

Details of familiarisation programmes of Havells India Limited for its Independent Directors

All Independent Directors are familiarized 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. from time to time.

Detailed agenda are sent well in advance to all the Directors in order for the Board to perform its function and fulfil its role effectively. The Company has a dedicated portal especially for its Board of Directors where agenda for its Meetings are uploaded and access whereof is exclusively available to the Board Members. Board and Committee meeting agenda papers are uploaded on the portal prior to the respective meetings in advance.

The agenda for quarterly Meetings covers all the statutory information as required under company law and listing agreement. Further, detailed reports on material litigation, legal title to properties and such other significant matters are also presented periodically. Adequate opportunities are provided for detailed deliberations on each item of the agenda on the Board and committee meetings.

The Company makes consistent efforts to acquaint the Board with the overall business performance covering all Business verticals, by way of presenting specific performance of each Plant (based on predefined factory rating parameters), Product Category and Corporate Function from time to time. These are exhaustive presentations made at the Board and Committee meetings where the Company invites the HoDs and persons of the core team around each business vertical to provide industry insights.

The entire Board including Independent Directors have access to Product Heads/ Factory Heads and other commercial/ technical staff, wherever required, for informed decision making. This facilitates the Independent Directors to understand and comprehend the business of the Company.

As statutorily required, the Company issues detailed letter of appointment to the Independent Directors detailing their roles and duties to be performed as an Independent Director on the Board of the Company.

In terms of the requirements of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the details of programmes and the attendance of Independent Directors in those programmes (in hours) is given in the table annexed herewith. The details are given for the financial year beginning 1st April, 2015 onwards.

Date	Familiarisation by way of	Mr A P Gandhi		Mr S B Mathur		Mr V K Chopra		Dr Adarsh Kishore		Mr S K Tuteja		Mrs Pratima Ram	
		No. of Hours Attended	Cumulative	No. of Hours Attended	Cumulative	No. of Hours Attended	Cumulative	No. of Hours Attended	Cumulative	No. of Hours Attended	Cumulative	No. of Hours Attended	Cumulative
11-May-15	Presentations on Strategy in each of the following Business Verticals:- Switchgears Cable Lighting & Fixtures Electrical Consumer Durables New Marketing Initiatives including Marcom	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00	5.00
25-Jul-15	Presentation on Material Management, Vendor base consolidation, institution of HABIT (Havells Association of Business Innovation & Transformation)	0.50	5.50	0.50	5.50	0.50	5.50	0.50	5.50	0.50	5.50	0.50	5.50
23-Sep-15	Presentation on CRI (Centre for Research & Innovation)	0.50	6.00	0.50	6.00	0.50	6.00	0.50	6.00	0.50	6.00	0.50	6.00
	Presentation on Company Policy on "Idea" -	0.25	6.25	0.25	6.25	0.25	6.25	0.25	6.25	0.25	6.25	0.25	6.25
09-Nov-15	Presentation on HPS - HAVELLS PRODUCTION SYSTEM	0.50	6.75	0.50	6.75	0.50	6.75	0.50	6.75	0.50	6.75	0.50	6.75
18 - 20 Jan 16	Executive Briefing Series by KPMG on launch of 'The Directors' Collective - a new initiative by The Conference Board, KPMG, Russell Reynolds Associates and Khaitan & Co. with focus areas on - Director composition and independence, risk management and the role of the Board, Director evaluation, education and liability and related party transactions	-	6.75	2.50	9.25	2.50	9.25	-	6.75	2.50	9.25	-	6.75
21-Mar-16	Presentation on one of the CSR programmes of the Company in contributing towards the noble cause of Promotion of Education through the aegis Ashoka University sponsored by International Foundation for Research and Education, a not-for-profit company formed under erstwhile section 25 of the Companies Act, 1956 -	1	7.75	1	10.25	1	10.25	1	7.75	1	10.25	1	7.75
	Presentation on IFC - INTERNAL FINANCIAL CONTROLS	0.50	8.25	0.50	10.75	0.50	10.75	0.50	8.25	0.50	10.75	0.50	8.25
		No. of programmes attended during FY 2015-16 - 7		No. of programmes attended during FY 2015-16 - 8		No. of programmes attended during FY 2015-16 - 8		No. of programmes attended during FY 2015-16 - 7		No. of programmes attended during FY 2015-16 - 8		No. of programmes attended during FY 2015-16 - 7	

2016-17

Date	Familiarisation by way of	Mr A P Gandhi*		Mr S B Mathur		Mr V K Chopra		Dr Adarsh Kishore		Mr S K Tuteja		Mrs Pratima Ram		Mr Vellayan Subbiah [#]	
		No. of Hours Attended	Cumulative	No. of Hours Attended	Cumulative	No. of Hours Attended	Cumulative	No. of Hours Attended	Cumulative	No. of Hours Attended	Cumulative	No. of Hours Attended	Cumulative	No. of Hours Attended	Cumulative
11-May-16	Presentations on Strategy in each of the following Business Verticals:- Building Segment Lighting Cable Electrical Consumer Durables	1hr 30mn	1hr 30mn	1hr 30mn	1hr 30mn	1hr 30mn	1hr 30mn	1hr 30mn	1hr 30mn	1hr 30mn	1hr 30mn	1hr 30mn	1hr 30mn	-	-
3-Oct-16	Special visit to Baddi plant; Presentation on "Excellence in Manufacturing" made by Head of Operations, HR people and CRI (Centre for Research & Innovation)	1hr 30mn	3hr	1hr 30mn	3hr	1hr 30mn	3hr	1hr 30mn	3hr	1hr 30mn	3hr	1hr 30mn	3hr	-	-
17-Jan-17	Presentation on Enterprises Risk Management - a detailed session on Risk Management was held by various functional heads.	-	-	1hr 15mn	4hr 15mn	1hr 15mn	4hr 15mn	1hr 15mn	4hr 15mn	1hr 15mn	4hr 15mn	1hr 15mn	4hr 15mn	1hr 15mn	1hr 15mn
		No. of programmes attended during FY 2016-17 - 2		No. of programmes attended during FY 2016-17 - 3		No. of programmes attended during FY 2016-17 - 3		No. of programmes attended during FY 2016-17 - 3		No. of programmes attended during FY 2016-17 - 3		No. of programmes attended during FY 2016-17 - 3		No. of programmes attended during FY 2016-17 - 1	

