



Ports and  
Logistics

## **ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED**

### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

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## FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS OF ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED

The Familiarization Program (“the Program”) for Independent Directors of Adani Ports and Special Economic Zone Ltd. (“the Company”) has been adopted by the Board of Directors pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

### 1. Purpose

The program formulated with the objective of making the Independent Directors of the Company accustomed to their roles and responsibilities is divided into various modules with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

The Program has been designed considering the specific needs of contemporary Corporate Governance and the expected obligations of Independent Directors in view of the onerous responsibility conferred by the Companies Act, 2013 and the Listing Agreement as amended from time to time.

### 2. Familiarization Process

The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

The program essentially has two broad components –technical and behavioural. The technical component shall enable the participants to understand Company business, strategies, industry dynamics and its growth plans and prepare them for an active role in Company. The behavioural component shall empower the participants to understand board procedures and help them to be effective in board activities. The Program also aims to offer a conceptual framework based upon current expectations which require the Independent Directors to adhere to a code and standard of ethics and integrity for fulfillment of their responsibilities in a professional and faithful manner to promote confidence of the investment community particularly minority shareholders, regulatory authorities and the stakeholders at large.

The program shall be conducted in such manner as to facilitate and convenience

the Independent Directors and enable them to attend the same in view of their busy schedules.

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

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

### **3. Disclosure of the Policy**

This policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

### **4. Review of the Program**

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

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**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED ("THE COMPANY") DURING FY 2015-16:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/ familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors during the year	Two Programmes: i) 01.11.2015 ii) 29.03.2016
Number of hours spent by Independent Directors in such programmes during the year	Approx. 7 Hours
Purpose of Programme	<ol style="list-style-type: none"> <li>1) To update Independent Directors of the Company regarding scale and details of its operations</li> <li>2) Overview of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015</li> <li>3) Business Model of the Company</li> <li>4) Rights and Responsibility of Independent Directors.</li> </ol>

**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED (“THE COMPANY”) DURING FY 2016-17:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/ familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors during the year	02.07.2016
Number of hours spent by Independent Directors in such programmes during the year	Approx. 8 Hours
Purpose of Programme	<ol style="list-style-type: none"> <li>1) To update regarding scale and details of operations of various projects of the Company and its Subsidiaries</li> <li>2) Presentation on Security at Adani</li> <li>3) Sustainability Report</li> </ol>

**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED (“THE COMPANY”) DURING FY 2017-18:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/ familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors during the year	Two Programmes: i) 12.08.2017 ii) 13.11.2017
Number of hours spent by Independent Directors in such programmes during the year	Approx. 10 Hours
Purpose of Programme	1) To update regarding scale and details of operations of various projects of the Company and its Subsidiaries 2) Presentation on Cyber Security 3) Deep drive discussion on Dhamra Port

**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED (“THE COMPANY”) DURING FY 2018-19:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/ familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors during the year	Three Programmes: i) 29.06.2018 ii) 06.08.2018 ii) 05.03.2019
Number of hours spent by Independent Directors in such programmes during the year	Approx. 16 Hours
Purpose of Programme	1) Deep drive discussion on Ennore, Kattupalli, Dahej and Hazira Port  2) Presentation on Environment Governance Structure, Safety Audit, CSR  3) Presentation on Container & Logistics Business, Strategic Direction, Technology & Human Resources, Macro and Business Outlook 2019-20



**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED (“THE COMPANY”) DURING FY 2019-20:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/ familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	Four Programmes: i) 27.05.2019 ii) 06.08.2019 iii) 11.11.2019 iv) 04.02.2020
Number of hours spent by Independent Directors in such programmes during the year	Approx. 12 Hours
Purpose of Programme	1) Presentation on Logistics business, Strategy, Risk Management & Human Resources  2) Deep drive discussion on Dhamra Port  3) Deep drive discussion on Hazira Port  4) Annual Economic outlook 2020-21

**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED (“THE COMPANY”) DURING FY 2020-21:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/ familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	Three Programmes: i) 11.08.2020 ii) 03.11.2020 iii) 09.02.2021
Number of hours spent by Independent Directors in such programmes during the year	Approx. 10 Hours
Purpose of Programme	1) Overview on Competition Law 2) Deep drive discussion on Adani Logistics 3) Deep drive discussion on Container Terminal Business 4) Digital Technology – APSEZ journey to Ports of future 5) Cyber Security Risk (including assurance on customer data security)

**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED (“THE COMPANY”) DURING FY 2021-22:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/ familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	Two Programmes: i) 14.07.2021 ii) 22.09.2021
Number of hours spent by Independent Directors in such programmes during the year	Approx. 8 Hours
Purpose of Programme	1) To update Independent Directors of the Company regarding scale and details of its operations; 2) Rights and Responsibility of Independent Directors; 3) Deep drive discussion on Container Terminal Business; 4) Recent Changes in the regulatory framework.

**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED (“THE COMPANY”) DURING FY 2022-23:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/ familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	Five Programmes: i) 06.08.2022 ii) 31.10.2022 iii) 15.12.2022 iv) 26.02.2023 & 27.02.2023 v) 24.03.2023
Number of hours spent by Independent Directors in such programmes during the year	Approx. 20 Hours
Purpose of Programme	1) Deep dive discussion on Ocean Sparkle Limited; 2) Deep dive discussion on NRC Limited; 3) Overview briefing on Adani portfolio & ESG update; 4) Deep dive discussion on Dhamra Port and Dhamra Port site visit; 5) ESG session

**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF ADANI PORTS AND SPECIAL ECONOMIC ZONE LIMITED ("THE COMPANY") DURING FY 2023-24:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/ familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	Five Programmes: i) 25.08.2023 ii) 29.09.2023 iii) 24.11.2023 & 25.11.2023 iv) 12.12.2023 v) 23.02.2024
Number of hours spent by Independent Directors in such programmes during the year	Approx. eight hours during the year Cumulative time approx. 40 hours
Purpose of Programme	i) Update on Capital Markets and Adani Airports ii) An overview of ESG Bravus Australia & ESG Global Trends iii) Credit summary, Hydrogen Business & Data Centre site visit iv) Update on Business, Strategic Direction, Technology & Human Resources v) Credit Summary, ABEX Assurance & Renewable Site visit