

OPERATIONAL ENERGY GROUP INDIA LIMITED

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS (In terms of Regulation 25(7) of the Listing Regulations)

BACKGROUND

The Listing Regulation requires listed companies to conduct familiarisation programme for the Independent Directors so as to familiarize them 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. Godrej Consumer Products Limited facilitates the members of its Board to familiarise themselves with the industry and its operations.

CRITERIA

The Company devotes time to enable Independent Directors to

- (1) Appreciate their role, rights & responsibilities in the Company,
- (2) Understand the nature of industry in which the Company operates,
- (3) Business model of the Company, etc.

that would facilitate their active participation in Board & Committee Meetings.

FAMILIARITIES

The Managing Director / Key Managerial personnel / HODs interact with the Independent Directors with the strategy, operations and functions of the Company, risk management, company policies, changes in the regulatory environment applicable to the corporate sector and to the industry in which it operates, senior management change, major litigation, compliances, subsidiary information, regulatory scenario etc.

The presentations also familiarises the Independent Directors with their roles, rights and responsibilities. When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Managing Director to discuss the functioning of the Board and the nature of the operation of the Company's business activities.

New Independent Directors are provided with copy of latest Annual Report, the Code of Conduct for Directors & Senior management, the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices.

The Company provides the Directors with the tours of company's facilities from time to time upon request.

A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors.

Quarterly results / press release of the Company are sent to the Directors.

On an average, the Independent Directors spend about 1-2 hours in a quarter towards familiarising themselves about the various activities of the Company through the channels mentioned above.