

HARDCASTLE AND WAUD MFG.CO. LTD.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

PURPOSE AND OBJECTIVE OF THE PROGRAMME

- To provide insights into the Company to enable the Independent Directors to understand the Company's business in depth that would facilitate their active participation in managing the Company.

FAMILIARIZATION AND CONTINUING EDUCATION PROCESS

- The Company through its Managing Director / Key Managerial Personnel conducts programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.
- Such programmes /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 crop up from time to time.
- The programmes/presentations also familiarise the Independent Directors with their roles, rights and responsibilities.
- When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Managing Director to discuss the functioning of the Board and the nature of the operation of the Company's business activities.
- New Independent Directors are provided with a copy of the Company's latest Annual Report, Code of Conduct and Code of Conduct for Prevention of Insider Trading.
- An Appointment Letter is issued for the acceptance by the Independent Director concerned.

OTHER INITIATIVES TO UPDATE THE DIRECTORS ON A CONTINUING BASIS

- At various Board meetings during the year, presentations are made to the Board on safety, health and environment and sustainability issues, risk management, company policies, changes in the regulatory environment applicable to the corporate sector and to the industry in which the Company operates.
- Quarterly presentations on operations made to the Board include information on business performance, operations, financial parameters, working capital management, fund flows, internal control processes and other relevant information.
- Quarterly results of the Company are provided to the Directors.