



FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS DURING THE FINANCIAL YEAR 2017-18

Through familiarization programmes, the Independent Directors can have greater perspective into Operations of the Company and contribute effectively in taking well informed and timely decisions at Board / Committee meetings.

Due to diversified Business of KPTL, it is necessary that Independent Directors are familiarized themselves with operations of the Company including but not limited to the nature of Industry, business model, markets, industry scenario including competition, strategic priorities, Subsidiaries and its businesses, Risk Management, Regulatory framework affecting business activities of the Company etc.

The newly appointed Independent directors are imparted with familiarization Programme which involves visit to the Company's plants, apprising about manufacturing process etc. wherein the inductee is introduced to the Plant heads and various functional heads. Certain programme are merged with the Board/Committee meetings for the convenience of the directors. Also, separate programs are conducted for them as per their requirement. Over and above specific Familiarization Programmes, presentations were made at the Board meetings by MD & CEO / CFO covering competition updates, Operational review of major operating subsidiaries, forex and commodity exposure, updates on capital expenditure, strategic and operational risks and its mitigation plan, business performance, operations, working capital management, major litigations, major achievements etc.

The details of Familiarization Programmes imparted to Independent Directors during FY 2017-18 in terms of Regulation 25(7) and required to be disclosed under Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("**the SEBI Regulations**"), is as under:

1. The Company conducted familiarization programme for the newly appointed Independent Director which involved plant visit, apprising about manufacturing process etc.
2. As a part of Familiarization programme, in 2017-18, a separate session was organized whereby the Independent Directors were given presentation by Head of Transmission Line Domestic business on Business Outlook, Challenges & Opportunities in Domestic Transmission Line business covering inter alia Revenue and Profitability Trend of last 5 years and Outlook for next 3 years, Major Client wise breakup of Order Books of last 3 years and estimated client wise Order Book for next year, Market share of various peers, SWOT Analysis, likely Business Scenario and Challenges and opportunities with various Clients, Project Execution process orientation, upcoming Tenders under IPTC etc.
3. From time to time, presentations were made by MD & CEO / CFO covering updates on regulatory scenario, regulatory changes and compliances, which concern the Company (i.e. Ind AS updates, ICFR and IFC updates, SEBI (LODR) Regulations updates etc.), Business Responsibility Report and its applicability on the Company and various principles to assess compliance with environmental, social and governance norms and policies framed by the

Company under said principles, GST and its implementation status along with potential impact on the Company, major highlights of quarterly achievements by the Company and its subsidiaries etc.

4. On a yearly basis, a presentation is made by Managing Director and CEO covering Vision of the Company, SWOT analysis, Hits and misses, changes in Business dynamics of all divisions, competition analysis, top priorities and concern for the Company, focus area other than business.
5. A separate session was also organized whereby presentation was made on three year Business plan of the Company and review of business of major subsidiaries of the Company.

**Details of Familiarization Programmes attended by Independent Directors during
FY 2017-18**

Sr. No.	Name of Independent Director	No. of Programme attended by respective Independent Director (During FY 2017-18)	No. of Hours spent by respective Independent Director
1.	Mr. Sajjanraj Mehta	9	10:30
2.	Mr. Vimal Bhandari	9	10:30
3.	Mr. Narayan Seshadri	8	9:30
4.	Mr. K. V. Mani	7	7:00
5.	Ms. Anjali Seth	9	10:30

The Independent Directors are also made aware of their rights, Duties, role and responsibilities at the time of their appointment through a formal letter of appointment along with the terms and conditions of their appointment.