

## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS - WHEELS INDIA LIMITED – FINANCIAL YEAR 2015-16**

- 1) Each Independent Director is a professional and brings to bear at ample point experience as a Chairman, Chief Executive, Managing Director, Director or high rank functionary of major corporate houses.
- 2) The amplitude of their collective specialization includes Corporate affairs, Project management, Planning, Finance, Industrial Promotional Public Administration, Marketing, Foreign Exchange Management, Labour Relations and Knowledge of Governmental Systems.
- 3) In the first instance, the Independent Directors were given an in depth briefing on extant Company Law and on their duties and responsibilities at a special session that lasted for over 3 hours. This was an intense and thorough exercise despite the Directors themselves being aware of their charge and conversant with the regulations. Independent Directors are continuously posted with all current developments, changes, alterations and amendments to Company Law, orally and in writing. Emerging case law is also explained.
- 4) Further, the Independent Directors at the point of joining the Board were briefed in detail by the Managing Director about the business of the Company.
- 5) The process of methodology of familiarization is continuous, comprehensive and complete. It is in the nature of a continuing, constant running dialogue wherein there is exchange of views, ideas and experience both ways. Exchange of information and elucidation are not confined to the precincts of the Board room only.
- 6) Analysis at Board meetings is pervasive and critical. Each Independent director brings to the table matters specific to his area of specialization and is afforded full opportunity. Thus, have Independent Directors of their own accord and initiative invited attention to lent external specialist support and advice on items such as :-
  - Exchange cover and risk management, Investment aspects relating to Associated Companies, Wage settlements, Financial Leverage, Diversification of product mix, Related party transactions, Inter plant stock/ machinery transfers, Tool obsolescence, Write off procedures, Depreciation of tools in partial use or disuse, Ambit of internal Audit ,Outlook for the industry, Economic scenario, Competitive edge within the country and abroad, Contemporary industrial practices, Analysis of profit centers, Staff vigilance and discipline and Energy conservation
- 7) Audit Committee notes are incisive and discussions thereon are intense. The sessions last for over two hours. At the subsequent Board meetings the independent Directors are requested to

critically consider the minutes of Audit Committees and help tighten procedures. Their views are constantly indented upon for revamp of administrative and office procedures.

- 8) During the Audit Committee meetings, some of senior executives are called in to attend meetings and offer clarifications if required by the Directors on their functions and responsibilities. Directors are also informed on the various developments in the Company through Email and other modes by the Chairman/Managing Director.
- 9) The Board Notes circulated to the Directors and the notes covering inputs relating to business and technical matters are exhaustive and comprehensive and a thorough discussion ensues.
- 10) The Company, the Chairman and the Managing Director are in constant touch with the independent Directors in the interregnum between Board Meetings on all important issues as well as to keep them posted with developments. Thus, Directors are kept in a state of constant awareness and their knowledge is current.
- 11) There is a standing invite to all Directors to visit the plants and acquire firsthand knowledge of affairs. The hours devoted by Independent Directors for familiarization and the programmes in this context may not be reckoned in installments of time or number. It would suffice it to state that a synod of specialists are kept in constant touch and apprised forthwith on all matters of import.