

**FAMILIARISATION PROGRAMMES  
FOR INDEPENDENT DIRECTORS**



**INTERNATIONAL COMBUSTION  
(INDIA) LIMITED**

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**Preamble**

Clause 49 of the Equity Listing Agreement with Stock Exchanges, inter-alia, stipulates that the Company shall familiarize its 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.

**An Overview of the Familiarisation process at the Company**

All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company. A Directors' kit containing a brief profile of the Company, Memorandum and Articles of Association, Annual Reports for the last three Financial Years, Product Brochures of both the Heavy Engineering & Geared Motors/ Gear Boxes Divisions, etc. has been sent to each Independent Director.

The appointment letter issued to Independent Directors, inter alia, sets out the expectation of the Board from the appointed director, their rights, their fiduciary duties & responsibilities and the accompanying liabilities that come with the appointment.

The Code of Conduct of the Company including the Code for Independent Directors, handed over to the Independent Directors alongwith their appointment letters as required under Schedule IV to the Companies Act, 2013, inter-alia, sets out the guidelines of professional conduct, role, functions and duties for Independent Directors.

Independent Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Periodic briefings and presentations are made at the Board and Committee Meetings, on business and performance updates of the Company, global business environment, business strategy of the Company and risks involved.

Periodic updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws applicable to the Company are provided to the Directors.

Each director of the Company has complete access to any information relating to the Company. Independent Directors have the freedom to interact with the Company's management. They are given all the documents sought by them for enabling a good understanding of the Company, its various operations & the industry and which is required by them for performing their duties effectively. Further, they meet without the presence of the Company's Management Personnel to discuss matters pertaining to the Company's affairs and put forth their combined views to the Chairman and the Managing Director.