

Bharat Road Network Limited (BRNL)

Familiarisation Programme for Independent Directors (IDs)

(Pursuant to Regulation 25 (7) of SEBI (LODR) Regulations, 2015)

Introduction

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as “SEBI Listing Regulations, 2015) effective from December 01, 2015, the Company is required to conduct the Familiarization Programme for Independent Directors (IDs) to familiarize them about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and any other relevant information through various initiatives.

The Board of Directors is encouraged to take up / participate in various training sessions to ensure that the Board members are kept up to date.

A few initiatives under familiarisation program are as follows:

Familiarisation Programme – At the time of appointment

Induction Kit:

The new Director is welcomed to the Board of Directors of the Company by sharing inter alia the following documents of the Company for his / her references:

- Memorandum of Association and Articles of Association
- Mission, Vision and Core Values
- Latest Annual Report
- BRNL Code of Conduct for Board of Directors and Senior Executives
- Organizational Chart (including Business Vertical and Group Structure) and a brief profile of all the Directors and the Key Managerial Personnel (KMPs)
- Latest Shareholding Pattern
- Corporate Announcements and Press Releases
- Policy Handbook comprising of policies on various business aspects and practices
- Composition of the Board of Directors and various Board Committees (including terms of reference)
- Remuneration payable to Directors
- Various disclosures and declarations
- Summary of Directors’ and Officers’ Liability Policy

Familiarisation Programme – Ongoing basis

Regulatory and Business Awareness:

- **Statutory Updates:** As a part of the detailed Board Meeting agenda note, Significant Statutory Updates on a quarterly basis are circulated to the Board of Directors through which Directors are made aware of the significant news developments and highlights from various
- **Regulatory Chronicle:** On similar lines, Statutory Updates are circulated on a monthly and half yearly basis to all the Directors as “Regulatory Chronicle” – a compilation of all the latest regulatory updates, amendments, rules, circulars, notifications and Press Releases by various regulatory authorities.
- **Presentations:** Presentations are made at the Board Meeting / Audit Committee where Directors get an

opportunity to interact with Senior Managers / KMPs. Presentations, inter alia, cover business strategies, management structure, HR policy, management development and succession planning, quarterly and annual results, budgets, treasury policy, review of Internal Audit, risk management framework, operations of subsidiaries and associates, etc.

Independent Directors have the freedom to interact with the Company's management.

Interactions happen during Board / Committee meetings, where senior company personnel are advised to make presentations about performance of their respective Business Unit to the Board. Such interactions also happen when these directors meet senior management at informal gatherings.

The Company Secretary also regularly apprises the Board about their roles, rights and responsibilities in the Company from time to time as per the requirements of the SEBI Listing Regulations, 2015 and Companies Act, 2013 read together with the Rules.

E-Initiatives

- Latest news and events including regulatory alerts are made available through “*Srei Chanakya*”, a smartphone knowledge application, which can be freely downloaded on android, IOS and Blackberry devices. This app also serves as a means to enhance compliance awareness and contains detailed Do's and Don'ts, FAQ's for Insider Trading, presentations of SEBI Listing Regulations, 2015 & other relevant matters.

Other Initiatives:

- **Committee Nomination:** Independent Directors are members in various Board Committees and their participation leads to a high quality of debate with healthy discussions and strategic guidance.
- **Committee meeting minutes:** Gist of the minutes of various Committee meetings along with the minutes are circulated as a part of detailed agenda note to all the directors for better understanding of the nuances of the business.
- **Presentation by Internal Auditors in Audit Committee meetings:** At every Audit Committee meeting of the Company, the Internal Auditor makes presentation on important audit related matters and special areas of emphasis.
- **Free flow of information:** Board has open channels of communication with executive management which allows free flow of communication among Independent Directors in terms of raising query, seeking clarifications and other related information.
- **Dissemination of Information:** Directors are also informed of the various developments in the Company through e-mails, newsletters, internal magazines etc.
- **Statutory Auditors:** Statutory Auditors of the Company also brief the Board / Audit Committee members on the various latest legislative developments w.r.t. regulatory landscape and special areas of emphasis, if any.

Familiarisation Programme – Specific

Disclosure of details of Familiarisation Programmes imparted to Independent Directors pursuant to Regulation 46 of SEBI Listing Regulations, 2015

Date of Familiarisation Programme (Specific)	Area Covered	Duration of Programme (Hours)
FY 2016-17		

Sl. No.	Name of Independent Director	No. of Programmes held (Specific)		No. of Programmes attended (Specific)		No. of hours spent in the Programmes (Specific & Ongoing)	
		FY 2016-17	Cumulative till date	FY 2016-17	Cumulative till date	FY 2016-17	Cumulative till date
1.							
2.							
3.							
4.							
5.							
6.							