



GMR INFRASTRUCTURE LIMITED

Familiarization Programme for Independent Directors

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

As per Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, *inter-alia* stipulates that 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.

OBJECTIVE

The Objective of the familiarization programme is to facilitate the director to understand about GMR Group's, businesses and operations, familiarize the director on his / her rights, duties and responsibilities; to have an insight on the Corporate Social Responsibility (CSR) activities of GMR Varalakshmi Foundation (GMRVF) and the CSR activities carried out by the GMR Group Companies. Director's Appointment Letter includes role, duties and responsibilities, Liability, Performance Evaluation Process, Director Liability Insurance and Code of Conduct.

A familiarization kit is handed over to the new director, which includes the Company's corporate profile, its Mission, Vision, Values and Beliefs, Organization Structure, the Company's history, milestones achieved, Annual Reports, Institutional Building, major policies of the Company, Code of Conduct, fund raising history etc.

When a new Independent Director is inducted on the Board of the Company, a meeting is arranged with the Group Chairman, Chairmen of different sectors and other departmental heads to familiarize him/her with the functioning of the operations of the Company, Subsidiaries, Joint Ventures and Associate Companies.

Site visits to various plant locations are organized for the directors to enable them to understand the operations of the Company and its Subsidiaries. On completion of the familiarization programme, feedbacks from the directors are taken on the induction process.

At Board/Committee meetings, presentations are made to the Board on business and performance updates of the Company and its key subsidiaries, finance, internal control process, global business environment, risk management, company policies/codes, subsidiary information and changes in the regulatory environment applicable to the corporate sector and to the industry in which it operates and other relevant issue. An update on regulatory changes are shared with the Board members on monthly basis and also presentation is made at the Board/Committee Meetings on regular basis. Familiarization is achieved through broad-based engagement, under which various business heads and functional heads (including those of key subsidiaries) are invited for one-on-one interaction with the directors during the review of subsidiary performance. The directors also attend programmes and seminars organized by professional bodies.

Approximately 8 hours were spent by Independent Directors on familiarization session during FY 2019-20 and on cumulative basis approx. 20 hours till March 31, 2020*

* From the Financial year 2016-17 onward