



KUSHAL LIMITED
(Formerly known as Kushal Tradelink Limited)

**FAMILIARIZATION PROGRAMME FOR INDEPENDENT
DIRECTORS**



I. Introduction

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

II. Purpose and Objective of the Programme

To provide insights into the Company to enable the Independent Directors to understand the company's business in depth that would facilitate their active participation in managing the company.

III. Overview of Familiarization Process

At the time of induction of the newly appointed Independent Director (ID), he/she is apprised adequately about the company, its latest financial statements and their analysis, its business model, industry scenario, competition, significant recent developments and also the board processes by the Chairman and Managing Director, the Chief Financial Officer and the Company Secretary. In addition, a 'joining kit' is given to the Independent Director comprising the following documents:

- a) Latest Annual Report of the Company;
- b) Copy of Code of Conduct for Prevention of Insider Trading Regulations;
- c) Copy of Code of Conduct for Board of Directors and Senior Management Personnel;
- d) Copy of Vigil Mechanism/ Whistle Blower Policy;
- e) Copy Corporate Social Responsibility Policy;
- f) Copy of Policy on Related Parties Transactions;
- g) Copy of Policy for Determining Material Subsidiaries;
- h) Copies of Policy for Determination of Materiality of Events,
- i) Policy for Preservation of Documents.

- Apart from Independent Directors, Non-Executive Directors are also eligible to attend the familiarization programmes.
- The Independent Directors are made aware of their role & responsibilities and liabilities at the time of their appointment through a formal letter of appointment, and various terms and conditions.
- Such programmes /presentations provide an opportunity to the Independent Directors and Non-Executive Directors to interact with the Senior Management of the company and to understand the company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resource, and such other areas as may arise from time to time.
- Familiarisation program will be conducted on "as needed" basis during the year.



Details of Familiarisation Programme held till date are as follows:

Date of Program	Topic Covered
22 nd January 2016	Role and Responsibilities of Independent Directors as per Companies Act, 2013.
8 th March 2016	Brief on the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
15 th July 2016	Brief about company's operations and business plans
05 th January 2017	Merger & Amalgamation as per Companies Act, 2013
18 th March 2017	Provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 on Board Evaluation
2 nd April 2017	Brief about CSR Initiatives of the Company
28 th February 2018	Companies Amendment Bill 2017 and Revised Secretarial Standard
11 th April 2018	Brief about Insolvency and Bankruptcy Code ,2016

Details of Attendance of Independent Directors in Familiarization Programmes are as follows:

Sr. No.	Name of Independent Director	No. of the Sessions attended		No. of hours spent in the Sessions attended	
		FY 2017-18	Cumulative till date	FY 2017-18	Cumulative till date
1	Mrs. Kavita Tejaskumar Shah	2	8	2	8
2	Mr.Dharmendra Bhuchhada	2	8	2	8
3	Mr. Anil Soni*	2	5	2	5
4	CS Sagar Sharma**	-	5		5
5	CA Arpan Shah***	-	4		4

*Mr. Anil Soni Appointed as Non-Executive Independent Director on 14th November 2016

**CS Sagar Sharma resigned from the directorship of the company as 31stMarch, 2017

***CA Arpan Shah resigned from the directorship on 20th January 2017