

Syngene International Limited	Familiarization Program for Independent Directors	Version. No : 1.0 Rev. Due on : Need basis Prepared by : Company Secretary
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## **FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS**

### **PREAMBLE**

The Schedule IV of the Companies Act, 2013 and Regulation 25 (7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates the Company to familiarize the Independent Directors with the Company.

### **PURPOSE**

The program aims to provide insights into the Company to enable an Independent Directors to understand Company's business, contribute to the strategy development and overseeing of the Company.

The Company should familiarize the Independent Directors in the following areas:

- Familiarization with the Company;
- Roles, Rights and Responsibilities;
- Nature of Industry in which Company operates;
- Business model of the Company etc.

The Company undertakes an initial and ongoing familiarisation programme as detailed below -

### **A. INITIAL FAMILIARIZATION:**

At the time of appointing an Independent Director, a detailed Appointment Letter incorporating their roles, responsibilities and duties along with accompanying liabilities, fees and remuneration payable, reimbursement of expenses, Insurance cover, Code of Conduct, Obligations on disclosures and performance evaluation process etc. is issued to the Independent Directors.

At the outset, all the Independent Directors are provided with an overview of the regulatory framework and more specifically –

- Criteria of independence applicable to Independent Directors as per Clause 49 of the Listing Agreement and the Companies Act, 2013;
- Code of Conduct for Directors and Insider Trading Regulations;
- Performance Appraisal & Evaluation process;

- Disclosures and Business Interests;
- Term including Remuneration;
- Policies inclusive of Vigil Mechanism Policy;
- Risk Management Systems & Policies.

## **B. ONGOING FAMILIARIZATION:**

1. The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.
2. Such programs provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, and product offerings. It also provides insights on the geographical spread, organization structure, finance, human resources, risk management and such other areas as may arise from time to time;
3. Independent Directors have the freedom to interact with the Company's management and the senior leadership team of the Company. Presentations are made to them on regularly basis to enable them to understand the Company and the industry in which it operates
4. The programs / presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities;
5. The Company also shall circulate news and articles related to the industry on a regular basis and will provide specific regulatory updates from time to time, as relevant to the Directors.
6. The Company may conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.
7. The familiarization program also give an opportunity to the Director to visit Company's plants, R&D divisions etc, where location heads appraise them and enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality and research initiatives.
8. Quarterly results / press release of the Company are sent to the Directors to provide them with an update on the overall affairs of the Company.

## **C. FAMILIRIALISATION OF REGULATORY FRAMEWORK**

The Independent Directors are apprised from time to time, of the compliances required from them under the Companies Act, 2013, Listing Regulations and under other relevant regulations applicable to the Company.

**DISCLOSURE OF THE POLICY**

This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

**REVIEW OF THE POLICY**

The Board will review this Program and make revisions as may be required.

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## **DETAILS OF FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS FY 2017-18**

The Company through its Executive Directors/ Key Managerial Personnel/ Senior Management conducts programmes / presentations periodically to familiarize the Independent Directors & other Directors with compliance, strategy, operations and functions of the Company.

Presentations on Business Operations are made to the directors from time to time as part of board discussions. Further, updates on various statutory and regulatory changes are included as part of board discussions.

The Company at the time of induction of any director share with them the induction kit containing informative documents like Annual Report, Memorandum & Articles of Association, Code of Ethics & Business Conduct, Duties as per Schedule IV of Companies Act, Insider Trading Code and Directors & Officers Insurance policy. The Company also arranges the induction meeting for the new appointee with the senior management team of the Company.

The Board of Directors has complete access to the information within the Company. Independent Directors have freedom to interact with the Company Management. Apart from this, they also have independent interaction with the Statutory Auditors and Internal Auditors.

Details of Programmes organized for the Independent Directors during the FY 2017-18.

