

SHANKARA BUILDING PRODUCTS LIMITED

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

1. INTRODUCTION

In terms of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended Shankara Building Products Limited (the “**Company**”) is required to familiarize their independent directors about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, and any other relevant information, through various initiatives, presentations and programmes (the “**Programme**”).

The board of directors of the Company (the “**Board**”) is further encouraged to continue the training sessions to ensure that the Board members are kept up to date with the Programme.

2. PURPOSE AND OBJECTIVE OF THE PROGRAMMES

To provide insights into the Company to enable the independent directors to understand the Company’s business in detail that would facilitate their active participation in managing the Company.

3. EFFECTIVE DATE

This Programme shall be effective from **19TH SEPTEMBER, 2016**

4. FAMILIARIZATION AND CONTINUING EDUCATION PROCESS

- The Company through its managing director / executive director / key managerial personnel will conduct Programmes periodically to familiarize the independent directors with the strategy, operations and functions of the Company.
- Such Programmes will 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, nature of the industry in which the Company operates, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.
- The Programmes shall also familiarize the independent directors with their roles, rights and responsibilities as well as the important statutory and regulatory provisions, the code of conduct and other policies applicable to them. When a new independent director comes on the Board of the Company, a meeting will be arranged with the chairman, managing director, chief financial officer to discuss the functioning of the Board and the nature of operation of the Company’s business activities.
- New independent directors will be provided with a copy of latest annual report, code of conduct, schedule of upcoming Board and committee meetings.
- The Company will provide directors with tours of the Company’s retail outlets and processing facilities from time to time.
- A detailed appointment letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, insurance cover, will be issued for the acceptance of the independent directors.

5. OTHER INITIATIVES TO UPDATE THE DIRECTORS ON A CONTINUING BASIS

- The directors will get an opportunity to visit the Company's retail stores and processing facilities, where store managers and plant heads apprise them of the operational and sustainability aspects of the retail stores and processing facilities to enable them to have full understanding on the activities of the Company.
- At various Board meetings during the year, presentations will be 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 results/press release of the Company will be sent to the directors.

6. PROGRAMME AND DISCLOSURE:

- The Programme will be conducted on an "as needed" basis during the year.
- As and when the Programme is conducted the same will be disclosed on the website of the Company and a web link thereto shall also be given in the annual report of the Company.
- The following details of the Programmes imparted to independent directors shall be disclosed on the website of the Company:
 - (i) number of Programmes attended by independent directors (during the year and on a cumulative basis till date);
 - (ii) number of hours spent by independent directors in such Programmes (during the year and on cumulative basis till date); and
 - (iii) other relevant details.