

## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT & NON EXECUTIVE DIRECTORS**

### **1. Preamble:**

This programme is designed in compliance with the provisions of the Listing Agreement with the Stock Exchanges.

The Clause 49(II)(B)(7) of the Listing Agreement (effective from October 1, 2014) with the Stock Exchanges stipulates that:

- a) The Company shall familiarize the 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 programmes.
- b) The details of such familiarization programmes shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

### **2. Objective:**

The Company shall follow a structured orientation and training programme for the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis.

### **3. Administration:**

The Familiarization programme for Independent Directors will be administered and monitored by Nomination and Remuneration Committee.

### **4. Familiarization module for Independent Directors:**

The module will be on the following lines and will be restructured as and when necessary.

Orientation module for new directors upon induction <b>(One full day programme)</b>	<ul style="list-style-type: none"> <li>• Business overview and an outline of Corporate Plan and Annual targets</li> <li>• Overview of business of Subsidiaries.</li> </ul>	To be organised by MD & CFO
	Overview of Sales & Marketing	Unit / Functional Heads & CFO
	Introduction to Product profile and Technical Centre	
	Operations overview	
	Financial Performance and budget & control processes	
Orientation on Statutory compliances as a Board Member		

In addition to aforementioned module which will be administered upon induction of independent directors, following will be covered during quarterly / yearly basis:

On-going inputs on business and operational performance	<ul style="list-style-type: none"> <li>• Comprehensive Rolling Corporate Plan</li> <li>• Presentation and discussions with CEO</li> </ul>	Once in a year.
	Annual Management Plan & Budget – a formal review and discussion at the Board with CEO & leadership team	First Quarter of each financial year
	Functional Excellence presentation by a Concerned team in quarterly Board Meets.	Quarterly
	Information pack on economy and business trends and performance	Quarterly
Feedback on Board Effectiveness	Evaluation on effectiveness of board processes and follow up	Once a year

## 5. Programme and disclosure:

Apart from the above, other familiarization programme may also be designed and conducted “as needed” basis during the year, with intimation to concerned Directors in advance.

A copy of this familiarisation programme shall be posted on the Company’s website [www.rsystems.com](http://www.rsystems.com).

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