



## **FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS**

**2018-19**

**NILA INFRASTRUCTURES LTD.**

**CIN:** L45201GJ1990PLC013417

**Registered Office:** First Floor, Sambhaav House,  
Opp: Chief Justice's Bungalow, Bodakdev, Ahmedabad – 380015

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### 1. PURPOSE:

- a. To adopt a structured program for familiarization, orientation and training of members of Independent Directors at the time of their joining so as to enable them to thoroughly understand the Company, its operations, business, industry in which it pertains and the regulatory environment applicable to it.
- b. To update the Independent Directors on a continuing basis on any significant changes therein so as to be in a position to take well-informed and timely decisions.

### 2. FAMILIARIZATION PROGRAM UPON APPOINTMENT OF NEW INDEPENDENT DIRECTOR

- a. Upon appointment an induction pack is being handed over to the new Independent Director, which includes the company's corporate profile, its mission, vision and value statement, organizational structure, the company's history and milestones, annual reports, code of conducts, and policies applicable to Directors and employees of the Company. In case the new Director is also appointed on the committee(s) of the Board, he/she is also being provided with the respective Committee Charters.
- b. A detailed appointment letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, is being issued for the acceptance of the Directors.
  - i. A separate meeting with functional heads is being arranged. Relevant business strategy presentations are also being made.
  - ii. A brief introduction to the Company and its main operating subsidiaries/ associates and joint ventures is also being made.

### 3. OTHER ACTIVITIES TO UPDATE THE INDEPENDENT DIRECTORS ON A CONTINUING BASIS:

- a. Frequent visits to the project sites are being arranged to appraise the Directors on the operational activities, safety measures, quality, sustainability, etc.
  - b. Presentations are being made, on quarterly basis at board meetings, in the form of **Board Review Note** containing details of industry analysis, business activities, review of ongoing projects, future projects, opportunities, financial analysis, market share, borrowing arrangements, memorandum of understandings, joint ventures, major investments, senior management changes, major litigations, compliances of law, etc.
  - c. Meetings with company executives are also being arranged for the better understanding of the business and operations of the Company.
  - d. Analyst reports / presentations / transcripts of investor / analyst conferences / Interview clips and latest happenings are also being circulated to the Independent Directors for their understanding the Company better.
  - e. Any material event as and when arises are informed for knowledge of Independent Directors.
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**FAMILIARIZATION IMPARTED TO INDEPENDENT DIRECTORS DURING THE YEAR 2018-19**

<b>Particular</b>	<b>Mode of Program</b>	<b>Duration of the Program</b>
Independent Directors were appraised about industry analysis, order book position, credit rating, financial analysis, operations and project status, debt profile, HR and Manpower changes, Compliances of laws, Investor Relation activities etc. through Board Review Note at meetings on quarterly basis.	Meetings	4 Hours
Quarterly Investor Presentations Invite and Transcripts of conference calls, clippings of interviews, and material events were circulated through emails.	Email	
A presentation on role, responsibilities, obligations, and functions of Independent Directors and charters of various committees were circulated	Physical Copies were circulated	
Independent Directors were presented business model during presentation of Board Review Note	Meetings	1 Hour