

## FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

### Preamble

In accordance with Regulation 25(7) read with Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall familiarise the independent directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programmes.

### Purpose and Objectives

The familiarization programme helps the independent directors not only to have greater insight into the Company's business but also contribute effectively in decision making at Board / Committee meetings.

### Overview of the Familiarisation Programme

#### 1. Familiarisation upon induction of new Independent Directors

- At the time of appointment, an appointment letter incorporating the role and duties, tenure of appointment, evaluation process, availability of directors and officers liability insurance, details regarding remuneration is given to the Directors.
- The Company conducts a well-structured induction programme for orientation and training of directors which includes one-to-one interactive sessions with the executive directors, management council members, selected business/functional heads, and may also include plant visit.
- New independent directors are provided with induction kit which includes presentation on details about the Company, its subsidiaries, joint ventures, copies of Annual Report of last three years, Cipla's Code of Conduct, Cipla's Insider Trading Code, brief profile of other Board Members, Memorandum and Articles of Association, financial results of past one year, Committee Charters, Internal Audit Charter, policies such as vigil policy, CSR policy, policy on related party transactions, etc.,

#### 2. Continual Familiarisation Programme

- Presentations on business units / subsidiary companies, business performance, operations, finance, risk management framework, etc. are made to the Directors from time to time as part of board discussions where independent directors get an opportunity to interact with the senior leaders of the Company.
- Active communication channel between executive directors and independent directors, that allows the independent directors to raise query, seek clarifications for enabling a better understanding of the Company and its various operations are available.
- Visit to Company's plants and R&D facilities are organised, as required.
- Board Members are regularly updated regarding key developments in the Company and on any important regulatory amendments applicable to the Company.
- Meeting of statutory and internal auditors with independent directors are held to discuss Company's affairs without presence of management.
- Strategy board meeting is convened on an annual basis for a detailed deliberation on the Company's strategies.
- Learning and development sessions for Board Members are conducted by external speakers on topics such as pharma sector updates, competition update, etc.

### 3. Miscellaneous

This programme shall be uploaded on the website of the Company and a web link of the same shall also be provided in the Annual Report of the Company.

The Nomination and Remuneration Committee shall monitor and periodically review the familiarisation programme and approve changes, if any.

The Global Chief Financial Officer and the Company Secretary are jointly authorised to amend this programme to give effect to any changes/amendments notified by the Ministry of Corporate Affairs or SEBI. The amended programme shall be placed before the Nomination and Remuneration Committee for noting and ratification.

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**Details of familiarisation programmes attended by independent directors**

**During Financial Year 2019-20**

**(No. of Hours)**

Sr. No	Programmes details	Name of Independent Directors					
		Mr. Ashok Sinha	Dr. Peter Mugenyi	Mr. Adil Zainulbhai	Ms. Punita Lal	Ms. Naina Lal Kidwai	Mr. Peter Lankau*
1.	Business / Function reviews during Board / Committee meetings	15.50	1.50	12.50	1.50	12.50	0.00
2.	Board Strategy Meeting	16.30	16.30	16.30	16.30	16.30	---
3.	Induction of new directors	NA	NA	NA	NA	NA	NA
<b>Total Durations (Hours)</b>		<b>32.20</b>	<b>18.20</b>	<b>29.20</b>	<b>18.20</b>	<b>29.20</b>	<b>0.00</b>

\* Mr. Peter Lankau resigned w.e.f. 1<sup>st</sup> July 2019

**Cumulative Basis w.e.f. 1<sup>st</sup> April 2014 till date**

Name of Independent Directors	No. of programmes attended		No. of hours spent in the programmes attended	
	2019-20	On cumulative basis till date	2019-20	On cumulative basis till date
Mr. Ashok Sinha	9	24	32.20	98.05
Dr. Peter Mugenyi	4	15	18.20	76.05
Mr. Adil Zainulbhai	8	18	29.20	87.05
Ms. Punita Lal	4	13	18.20	74.05
Ms. Naina Lal Kidwai	8	20	29.20	90.05
Mr. Peter Lankau	0	8	0.00	42.45

**Brief Particulars of topics discussed during FY 2019-20 under the familiarisation programme:**

- **Business / Function reviews during Board/Committee meetings:** During the year, the Board / Committees reviewed various businesses / functions of the Company. The topics discussed *inter-alia* included Strategy, updates on Operations, strategy on OTC business, review of internal financial controls etc. The discussions were lead by respective functional heads of the Company.
- **Board Strategy Meeting:** The Board was provided an update on the existing strategy and the road-map for future. The sessions were lead by external experts from respective fields alongwith the Internal functional heads. Apart from Board members, the said meeting was also attended by Management Council members.

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