

**FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS OF**  
**MUTHOOT CAPITAL SERVICES LIMITED**

**PREAMBLE**

The enactment of the Companies Act, 2013 (the Act, 2013) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has brought to the fore a number of provisions which will help the directors and the companies to ensure better corporate governance. In order to increase the Board's effectiveness, 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. The Familiarization Programmes are aimed to familiarize the independent directors with the Company, their roles responsibilities in the Company, nature of industry in which the Company operates and business model of the Company by imparting suitable training sessions.

**PURPOSE AND OBJECTIVE OF THE PROGRAMME**

- 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.
- To adopt a structured programme for orientation and training of Independent Directors at the time of their joining so as to enable them to understand the Company - its operations, business, industry and environment in which it functions and the regulatory environment applicable to it.
- To update the Directors on a continuing basis on any significant changes therein so as to be in a position to take well-informed and timely decisions.

**PROGRAMME FOR INDUCTION OF NEW INDEPENDENT DIRECTORS**

At the time of appointing a Director, a formal letter of appointment along with the Terms & Conditions of appointment is given to him, which inter alia explains the role, functions, duties and responsibilities expected of him as a Director of the Company, remuneration and evaluation process, Company's Code of Conduct on disclosures for the acceptance of the Independent Director.

The Company conducts an introductory familiarization programme/Presentation, when a new Independent Director comes on Board of the Company by providing an overview of the following:

- Criteria of independence applicable to Independent Directors under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013;
- Roles, functions, Duties, Responsibilities and liabilities of Independent Directors;
- Details of other group companies
- Strategic investments in the Company

- Background of the other directors of the Company
- Orientation on Statutory Compliances
- Various committees of the Board
- Risk Management Systems & framework;
- Board Evaluation Process and Procedures;
- Annual Operating Plan and Performance of the Company

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, services, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

New Independent Directors are provided with Memorandum and Articles of Associations, Annual Report of previous 3 years, Investors presentation, Code of Conduct, Insider Trading Policy, Committee Charters, Whistle Blower Policy and all other necessary documents/policies, CSR initiatives undertaken or proposed to be undertaken by the Company along with Schedule of upcoming Board and Committee meetings.

A brief introduction about the Company and its main group companies is also made.

#### CONTINUAL FAMILIARIZATION PROGRAM

At various Board meetings during the year, presentations are made to the Board on safety, health and environment and sustainability issue, risk management, company policies, changes in the regulatory environment applicable to the corporate sector and to the Industry in which it operates, business excellence with areas of improvement and other relevant issue.

Quarterly presentations on operations made to the Board include information on business performance, operations, CSR activities, market share, financial parameters, working capital management, fund flows, senior management change, major litigation, compliances, donations, regulatory scenario etc.

Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors.

Quarterly results/press release of the Company are sent to the Directors.

Each director of the Company has complete access to any information relating to the Company. Independent Directors have the freedom to interact with the Company's management. They are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry segments of which it is a part. Further, they meet without the presence of the Company's Management Personnel to discuss matters pertaining to the Company's affairs and put forth their combined views to the Chairman and Managing Director of the Company.

Independent directors are also taken through detailed business strategy for various businesses during the independent directors meetings which are held at least once during the financial year.

Apart from Independent Directors, Non-Executive Directors are also eligible to attend the familiarization programmes.

#### DISCLOSURE

This Policy shall be uploaded on the Company's website for investors and public information and a web link thereto shall be provided in the Board's Report as part of the Annual Report of the Company.

Sl. No.	Familiarization Programme Date	Number of Programmes Attended by Independent Directors		Number of Independent Directors as on Date	Number of Independent Directors Attended	Number of Hours Spent by Independent Directors in such Programme		Name of Independent Directors Attended the Programme
		During the Financial Year	Cumulative till date			During the Financial Year	Cumulative till date	
1	31.03.2015	1	1	3	3	2.30 Hours	2.30 Hours	Mr. A P Kurian Mr. R K Nair Mrs. Radha Unni
2	29.03.2016	1	2	3	3	2.00 Hours	4.30 Hours	Mr. A P Kurian Mr. R K Nair Mrs. Radha Unni
3	13.02.2017	1	3	3	3	2.00 Hours	6.30 Hours	Mr. A P Kurian Mr. R K Nair Mrs. Radha Unni
4	24.03.2018	1	4	3	3	2.00 Hours	8.30 Hours	Mr. A P Kurian Mr. R K Nair Mrs. Radha Unni
5	28.03.2019	1	5	4	2	2.00 Hours	10.30 Hours	Mr. A P Kurian Mr. R K Nair