



**GVK POWER & INFRASTRUCTURE LIMITED**

**FAMILIARIZATION PROGRAM FOR THE INDEPENDENT DIRECTORS**

### **Familiarization Program for the Independent Directors**

In terms of the Listing regulations with the Stock Exchanges every listed Company shall familiarize its Independent Directors with the Company, their roles, rights, responsibilities, nature of the industry in which the Company operates, business model etc., through various programs.

All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company. Once a new Director is appointed on Board, he is given with a set of documents viz., Nature of business of the Company and its subsidiaries, Memorandum and Articles of Association, Annual Reports, among others. The appointment letter issued to Independent Directors inter alia sets out the expectation of the Board from the appointed director, their fiduciary duties and the accompanying liabilities that come with the appointment as a director of the Company. They are also provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Quarterly updates / presentations are made at the Board and its Committee Meetings, on business and performance updates of the Company and its subsidiaries/associates and risks involved. Detailed presentations on the duties and responsibilities of Independent Directors and the Company's business segments were made at the separate meeting of the Independent Directors held during the year.

Periodic updates on relevant statutory changes / issues with projects under operations and development are regularly provided to the Directors.

Each director of the Company has complete access to any information relating to the Company. Independent Directors have the freedom to interact with the Company's management. They are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry segments of which it belongs. Site visits to various plant locations are organized for the Directors to enable them to understand the operations of the Company.

Further, they meet without the presence of the Company's Management / Key Managerial Personnel to discuss matters pertaining to the Company's affairs, performance of the Board, each Director and the Key Managerial Personnel and put forth their combined views to the Chairman and Managing Director of the Company.

Details of familiarization programmes imparted to independent directors including the following details:-

(i) number of programs attended by independent directors (during the year and on a cumulative basis till date),

Exclusive personal induction program of 2-3 hours before their formal appointment on the board and one hour on yearly basis

(ii) number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date),

Three hours each immediately after their formal appointment and thereafter one hour per year.

and

(iii) other relevant details

Not applicable