

SKIL INFRASTRUCTURE LIMITED

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

LEGAL FRAMEWORK

Pursuant to Clause 49 of the Listing Agreement which became effective from October 1, 2015, 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.

DEFINITIONS

1. **“Board of Directors”** or **“Board”** means the Board of Directors of the Company, as constituted from time to time.
2. **“Company”** shall mean SKIL Infrastructure Limited.
3. **“Independent Director”** means a Director who satisfies the criteria for independence as prescribed under Section 149 of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’).

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

All the Directors of the Company are updated as and when required, of their role, rights, responsibilities under applicable provisions of the Companies Act and the Listing Regulations; nature of industry in which the Company operates, business model of the Company, etc. The Company holds Board and the Committee Meetings from time to time.

The Board of Directors has complete access to the information within the Company. The Minutes of Meetings of various committees are periodically circulated to the Board. The Independent Directors have the freedom to interact with the Company’s Management.

Directors are also informed of the various developments in the Company through various modes of communications.

All efforts are made to ensure that the Directors are fully aware of the current state of affairs of the Company and the industry in which it operates.

DISCLOSURES

As per the Listing Regulations, the details of familiarization programmes imparted to Independent Directors, including the following details:-

- (i) Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date);
- (ii) Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date); and
- (iii) Other relevant details;

shall be disclosed on the website of the Company (i.e., www.skilgroup.co.in).

Further, the web link, where details of familiarisation programmes imparted to the Independent Directors are disclosed, shall be provided in the Annual Report of the Company.

MISCELLANEOUS

Any terms used hereinabove but not defined shall have the same meaning ascribed to it in the Listing Regulations, the Companies Act, 2013 or Rules made thereunder and/or other applicable laws in this regard.

AMENDMENT

Any subsequent amendment/modification in the Listing Regulations, the Companies Act, 2013 and/or other applicable laws in this regard shall automatically apply.

The Board can recommend any amendment hereinabove, as and when it deems fit.

Details of amendment:

Amended on	November 5, 2015 and made effective from December 1, 2015.
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