

GWALIOR TOOLS LTD

**FAMILIARISATION PROGRAMMES
FOR INDEPENDENT DIRECTORS**

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Preamble

The Regulation 25 (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (hereinafter referred as “LODR”) *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.

Overview of the Familiarisation process

All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company. Upon appointment, the new Directors are provided with the information about the Company, Memorandum and Articles of Association, Annual Reports for previous 3 years. The appointment letter issued to Independent Directors *inter alia* sets out the expectation of the Board from the appointed director, their fiduciary duties and the accompanying liabilities that come with the appointment as a director of the Company.

Independent Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company’s procedures and practices.

Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Detailed presentations on the duties and responsibilities of Independent Directors and the Company’s business segments were made at the separate meetings of the Independent Directors held during the year.

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.

Site visits to various plant locations are organized for the Directors to enable them to understand the operations of the Company.

This Familiarization Programmes for Independent Directors is approved and adopted by the Board of Directors.