

PUNJ LLOYD LIMITED

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

This Familiarization Program (“the Program”) for Independent Directors of Punj Lloyd Limited (“the Company”) has been adopted by the Board of Directors pursuant to amended Clause 49 of the Listing Agreement.

1. Preamble:

The Clause 49(II)(B)(7) of the Listing Agreement (effective from October 1, 2014) with the Stock Exchanges stipulates that:

- a) 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.
- b) The details of such familiarization programmes shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

2. Purpose

The Program aims 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 so that they can contribute in a meaningful way to the Company.

3. Familiarization Process

The Company shall through its Executive Directors / Senior Management Personnel conduct programs / presentations / meetings to familiarize the Independent Directors with the strategy, operations and functions of the Company and its subsidiaries and the Industries in which the Company operates.

Such programs / presentations / meetings will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, 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 Company shall also through external consultants and experts apprise the Independent Directors about their roles, rights, responsibilities in the Company.

4. Familiarization module for Independent Directors

4.1 The module will be on following lines and will be restructured as and when necessary

a. Objective

The Company will follow a orientation programme for the Independent Directors to get them updated on the business and operations of the Company on a continuous basis.

b. Orientation module for new and existing Directors

Overview of business, operations and business model of the Company	Executive Directors / Senior Management Personnel
Overview of industry in which the Company operates	
Overview of business of subsidiaries	
Technical session outlining their roles, rights and responsibilities in the Company as a Board /Committee member.	External Consultants / Experts

- 4.2 Familiarization programme will be conducted “as needed” basis during the year.
- 4.3 The Company may conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.
- 4.4 The details of such familiarization programme will be disclosed on the Company’s website for public information and a web link for the same will also be provided in the Annual Report of the Company.

5. Review of the Program

The Board will review this Program and make revisions as may be required from time to time