

# PROAIM ENTERPRISES LIMITED

## (Familiarization Programme for Independent Directors)

### 1. PURPOSE AND OBJECTIVE:

To provide insights into the Company to enable the Independent Directors to understand the Company's business in depth that would facilitate their active participation in managing the Company. The Independent Directors have lot of responsibilities under the Companies Act, 2013, and under the Listing Agreement. There is a need to familiarize them with the Company's business, ethics, standards, its working, and applicable laws.

In terms of Listing Regulations and the Companies Act, 2013, the Company is required to familiarize its Independent Directors, defining their roles, rights, expectations, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc by organizing various programmes in this regard.

Further, in terms of **Schedule IV** of the Companies Act, 2013 and Regulation 25(7) of SEBI (LODR), Regulations 2015, the Independent Directors are required to keep themselves abreast of the regulatory provisions and the knowledge, skill and expertise required being an Independent Director.

### 2. FAMILIARIZATION FRAMEWORK FOR INDEPENDENT DIRECTORS:

Whenever Independent Directors desire to meet with any of the Business Heads or Members of Senior Management Team, the same also would be facilitated.

New Independent Directors are provided with copy of latest Annual Report, Code of Conduct, and Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices, Schedule of upcoming Board and Committee meetings.

Independent Director also familiarize with their role, responsibilities & rights through this program.

A Director kit provided to the new director. It contain information about the company, necessary documents, media releases etc.

Management or their representative heads will provide any clarification or suggestions, as may be asked by the Independent Director to take a sound decision.

### 3. OTHER INITIATIVES TO UPDATE THE DIRECTORS ON A CONTINUING BASIS:

The Company has held programmes for the Independent Directors throughout the year on an ongoing and continual basis in the nature of familiarization in the areas referred to in Regulation-25 of SEBI (LODR), Regulation, 2015 to update their skills & knowledge for the growth of the Company.

The Company shall through its Managing Director / Senior Managerial Personnel conduct programs / presentations periodically at the Board Meeting to familiarize the Independent Directors with the strategy, operations and functions of the Company.

Quarterly updates on relevant statutory changes & landmark judicial pronouncement encompassing important laws are regularly circulated to the Independent Director.

Such programmes /presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

### 4. REVIEW OF THE PROGRAM:

The Board will review this Program and make revisions as may be required, subject to any regulatory changes or recommendation of the Management or the Committee authorized to do so. This Policy in future shall be improved and amended based on best practices evolving in the industry. This policy can be modified at any time by the Board or such other Committee on the basis of regulatory changes.

### 5. DETAILS OF FAMILIARIZATION PROGRAM

S. No.	Name of the Independent Director	Number of Programmes		Number of Hours Spent	
		During FY 2016-17	Cumulative till date	During FY 2016-17	Cumulative till date
1.	Mr. Zubin Pardiwala	1	3	1	3 Hours
2.	Ms. Seema Sidhu	1	3	1	3 Hours
3.	Mr. Hardikkumar Kabariya	1	2	1	2 hours