

Directors' Familiarization Programme

PREAMBLE:

In terms of Clause 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 and other relevant information through various programmes.

OVERVIEW:

The familiarization programme for the Independent Directors of the Company is designed to help the Independent Directors to gain a deep understanding of the Company, its stakeholders, senior management / leadership team, business operations, policies, industry perspective and issues.

The Independent Directors are made aware of their role and responsibilities and liabilities at the time of their appointment through a formal letter of appointment, which also stipulates their roles and responsibilities and various terms and conditions of their appointment.

Continual familiarization modules :-

The Company will follow a structured orientation programme for the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis. The familiarization module shall be designed by the Company on the following lines:

- Overview of Strategy and business model of the Company
- Financial Performance, Budgeting and Planning
- Overview of performance of various businesses
- Statutory reporting including Internal Audit Reports, SEBI Audit Reports and compliance related certifications
- Human Resource Policy
- Overview of business of subsidiaries and associate

On an on-going basis, the Company, through its Managing Director & CEO and the Senior Managerial Personnel, conducts programs / presentations to familiarize the Independent Directors with the strategy, operations and functions of the Company. Such programs / presentations provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, organization structure, facilities and risk management framework, opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, organization structure, risk management framework, technology and Quality and such other areas as may arise from time to time .

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 regularly 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 of the Policy :

This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

Details of Familiarization sessions conducted by the Company pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

S. No.	Date of Programme	Areas covered
1	February 8, 2017	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2	August 11, 2017	SEBI (Prohibition of Insider Trading) Regulations, 2015
3	August 14, 2018	Key highlights on SEBI (LODR) Regulations, 2015, Amendment, Notifications and Circulars.
4	December 10, 2018	Presentation on the subsidiaries of Dilip Buildcon Limited.
5	February 08, 2019	Presentation on the amendment in SEBI (LODR) Regulations, 2015, pursuant to notification dated May 09, 2018.
6	March 30, 2019	Presentation on the SEBI (Prohibition of Insider Trading) Regulations, 2018

Details of attendance of Independent Directors in Familiarization Sessions are as follows:

S. No.	Name of Independent Director	Financial Year	No. of Sessions attended		No. of hours spent in the Sessions attended	
			During the year	On Cumulative basis	During the Year	On Cumulative basis
1	Mr. Aditya Vijay Singh	2016-17	1	1	2 Hours	2 Hours
		2017-18	0	1	0	2 Hours
		2018-19	1	2	1 Hours	3 Hours
			1	3	1 Hours	4 Hours
			1	4	1 Hours	5 Hours
			1	5	1 Hours	6 Hours
2	Mr. Ashwini Verma	2016-17	1	1	2 Hours	2 Hours
		2017-18	1	2	1 Hours	3 Hours
		2018-19	1	3	1 Hours	4 Hours
			1	4	1 Hours	5 Hours
			1	5	1 Hours	6 Hours
			1	6	1Hours	7 Hours
3	Mr. Amogh Kumar Gupta	2016-17	1	1	2 Hours	2 Hours
		2017-18	1	2	1 Hours	3 Hours
		2018-19	1	3	1 Hours	4 Hours
			1	4	1 Hours	5 Hours
			1	5	1 Hours	6 Hours

			1	6	1 Hours	7 Hours
4	Mr. Satish Chandra Pandey	2016-17	1	1	2 Hours	2 Hours
		2017-18	1	2	1 Hours	3 Hours
		2018-19	1	3	1 Hours	4 Hours
			1	4	1 Hours	5 Hours
			1	5	1 Hours	6 Hours
			1	6	1 Hours	7 Hours
5	Mr. Vijay Chhibber*	2016-17	NA	NA	NA	NA
		2017-18	1	1	1 Hours	1 Hours
		2018-19	0	1	-	-
			1	2	1 Hours	2 hours
			1	3	1 Hours	3 Hours
6	Mr. Malay Mukherjee#	2016-17	NA	NA	NA	NA
		2017-18	NA	NA	NA	NA
		2018-19	1	1	1 Hours	1 Hours
			1	2	1 Hours	3 Hours
			1	3	1 Hours	3 Hours
			1	4	1 Hours	4 Hours

*Appointed w.e.f. February 28, 2017

#Appointed w.e.f. February 13, 2018