

SHALBY[®] **MULTI-SPECIALTY** **HOSPITALS**

**Policy on Familiarization Program for
the Independent Directors**

REGISTERED AND CORPORATE OFFICE

Shalby Limited

Opposite Karnawati Club
Sarkhej Gandhinagar Highway
Near Prahlad Nagar Garden
Ahmedabad – 380 015
Gujarat, India

CIN: L85110GJ2004PLC044667

1. INTRODUCTION

Clause 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (“**Listing Regulations**”) mandates listed companies to familiarize the Independent Directors with the company, their roles, rights and responsibilities in the company, nature of the industry in which the company operates, business model of company etc. through various programs

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

This familiarization program for the Independent Directors of Shalby Limited (“**the Company**”) has been adopted by the Board of Directors at its meeting held on December 20, 2016, pursuant to Clause 25(7) of the Listing Regulations.

2. OBJECTIVE

The program aims to provide insight into the Company to enable the Independent Directors to understand nature of industry in which Company operates, its business and operation in depth etc. through suitable program including meeting, presentation, discussions, seminars etc. and contribute significantly to the growth of the Company.

3. APPLICABILITY

The Familiarization programs will be conducted for existing as well as new Independent Directors of the Company.

4. DEFINITIONS

“**Board of Directors or Board**” shall mean the board of directors of the Company;

“**Independent Director**” shall mean someone who does not have any material or pecuniary relationship with the company/directors, and meets the criteria prescribed under section 149(6) of the Companies Act, 2013;

“**Key Managerial Personnel**” shall have the meaning ascribed to such term under section 2(51) of the Companies Act, 2013;

“**Senior Management**” shall have the meaning ascribed to such term under regulation 16(1)(2) of the Listing Regulations.

5. FAMILIARIZATION AND CONTINUING EDUCATION PROCESS

- I. The Company through its chairman / managing director / executive director/ Key Managerial Personnel shall conduct programs/ presentations periodically to familiarize the Independent Directors to interact with the strategy, operation and functions of the Company.
- II. Such programs /presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.
- III. The programs/presentations also familiarize the Independent Directors with their roles, rights and responsibilities.
- IV. When a new Independent Director appointed on the Board of the Company, a meeting is arranged with the chairperson, managing director, and the chief executive officer/chief financial officer to discuss the functioning of the Board of Directors and the nature of the operation of the Company's business activities.
- V. New Independent Directors are provided with copy of Annual Reports of the Company, the Code of Conduct for the Directors and Senior Management of the Company and the Code of Conduct for Prevention of Insider Trading.
- VI. Apprising about various statutory and regulatory development, updates, corporate governance, relevance of such statutory development in relation to Company's business and management perspective through meetings & presentation or other communique.
- VII. The above program will also include the familiarization on statutory compliances as a Board member including their roles, duties, rights and responsibilities.
- VIII. Present Management Information Report in the Agenda of the Board Meeting, which encompass details relating to business such as Annual Operating Plan, unit wise business, capital expenditure plan and updates thereon, change in senior management personnel, litigation matters, etc.
- IX. The Company shall also circulate the news and articles related to the industry in which the Company operates on regular basis and may provide specific regulatory updates from time to time.

- X. The Company may conduct an introductory familiarization program/ presentation, when a new Independent Director appointed on the Board of Directors.

6. OTHER INITIATIVES TO UPDATE THE INDEPENDENT DIRECTORS ON CONTINUOUS BASIS

The Independent Directors get an opportunity to visit the Company's hospitals, where the Company's unit heads appraise them of the operational and sustainability aspects of the hospitals to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality, Corporate Social Responsibility etc.

At various board meetings during the year, the Board of Directors is briefed on the risk management, company policies, and changes in regulatory environment applicable to the corporate sector and to the industry in which it operates, business performance, operations, senior management change, major litigations, compliances, subsidiary information and other relevant issues.

7. DISCLOSURE

The Policy will be uploaded on the Company's website for public information and a web link of the same shall also be disclosed in the Annual Report of the Company as required under the Listing Regulations.

8. REVIEW OF THE PROGRAM

The Board of Directors may review this program and make suitable modification as may be required from time to time.
