directors were provided an overview of;

- 1) Criteria of independence applicable to Independent Directors as per clause 49 of the Listing Agreement on Corporate Governance and the Companies Act, 2013;
- 2) Compliance Personnel/Achievers, on whom reliance can be placed by the Independent Directors;
- 3) 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;
- 4) Roles, functions, Duties, Responsibilities and liabilities of Independent Directors;
- 5) Directors Responsibility Statement forming part of Boards' Report;
- 6) Vigil Mechanism including policy formulation, disclosures, code for Independent Directors, Fraud response plan, obtaining Audit Committee approval, wherever required;
- 7) Risk Management systems & framework;
- 8) Board evaluation process and procedures;

- 9) Dealing with Related party transactions under the Companies Act, 2013 and the Listing Agreement;
- 10) Internal Financial Controls and
- 11) Loans and Investments under the Companies Act, 2013

Programme and disclosure:

- i. Familiarization programme will be conducted “as needed” basis during the Year.
- ii. As and when familiarization programme is conducted, the same will be disclosed on the website of the Company and a web link thereto shall also be given in the Annual Reports of the Company.