<b>SI No</b>	<b>Date of Programme</b>	<b>Details of Programme</b>
1	April 26, 2017	Overview - Dedicated R&D Center model
2	July 26, 2017	Overview - Discovery Biology
3	October 24, 2018	Vinita Bali's Induction Program & Facility tour
4	October 25, 2018	Overview - Biologics
5	October 25, 2018	Overview - Kotak Committee's recommendations on Corporate Governance
6	January 23, 2018	Overview - Chemical Development

<b>SI No</b>	<b>Name</b>	<b>No of Programme attended</b>	<b>No of Programme attended (Cumulative)</b>	<b>No of Hours spent</b>	<b>No of Hours spent (Cumulative)</b>
1	Dr. Bala S Manian	5	5	4.25	4.25
2	Mr. Paul Blackburn	5	5	4.25	4.25
3	Mr. Russell Walls	5	5	4.25	4.25
4	Mr. Suresh Talwar	5	5	4.25	4.25
5	Dr. Vijay Kuchroo	4	4	3.00	3.00
6	Ms Vinita Bali *	4	4	6.75	6.75

Note: \* Director effective from July 31, 2017.

**DETAILS OF FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS FY 2016-17**

The Company through its Executive Directors/ Key Managerial Personnel/ Senior Management conducts programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

Presentations on Business Operations are made to the directors from time to time as part of board discussions.

Updates on various statutory and regulatory changes are included as part of board discussions.

The Company at the time of induction of any director share with them the induction kit contain informative documents like latest Annual Report, Memorandum & Articles of Association, Code of Ethics & Business Conduct, Duties as per Schedule IV of Companies Act, Insider Trading Code and Directors & Officers Insurance policy.

The Board of Directors has complete access to the information within the Company. Independent Directors have freedom to interact with the Company Management. Apart from this, they also have independent interaction with the Statutory Auditors and Internal Auditors.

Details of Programmes organized for the Independent Directors during the FY 2016-17.

SI No	Date of Programme	Details of Programme
1	April 25, 2016	Presentation on Ind-AS
2	Oct 19, 2016	Overview- Clinical Development
3	January 23, 2017	Overview- Bioinformatics
4	January 25, 2017	Strategy Meeting

SI No	Name	No of Programme attended	No of Programme attended (Cumulative)	No of Hours spent	No of Hours spent (Cumulative)
1	Mr. Russell Walls	4	4	4.5	4.5
2	Mr. Paul Blackburn	4	4	4.5	4.5
3	Mr. Suresh Talwar	4	4	4.5	4.5
4	Dr. Bala S Manian	4	4	4.5	4.5
5	Mr. Daniel Bradbury *	-	-	-	-
6	Dr. Vijay Kuchroo **	-	-	-	-

Note: \* Director upto May 15, 2016 and \*\* Director effective from March 1, 2017.

**DETAILS OF FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS FY 2015-16**

The Company through its Executive Directors/ Key Managerial Personnel/ Senior Management conducts programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

Presentations on Business Operations are made to the directors from time to time as part of board discussions.

Updates on various statutory and regulatory changes are included as part of board discussions.

The Company at the time of induction of any director share with them the induction kit contain informative documents like latest Annual Report, Memorandum & Articles of Association, document on Code of Conduct of the Company.

The Board of Directors has complete access to the information within the Company. Independent Directors have freedom to interact with the Company Management. Apart from this, they also have independent interaction with the Statutory Auditors and Internal Auditors.

Details of Programmes organized for Independent Directors during the FY 2015-16.

SI No	Date of Programme	Details of Programme
1	January 20, 2016	Presentation from KPMG on Ind-AS
2	January 22, 2016	Strategy Meeting of the Company

SI No	Name	No of programme attended	No of programme attended (Cumulative)	No of Hours spent	No of Hours spent (Cumulative)
1	Mr. Russell Walls	2	2	3.5	3.5
2	Mr. Paul Blackburn	2	2	3.5	3.5
3	Mr. Suresh Talwar	2	2	3.5	3.5
4	Dr. Bala S Manian	1	1	2.0	2.0
5	Mr. Daniel Bradbury	1	1	2.0	2.0