

**STANROSE MAFATLAL  
INVESTMENTS AND FINANCE LIMITED**

***FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT  
DIRECTORS***

**1. Preamble:**

Clause 49[II][B][7] of the Listing Agreement stipulates that:

- (A) The Company shall familiarize the Independent Directors with the Company, their roles, rights and 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 website of the Company and a web link thereto shall be given in the Annual Report.

This familiarization programme for the Independent Directors of Stanrose Mafatlal Investments and Finance Limited [“the Company”] has been adopted by the Board of Directors pursuant to Clause 49 of the Listing Agreement.

The Members of the Board of Stanrose Mafatlal Investments and Finance Limited are afforded many opportunities to familiarize themselves with the Company, its Management and its operations. The Board of Directors has provided with all the documents to enable them to have a better understanding of the Company, its various operations and the industry in which it operates.

**2. Purpose:**

The programme aims to provide insights into the Company to enable the Independent Directors to understand its business and contribute significantly to the Company.

**3. Familiarization Process:**

- i) All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment which also stipulates various terms and conditions of their engagement.
- ii) Strategic presentations are made to the Board where Directors get an opportunity to interact with Senior Management
- iii) Directors are also informed of the various developments in the Company, periodically.

- iv) The Company may through its Non-Independent Non-Executive Directors/Senior Management Personnel conduct programmes/presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.
- v) Such programmes/presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities, risk management and such other areas as may arise from time to time.
- vi) The programmes/presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities.
- vii) The Company may conduct an introductory familiarization programme/presentation, when a new Independent Director comes on the Board of the Company.

**4. Disclosures:**

This programme shall be uploaded on the website of the Company for public information and a web link thereto shall also be provided in the Annual Report of the Company.

**5. Review of the Programme:**

The Board of Directors will review this programme and make revisions as may be required from time to time.



*Approved & adopted by the Board of Directors at their meeting held  
on March 12, 2015.*