

PASUPATI SPINNING & WEAVING MILLS LIMITED

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

As per the requirement of Regulation **25(7) of SEBI (LODR) Regulations 2015**, Pasupati Spinning & Weaving Mills Limited proposes to implement the following programmes to 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.

OBJECTIVES

- To adopt a structured programme for orientation and training of Independent Directors 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.

OVERVIEW OF FAMILIARIZATION PROGRAMMES

1. The Independent Directors of the Company are made aware of their role, responsibilities and liabilities at their time of appointment / reappointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement apart from clarifying their roles and responsibilities.
2. The Directors get an opportunity to visit the plant to enable them to have full understanding on the activities of the Company .
3. Quarterly presentations on operations made to the Board include information on business performance, operations, financial parameters, working capital management, fund flows, senior management changes, compliances etc.
4. At the outset, all the independent directors are provided an overview of:
 - I. Board Evaluation Process and Procedures;
 - II. Vigil Mechanism including policy formulation, disclosures, code for Independent;
 - III. Criteria of independence applicable to Independent Directors as per Listing Agreement on Corporate Governance and the Companies Act, 2013.
 - IV. Brief of Insider Trading Regulations , 2015.
 - V. Role and Responsibilities of Audit Committee and Remuneration Committee.

The existing Board comprises of Executive, Independent and Non-Executive Directors who have been at the helm of Management of the Company for several years and are fully conversant with the business and operations of the Company.

The Familiarization program for new Directors as and when inducted shall aim to familiarize them with the company, their roles, rights, responsibility in the Company, market, business model of the Company etc.

The existing Board of Directors has complete access to the information within the Company.

Details of the familiarization programme imparted to independent directors are as follows:-

Date of programme	Area covered
15-03-2016	SEBI Listing Regulations 2015, ,Companies Act, 2013 , Insider Trading Regulations 2015 Inter Corporate Investments, Financial Results, and Corporate Governance.

Details of attendance of Independent Directors in Familiarization Sessions are as follows:

Sr. No.	Name of Independent Director	No. of the Sessions attended		No. of hours spent in the Sessions attended	
		During the year	Cumulative till date	During the year	Cumulative till date
1	Mr. Anil Gupta	1	1	1	1
2	Mr. Ghanshyam Das .Gupta	1	1	1	1
3	Mr. Praveen Paliwal	1	1	1	1
4	Mr. Ashwani Kumar Rathore	1	1	1	1