



SUNDARAM - CLAYTON LIMITED

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

This Familiarization Program ("the Program") for Independent Directors of Sundaram – Clayton Limited ("the Company") has been adopted by the Board of Directors, pursuant to Clause 49 of the Listing Agreement.

1. Purpose

The Program aims to provide insights into the Company to enable the Independent Directors for familiarizing with their roles, rights, responsibilities in the Company, nature of industry, in which the Company operates, its business model through various programmes and understand its business in depth and contribute significantly to the Company.

2. Overview of the familiarization Programme

2.1 All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company. The appointment letter issued to Independent Directors *inter alia* sets out the expectation of the Board from the appointed director, their fiduciary duties and the accompanying liabilities that come with the appointment as a director of the Company.

2.2 The Company through its executive directors / senior managerial personnel conducts programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company. Periodical presentations are made at the Board and Board Committee meetings on business and performance updates of the Company, business strategy and risks involved;

2.2 Such programs / presentations provide an opportunity to the Independent Directors to interact with the senior leadership team 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;

2.3 The Company will circulate news and articles related to the industry on a regular basis and provide specific regulatory updates from time to time;

2.4 The Company will conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company;

2.5 Site visits to plant locations are organized for the Directors to enable them to understand and familiarise with the operations of the Company;

2.6 Independent Directors are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry segments of which it is a part. Further, when required, they meet without the presence of the Company's Management Personnel to discuss matters pertaining to the Company's affairs and put forth their combined views to the Chairman and Managing Director.

3. Review of the Program

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