

KSS, LIMITED

Familiarisation Programme for Independent Directors (in terms of clause 49 of the Listing Agreement)

Preamble:

Clause 49(II)(B)(7) of the Listing Agreement stipulates that the Company shall familiarize Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company etc., through various programs.

The details of such familiarization programs shall be disclosed on the Company's website and a web link thereto shall be given in the Annual report.

KSS Familiarisation module :

At the time of appointing an Independent Director, a formal letter of appointment/Code of Conduct is given to him/her which inter-alia explains the role, function, duties and responsibilities expected from him/her as a Director of the Corporation.

At the outset, all Independent Directors are provided an overview of;

- Criteria of independence applicable to Independent Directors as per clause 49 of the Listing Agreement on Corporate Governance and the Companies Act, 2013;
- Role, functions, duties, responsibilities and liabilities of Independent Directors;
- Directors' Responsibility Statement forming part of the Board's Report;
- Vigil Mechanism including Policy formulation, disclosures, Code of Conduct for Independent Directors;
- Financial Controls, overseeing risk management process, financial management matters, Corporate Social Responsibility (CSR) initiatives adopted by the Corporation, Stakeholders' matters, Board effectiveness, strategic direction, competition update, Corporation's performance update on periodic basis, monthly MIS etc.;
- Fraud response plan, Audit Committee approval, review and approval process;
- Risk Management Systems & Framework; and
- Board Evaluation Process and Procedures

With a view to familiarize them with the Organization's functions, the Directors are also given detailed presentations giving the Organizational set up of the Corporation, functioning of various divisions/departments, Corporation's market share and markets in which it operates, governance and internal control processes and other relevant information pertaining to the Corporation's business. Compliances required under the Companies Act, Clause 49 of the Listing Agreements and other relevant regulations are explained.

The above initiatives help Directors to understand the Corporation, its business and regulatory framework in which the Corporation operates and equips them to effectively fulfill their role as Directors of the Corporation.

Quarterly updates on relevant statutory changes and judicial pronouncements encompassing important amendments are briefed to Directors.

The Corporation through its Senior Managerial Personnel conducts programs/presentations to familiarize Independent Directors with the functioning of the Corporation. Such programs/presentations provide an opportunity to Independent Directors to interact with the Senior Management team of the Corporation and helps them to understand the Corporation's strategy, business model, operations, service and product offerings, markets, Organization structure, facilities and risk management and such other areas. Presentations are made regularly to the Board of Directors/Audit Committee. Minutes of the meetings of Audit Committee and other Board Committees are also circulated to the Board to keep them abreast of Organizational developments. Directors are also given opportunity to interact with the Committee members, Functional Heads and Senior Management Team.

The Board of Directors has complete access to the information within the Corporation. Independent Directors have freedom to interact with the Corporation's management. Interactions happen during Board/Committee Meetings when Division/Business Heads are requested to update and brief the Board about performance of their Division/Business. Apart from this, they also have independent interaction with the Statutory Auditors and Internal Auditors. Further, they meet periodically without the presence of any management personnel and their meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the affairs of the Corporation and put forth their combined views to the Board of Directors.