

Version 1

RUPA & COMPANY Limited

Familiarization Programme for Independent Directors (In terms of clause 49 of the Listing Agreement)

The Clause 49(II) (B) (7) of the Listing Agreement 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.

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company.

At the outset, all the independent directors are provided an overview of;

- Criteria of independence applicable to Independent Directors as per clause 49 of the Listing Agreement on Corporate Governance and the Companies Act, 2013;
- Roles, functions, Duties, Responsibilities and liabilities of Independent Directors;
- Directors Responsibility Statement forming part of Boards' Report;
- Vigil Mechanism including policy formulation, disclosures, code for Independent; and
- Board Evaluation Process and Procedures.

The Director is also explained in detail the compliances required from him under the Companies Act, Clause 49 of the Listing Agreement and other relevant regulations and his affirmation taken with respect to the same.

With a view to familiarize him with the Company's operations, the Director is also given detailed presentations in the Board meeting giving Company's market share and the markets in which it operates, governance and internal control processes and other relevant information pertaining to the Company's business.

The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfil his role as a Director of the Company.

The Board of Directors has complete access to the information within the Company.

Independent Directors have the freedom to interact with the Company's management. Interactions happen during Board / Committee meetings, when Business Heads are asked to make presentations about performance of their Business Division to the Board.

Apart from this, they also have independent interactions with the Statutory Auditors, the Internal Auditors and external advisors appointed from time to time. Further, they meet once in a year without the presence of any management personnel and their meetings are conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

Disclosure pursuant to Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Independent Directors of the Company are regularly made aware of various topics related to the Company through presentations made at the Board and/or Committee Meetings thereof of the Company. Topics of such presentations, *inter alia*, include the business model, operations, finance, risk assessment and minimisation procedures, CSR and sustainability initiatives, major litigations, compliances, subsidiary information and changes in organisational structure of the Company. The presentations also detailed the roles, rights and responsibilities of the Independent Directors towards the Company and other relevant information which may arise from time to time.

In compliance with Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in line with the Familiarisation Programme for Independent Directors of the Company, the Company organized a Familiarisation Programme for its Independent Directors on 12th November, 2016 in order to familiarize them with their roles, responsibilities and duties towards the Company.

At the said programme, Mr. L.S.S. Lal (Vice President, Corporate Planning and Strategic Management) made a presentation on the standing of the Company as on date and its position in the market along with other competitors in the hosiery industry. He also made a detailed presentation on the performance of the Company over the last several years which included background of the Company. Independent Directors, Mr. Satya Brata Ganguly, Mr. Dharam Chand Jain, Mr. Dipak Kumar Banerjee and Mr. Sushil Patwari attended the said programme along with other members of the Board and the Senior Management of the Company, which included the Chairman, other Whole-time Directors and functional heads of the Company. Mr. Lal apprised the Independent Directors and the others present, of the Company's business model, its mode of operations and the industry overview. The various queries of the Independent Directors were satisfactorily answered by the Whole-time Directors and functional heads.

Details of Familiarisation Programme imparted to Independent Directors of the Company are as follows:

Name of Independent Director	Number of Programmes attended		Number of hours spent	
	During the Financial Year	Cumulative till date since 01.12.2015	During the Financial Year	Cumulative till date since 01.12.2015
Mr. Satya Brata Ganguly	1	2	1 hour 15 Minutes	1 hour 45 Minutes
Mr. Dipak Kumar Banerjee	1	1	1 hour 15 Minutes	1 hour 15 Minutes
Mr. Dharam Chand Jain	1	1	1 hour 15 Minutes	1 hour 15 Minutes
Mr. Sushil Patwari	1	2	1 hour 15 Minutes	1 hour 45 Minutes
Mrs. Alka Devi Bangur	0	1	–	30 Minutes
Mr. Vinod Kumar Kothari	0	1	–	30 Minutes