

ACI INFOCOM LIMITED
Familiarisation Program for Independent Directors
ADOPTED BY BOARD AT MEETING ON 29.05.2015

PREAMBLE

In terms of the Clause 49 of the Listing Agreement and Schedule IV of the Companies Act, 2013, the Company is required to conduct Familiarisation Programme for Independent Directors to familiarise them with the Company, about 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.

PURPOSE & OBJECTIVE

The Programme aims to provide insights into the Company to enable the Independent Directors to understand their roles, rights, responsibilities in the Company and get updated on the business and operations of the Company and contribute significantly to the Company.

Details of Familiarisation Programme

1. Each newly appointed Independent Director is taken through a formal induction program including the presentation from the Managing Director & CEO on the Company's operations, marketing, finance and other important aspects.
2. The Chief Compliance Officer/Chief Operating Officer briefs the Independent Director an overview of the following legal and regulatory requirements:
 - 2.1 Criteria of independence applicable to Independent Directors as per Clause 49 of the Listing Agreement on Corporate Governance and the provisions of Companies Act, 2013.
 - 2.2 Compliance Personnel on whom reliance can be placed by the Independent Directors.
 - 2.3 Roles, functions, duties, responsibilities and liabilities of Independent Directors.
 - 2.4 Directors Responsibility Statement forming part of Board's Report.
 - 2.5 Vigil Mechanism including policy formulation, disclosures, code of Independent Directors, Fraud response plan, obtaining Audit Committee approval, wherever required

2.6 Risk Management Systems and framework.

2.7 Dealing with Related party transactions under the Companies Act,2013, and the Listing Agreement.

2.8 Board Evaluation Process and Procedures.

3. The induction for Independent Directors includes interactive sessions with Directors, Business and Functional Heads and if possible undergoing a session with Institute of Independent Directors (Session for 2 days covering Schedules and cost about Rs. 40000/- per person.)
4. The Independent Directors get the opportunity to visit Company's various terminals to enable them to have full understanding of operating processes followed by the Company and the operations Standards Practices in which it operates.

29.05.2015