

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

I. PREAMBLE

The Board of Directors of Gillanders Arbuthnot and Company Limited ("the Company") had approved and adopted 'Training Policy for Independent Directors' at its meeting held on November 13, 2014. The Securities and Exchange Board of India ("SEBI") vide its Notification dated September 02, 2015 has issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Regulations"). In order to align with the Regulations, the said Policy is being suitably modified / altered. The name of the Policy be changed to 'Familiarization Programme for Independent Directors'.

II. OBJECTIVE

There is an acute shortage of experienced & trained Independent Directors available today. The main objective of this policy is to impart training to the Directors to enable them to have a better understanding of the working of the Company and be more efficient in the functioning of the business. Training is also provided for making them aware of their rights, responsibilities and liabilities as an Independent Director. It is essential to educate the Independent Directors on the company's business model, industry, competitive landscape, as well as its recent history of successes or problems with financial reporting. Business unit updates are important in assisting Independent Directors in understanding the unit's strategy and operational results, as well as the significant financial and non-financial risks.

III. TRAINING

The Company shall induct a formalization program for the Independent Directors to impart suitable training to familiarize them with the Company, their roles, responsibilities, rights in the Company, nature of the industry in which the Company operates, business model of the Company, etc. The training to the Independent Directors will be provided as under:

(i) General

New Independent Directors appointed by the Board shall be given formal induction and orientation with respect to the Company's vision, strategic direction, core values, corporate governance practices, financial matters and business operations. The Human Resource Department of the Company shall provide all the necessary documents, reports and internal policies to the Independent Director so that they get acquainted with the various procedures and practices in the Company. Independent Directors shall be updated on all business related matters including Finance, Marketing, HR, Plant performance, Technical, Risk Assessment & Minimisation procedures etc. and new initiatives proposed by the Company

through presentations and written material at the meeting of the Board of Directors and meetings of Committee of Directors.

(ii) Specific

Independent Directors would be provided with need based training on various matters. The company will look at the various training requirements of the Independent Directors based on input received on various aspects, which will help in better functioning as Independent Directors of the Company. The Company also recognises the importance of continuous education of its Directors. Efforts would be made to provide training on technical aspects like industry developments, new accounting standards, financial policies, corporate governance developments and compliance thereof, business specific opportunities, associated risks and means to mitigate the same by engaging specialists in various areas to provide information on various topics of interest.

IV. CONCLUSION

The Company may, as may be required, support Directors to continually update their skills and knowledge and improve their familiarity with the company and its business. The details of the familiarization program shall be disclosed in the Annual Report and website.

Date: November 14, 2015

