

MAHINDRA CIE AUTOMOTIVE LIMITED

**FAMILIARISATION PROGRAMME FOR
INDEPENDENT DIRECTORS**

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| Name of the Document | Familiarisation Programme for Independent Directors |
| Effective date | 27 th March, 2015 |
| Approving Authority | Board of Directors |

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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, Mahindra CIE Automotive Limited (the “**Company**”) shall familiarize 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 programs.

Purpose & Objective

Familiarisation programme aims to

- provide insights of the Company for the Independent Directors of the Company by adoption of a structured programme for orientation of Independent Directors enabling them to familiarize with the Company, its operations, business, industry and environment in which the Company functions and the regulatory environment applicable to it.
- to update the Directors on a regular basis on any significant changes therein and to provide them an insight to their roles and responsibilities so as to be in a position to take well – informed and timely decisions and contribute significantly to the Company.

Orientation programme for new Directors

The Company has been following the familiarization programme for its Directors. A new Director is welcomed to the Board of Directors of the Company by sharing various documents of the Company for his/her reference such as:

- Brief introduction to the Company and profile of Board of Directors of the Company.
- Report on Roles and Responsibilities of the Board.
- Details of various Committees of the Board.
- Code of Conduct for Directors.
- Code of Conduct for Senior Management and Employees.
- Code for Independent Directors.
- Code of Conduct for prevention of Insider Trading in Shares of the Company.
- Corporate Presentations
- Memorandum and Articles of Associations of the Company.
- Latest Annual Reports.

A detailed Appointment Letter incorporating the role, function, duties and responsibilities, remuneration and performance evaluation process, insurance cover, Code of Conduct and obligations on disclosures, is issued to the Independent Director.

A Director is also explained in detail the compliances required from him/ her under the

Companies Act, 2013, Clause 49 of the Listing Agreement and other relevant regulations.

The Chairman also interacts with each one of the newly appointed Directors. The above initiative help the Independent Directors to understand the Company, its business and the regulatory framework in which the Company operates and equips him/her to effectively fulfill his/her role as a Director of the Company.

Introduction of the subsidiaries of the Company is also made to familiarize the Independent Director with operations of the subsidiary companies.

Other initiatives: on regular basis

All Directors are apprised of any changes in the codes or policies of the Companies. The Board of Directors has access to the information within the Company which is necessary to enable them to perform their role and responsibilities diligently.

The Company through its Managing Director / Senior Managerial Personnel makes presentation regularly to the Board, Audit Committee, Risk Management Committee, Nomination and Remuneration Committee or such other Committees, as may be required, covering, *inter alia*, the business strategies, operations review, quarterly and annual results, budgets, review of Internal Audit Report and Action Taken Report, statutory compliances, risk management, operations of its subsidiaries, etc.

The Company also updates the Board on recent amendments to Companies Act, 2013, Listing Agreement and SEBI Rules and Regulations as may be applicable.

Thus the Company ensures that there is as adequate mechanism to ensure that the Directors remain familiar with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., and continue to update on the state of the Company's affairs and the industry in which it operates.

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