



FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS DURING THE FINANCIAL YEAR 2018-19

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 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.

Certain programmes 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 performance of peers, 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 2018-19 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. All Directors including the Independent Directors were briefed on recommendations made in the report of Committee on Corporate Governance formed under Chairmanship of Mr. Uday Kotak and its potential impact on the Company.
2. As a part of Familiarization Programme of 2018-19, a visit to EHS Safety Park of the Company was organized. The Independent Directors were presented with various features of EHS Safety Park. The EHS Safety park is used to impart class-room based practical trainings through the artificially created pro-type equipment as well as site demo of site constructions activities with an objective to impart effective training to all project leaders, engineers & newly joined employees of the Company. The Independent Directors were also briefed about EHS initiatives taken by the Company in its business activities.
3. As a part of Familiarization programme, in 2018-19, a separate session was organized whereby the Independent Directors were given presentation on various aspects of Railways Business of the Company covering Key Achievements, Business Trend of last five years, Order book – Last three years & Current year (YTD), Project Portfolio & Projects in Hand, Market Share, Opportunities, Focus areas, New initiatives - Manufacturing, Business Outlook of next Three Years, Challenges and Process Orientation etc.

4. From time to time, presentations were made by MD & CEO / CFO covering updates on regulatory scenario, regulatory changes and compliances relating to the business of the Company (i.e. Ind AS updates including likely impact of transition to Ind AS 115, SEBI (Prohibition of Insider Trading) Regulations, 2015, Key Audit Matters (KAM) to be reported in Independent Auditor's report etc.), major highlights of quarterly achievements by the Company and its subsidiaries, Insights of various international markets having business opportunity, Developments in banking industry etc. Further, presentation was also made on Business Plan giving overview of Budgets for FY 2019-20 etc.
5. On a yearly basis, a presentation was made by Managing Director and CEO covering Vision of the Company, Business unit wise past growth journey and performance, Hits & misses of FY 2017-18, major project profitability shortfalls, Competitors analysis – peer comparison on Financial parameters, achievement updates on focus areas of FY 2017-18 viz. Diversification, Cost Leadership, BOOT assets, capital employed, process improvement etc., key strategic challenges for FY 2018-19, likely market scenario for next 2-3 years etc.

Details of Familiarization Programmes attended by Independent Directors during FY 2018-19

Sr. No.	Name of Independent Director	No. of Programme attended by respective Independent Director (During FY 2018-19)	No. of Hours spent by respective Independent Director
1.	Mr. Sajjanraj Mehta	7	09:00
2.	Mr. Vimal Bhandari	10	11:00
3.	Mr. Narayan Seshadri	9	10:30
4.	Mr. K. V. Mani	6	06:00
5.	Ms. Anjali Seth	9	10:00

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.