

Smiths & Founders (India) Limited
(formerly Shimoga Technologies Limited)

Familiarization Programme for Independent Directors

1. Preamble:

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

2. Administration:

The Familiarization program for Independent Directors will be administered and monitored by Nomination and Remuneration Committee.

3. Familiarization Program for Independent Directors:

The Company will follow a structured orientation program to familiarize the Independent Directors with the Company and to inform them about their roles, rights and responsibilities.

The Company will follow the following program:

The following department head will conduct Orientation Programme in their respective department to the Independent Directors.

Secretarial: Background of the Company, its shareholding pattern, the Board structure, the Board Committees and their functions, policies applicable to the Directors, Statutory compliances including their roles, duties, rights and responsibilities in the Company as a Board Member their roles, responsibilities, duties, rights as a director, details of important legal cases if any, their status and impact, etc.



Marketing: Covering details of nature of industry, types of products, brands, position of the Company in the industry and sales.

Finance: Covering Financial Performance, Budgeting & Planning, treasury management, etc.

Technical: Tour of the plant explaining about various stages of manufacturing process, production capacity, etc.

In addition to the above, in case the Directors are interested in meeting any specific department or function or getting any further detail, the same shall also be arranged.

4. Program and disclosure:

a) Familiarization program will be conducted "as needed" basis during the year.

b) As and when familiarization program is conducted, the same will be disclosed on the website of the Company.

