



MASTER TRUST LIMITED

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS (Pursuant to Clause Clause 49(II)(B)(7) of the Listing Agreement)

1. Preamble:

The Clause 49(II)(B)(7) of the Listing Agreement (effective from October 1, 2014) with the Stock Exchanges stipulates that:

a) The Company shall familiarise 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.

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

2. Familiarization module for Independent Directors:

The module will be on the following lines and will be restructured as and when Necessary.

a. **Objective:** The Company will follow a structured orientation programme for the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis.

b. Familiarization Process :

i. When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairperson, Managing Director, Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company's business activities.

ii. The Company may conduct an introductory familiarisation program / presentation, when a new Independent Director comes on the Board of the Company.

iii. The Company shall conduct Periodical meetings/programmes and visits of Independent Directors and make presentations to the Independent Directors to familiarize them with the strategy, operations and functions of the Company.

vi. The programs and presentations will enable the Independent Directors to interact with the senior management teams of the Company and give them insight into the Company's strategy, business model, operations, markets, organization structure,

finance, technology, quality, facilities and risk management and such other areas of relevance, the programs / presentations shall also familiarise the Independent Directors with their roles, rights and responsibilities;

- v. A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, insurance cover, Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors.
- vi. The Company will also share with the Independent Directors, periodical newsletters and communications, as circulated to the employees of the Company.
- vii. The Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time; and

3. Programme and disclosure:

- i. Familiarisation programme will be conducted “as needed” basis during the Year.
- ii. As and when familiarisation programme is conducted, the same will be disclosed on the website of the Company

4. Review of the Program:

The Board will review this Program and make revisions as may be required from time to time.