

## Familiarization Programme for Independent Directors

Kaya's Familiarization programme for Independent Directors includes the following:

- ❖ Independent Directors are made aware of their roles, rights, responsibilities at the time of their appointment through a formal letter of appointment. The appointment letter issued to newly inducted Independent Director inter-alia sets out the expectation of the Board and their fiduciary duties.
- ❖ The Management makes presentation on the key changes in the Regulations impacting the Company, the role and responsibility of the Board of Directors and its Committees at the Board Meetings.
- ❖ The Independent Directors are provided with periodic inputs on the business performance of the Company, strategic business plans and the annual financial plan at the Committee and Board Meetings.
- ❖ 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 meetings of the Board or its Committee wherein the Business Heads are asked to make presentations about performance of their respective Business Division to the Board.

Details of Kaya's Familiarization Programme imparted to Independent Directors during FY2017-18:

- ❖ The Familiarization Programme conducted for Independent directors include information pertaining to the financial performance, business model, budget, and control process of the Company.
- ❖ Each Independent Director has spent approximately 12 hours in the financial year 2017-18 and cumulatively approximately 16 hours till March 31, 2018.

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