



**GAYATRI SUGARS LIMITED**

**FAMILIARIZATION PROGRAMME**

**FOR**

**INDEPENDENT DIRECTORS**

## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

As per Regulation 25(7) of 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, etc., through various programmes.

Pursuant to Schedule IV to the Companies Act, 2013, the Independent Directors shall regularly update and refresh their skills, knowledge and familiarity with the Company.

### **Familiarization Programme:**

The Independent Directors in the meetings are appraised with the following:

- Criteria of independence applicable to Independent Directors per Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.
- Code for Independent Directors as prescribed under the Companies Act, 2013.
- Code of Conduct for all Board Members.
- Updates on business model, nature of industry, operations and financial performance of the Company.
- Updates on significant developments in the Company.
- Policies of the Company on corporate social responsibility, remuneration criteria, vigil mechanism, related party transactions, risk management etc.
- Update on significant amendments in corporate and other laws and its impact on the Company.

The familiarization process will be revised from time to time in order to provide more information to Independent Directors to enable them to contribute significantly to the growth of the Company.

### **Details of Familiarization sessions held are as follows:**

<b>DATE OF THE PROGRAMME</b>	<b>TOPIC COVERED</b>
20 <sup>th</sup> July, 2015	Appointment and Qualification of Directors, E-Voting & Code of Conduct for Independent Directors.
14 <sup>th</sup> December, 2015	Recent updates in Securities and Corporate Laws.
20 <sup>th</sup> May, 2016	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
16 <sup>th</sup> December, 2016	The National Company Law Tribunal (NCLT).
10 <sup>th</sup> November, 2017	Disqualification of Directors under Section 164 read with section 167 of the Companies Act, 2013.
02 <sup>nd</sup> February, 2018	Recent Amendments in Companies Act, 2013 brought by Companies Amendment Act, 2017.
13 <sup>th</sup> August, 2018	Analysis and Impact of changes brought by SEBI (Listing Obligations & Requirements Regulations), 2015 as amended.
07 <sup>th</sup> February, 2019	Impact of Changes brought by SEBI (Prevention of Insider Trading) regulations, 2015 as amended.
05 <sup>th</sup> November, 2019	Corporate Social Responsibility under section 135 and Related Party Transactions as per the provisions of companies act, 2013.
11 <sup>th</sup> February, 2020	Overall maximum managerial remuneration and managerial remuneration in case of absence or inadequacy of profits as per section 197 of the companies act, 2013 and Code on Wages, 2019.

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

Name of the Independent Director	No. of sessions attended		No. of hours spent in the sessions attended	
	FY 2015-16	Cumulative till date	FY 2015-16	Cumulative till date
Mr. T.R. Rajagopalan	2	2	4	4
Mr. S. Venkataswamy	2	2	4	4
Mr. J.N. Karamchetti	2	2	4	4

Name of the Independent Director	No. of sessions attended		No. of hours spent in the sessions attended	
	FY 2016-17	Cumulative till date	FY 2016-17	Cumulative till date
Mr. T.R. Rajagopalan	2	4	4	8
Mr. S. Venkataswamy	0	2	0	4
Mr. J.N. Karamchetti	2	4	4	8
Mr. Raghuraj Suresh Bhalerao	1	1	2	2

Name of the Independent Director	No. of sessions attended		No. of hours spent in the sessions attended	
	FY 2017-18	Cumulative till date	FY 2017-18	Cumulative till date
Mr. T.R. Rajagopalan	2	6	4	12
Mr. J.N. Karamchetti	2	6	4	12
Mr. Raghuraj Suresh Bhalerao	2	3	4	6

Name of the Independent Director	No. of sessions attended		No. of hours spent in the sessions attended	
	FY 2018-19	Cumulative till date	FY 2018-19	Cumulative till date
Mr. T.R. Rajagopalan	2	8	4	16
Mr. J.N. Karamchetti	2	8	4	16
Mr. Raghuraj Suresh Bhalerao	2	5	4	10

Name of the Independent Director	No. of sessions attended		No. of hours spent in the sessions attended	
	FY 2019-20	Cumulative till date	FY 2019-20	Cumulative till date
Mr. T.R. Rajagopalan	2	10	4	20
Mr. J.N. Karamchetti*	0	8	0	16
Mr. Raghuraj Suresh Bhalerao	2	7	4	14
Mr. P.V. Narayana Rao#	1	1	1	1

\*Resigned w.e.f. November 14, 2019.

#Appointed w.e.f. February 11, 2020.