

Familiarisation programme for Independent Directors of HeidelbergCement India Limited

Background:

Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), *inter-alia*, stipulates that the Company shall familiarize the independent directors with the Company, their roles, rights, responsibilities, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

Familiarisation Process:

The Company believes that a Board which is well informed / familiarised with the Company and its affairs can contribute significantly to effectively discharge its role of trusteeship in a manner that fulfils the stakeholders' aspirations and societal expectations. Independent directors of the Company are made aware of their role, duties, responsibilities and liabilities at the time of their appointment, through a formal letter of appointment, containing various terms and conditions of their engagement. In addition the Company provides the copy of Memorandum and Articles of Association, last three years Annual Report, brief profile of other Directors on the Board, Code of Conduct for Board Members and Senior Management Personnel, Codes pursuant to SEBI (Prohibition of Insider Trading) Regulations, other policies formulated pursuant to the Companies Act, 2013 and Listing Regulations as well as the Terms of Reference of various Committees constituted by the Board.

Independent Directors are provided with necessary documents and reports to familiarise them with the functioning of the Company. They are also briefed about the compliance obligations required under the Companies Act, Listing Regulations and other applicable laws. Presentations are regularly made at the meetings of the Board and its Committees with respect to overview of operational and financial performance, occupational health and safety, risk management, strategy/budgets, internal financial controls, technology, regulatory changes, industry overview and significant developments in the market, competitive benchmarking, macro-economic indicators, changes in organizational structure, succession plans etc., from time to time. On the matters of specialized nature, the Company also engages outside experts/consultants for presentation and discussion with the Directors as and when necessary. The directors are also encouraged to visit manufacturing plants of the Company in order to have a better understanding of the operations and processes.

Familiarization programmes up to 31st March 2017

Particulars	During FY 2016-17	Cumulative up to 31st March 2017
Number of familiarization programmes organized by the Company	2	5
Time spent by Independent Directors in such programmes in aggregate	16.5 man hours	24 man hours