Further, Independent Directors are also Members, Chairpersons of the Committees of Board which are specific bodies of the Board constituted for discharging functions specific to their mandate and role. Accordingly, various presentations are also made to the Committees of the Board periodically to familiarise Independent Directors on relevant areas.

*Ceased to be Director wef 18th October, 2016

[#] Appointed as Director wef 18th October 2016

2017-18

Date	Familiarisation by way of	Mr S B Mathur*		Mr V K Chopra		Dr Adarsh Kishore		Mr S K Tuteja		Mrs Pratima Ram		Mr Vellayan Subbiah		Mr Jalaj A Dani [#]		Mr U K Sinha [§]	
		No. of Hours Attended	Cumulative	No. of Hours Attended	Cumulative	No. of Hours Attended	Cumulative	No. of Hours Attended	Cumulative	No. of Hours Attended	Cumulative	No. of Hours Attended	Cumulative	No. of Hours Attended	Cumulative	No. of Hours Attended	Cumulative
11-May-17	Presentations on SBU - wise Budgets by the respective SBU Heads. SBU denotes Strategic Business Units:-	-	-	1 hr	1 hr	1 hr	1 hr	1 hr	1 hr	1 hr	1 hr	1 hr	1 hr	-	-	-	-
19-Jul-17	Presentation on Secretarial Audit	-	-	30 mn	1 hr 30 mn	30 mn	1 hr 30 mn	30 mn	1 hr 30 mn	30 mn	1 hr 30 mn	30 mn	1 hr 30 mn	-	-	-	-
	Presentation on 'IT Systems' by the CIO (Chief Information Officer) of the Company	-	-	45 mn	2 hr 15 mn	45 mn	2 hr 15 mn	45 mn	2 hr 15 mn	45 mn	2 hr 15 mn	45 mn	2 hr 15 mn	-	-	-	-
12-Oct-17	"Directors' Connect" - organised by KPMG's Board Leadership Center (India). Key topics covered - CG in context of family-owned business, Improving CG scenario for listed companies in India, Decoding Insolvency and Bankruptcy Act, 2016- A Director's perspective, Key findings from KPMG in India's 'Disrupt and grow: CEO Outlook Survey 2017	-	-	-	2 hr 15 mn	-	2 hr 15 mn	4 hr	6 hr 15 mn	-	2 hr 15 mn	-	2 hr 15 mn	-	-	-	-
23-Oct-17	Briefing on Directors & Officers (D&O) Liability Insurance Policy	-	-	15 mn	3 hr	-	2 hr 15 mn	15 mn	7 hr	15 mn	3 hr	15 mn	3 hr	15 mn	15 mn	-	-
	Presentation on Inventory Management	-	-	30 mn	3 hr 30 mn	-	2 hr 15 mn	30 mn	7 hr 30 mn	30 mn	3 hr 30 mn	30 mn	3 hr 30 mn	30 mn	45 mn	-	-
	Presentation on Lighting Business	-	-	30 mn	4 hr	-	2 hr 15 mn	30 mn	8 hr	30 mn	4 hr	30 mn	4 hr	30 mn	1 hr 15 mn	-	-
22-Jan-18	Presentation on Product Packaging	-	-	-	4 hr	30 mn	2 hr 45 mn	30 mn	8 hr 30 mn	30 mn	4 hr 30 mn	-	4 hr	30 mn	1 hr 45 mn	-	-
	Presentation on Water Purifiers	-	-	-	4 hr	30 mn	3 hr 15 mn	30 mn	9 hr	30 mn	5 hr	-	4 hr	30 mn	2 hr 15 mn	-	-

No. of programmes attended during FY 2017-18 - None
 No. of programmes attended during FY 2017-18 - 6
 No. of programmes attended during FY 2017-18 - 5
 No. of programmes attended during FY 2017-18 - 9
 No. of programmes attended during FY 2017-18 - 8
 No. of programmes attended during FY 2017-18 - 6
 No. of programmes attended during FY 2017-18 - 5
 No. of programmes attended during FY 2017-18[§]

Further, Independent Directors are also Members, Chairpersons of the Committees of Board which are specific bodies of the Board constituted for discharging functions specific to their mandate and role. Accordingly, various presentations are also made to the Committees of the Board periodically to familiarise Independent Directors on relevant areas.

*Ceased to be Director wef 24th May 2017

[#] Appointed as Director wef 16th August 2017

[§] Appointed as Director wef 1st March 2018