

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

BACKGROUND

Ansal Properties & Infrastructure Limited {including its subsidiaries, affiliates, associate(s), joint venture(s), group company (ies)} (hereinafter referred as the 'Company' or 'APIL') believes in the conduct of its affairs in a fair and transparent manner by adopting distinctly acceptable standards of professionalism, honesty, integrity and ethical behaviour and complete compliance of laws, as amended from time to time.

INDEPENDENT DIRECTORS

The Company has independent directors by number & distinctive background in full compliance with the provisions of the Companies Act 2013, its applicable Rules and the listing agreements entered by the Company with stock exchanges. Such Independent Directors are holding positions, as such, for considerable period with the exception of the one recently appointed as the independent Woman Director.

RELEVANT LAWS

In accordance with requirements of Clause 49 of the Listing Agreement and Schedule IV of the Companies Act, 2013 read with the applicable Rules, the Company generally familiarises and shall do so from time to time, the Independent Directors of 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.

OBJECTIVE

The objective of the Program is to provide insights into the Company to enable the Independent Directors to understand its business exhaustively and contribute significantly to the growth of the Company.

FAMILIARIZATION PROCESS

Independent Directors are given opportunity to familiarize themselves with the Company, its management and its operations and Industry perspective & issues. They interact, from time to time, with the management personnel and have access to the required documents for enabling a good understanding of the Company, its business and operations and the real estate industry as a whole.

DURING BOARD MEETINGS/THEREAFTER

While discussing the Budget/ Business Plans of the Company and their implementation, from time to time, at the Board meetings and thereafter, the

Independent Directors are apprised with the particulars of various Projects, their progress, the financials and the markets therefore by various project heads and/or their senior officers. They are also acquainted with the overall business scenario of the Company.

PROJECTS VISITS

The Independent Directors also get the opportunity to visit various Company's Projects, where senior heads apprise them of the progress to enable them to have full understanding & appreciation of the on-site activities, the opportunities & threats of the Company. The Board meetings are also held occasionally though sparingly at the Project sites facilitating familiarisation by the Independent Directors the nuances of business.

TRAINING SESSIONS

Whenever required the Independent Directors shall as the business environments /requirements necessitate be put through familiarisation programmes for dealing with the complexities of the business of the Company, the industry, the laws and their roles/rights/responsibilities connected therewith.

COMMUNICATIONS

Management mailers shall be sent to the Independent Directors on all significant industry and the Company news items and other subjects including updated legal compliances as they emerge from time to time.

Overall efforts are and would be made to ensure that the Independent Directors are familiar with the state of the Company's affairs and the industry in relation to their overall milieu.

DISCLOSURE OF THE PROGRAM

This Program is being uploaded on the Company's website for public information and a web link for the same shall, as well, be available in the Annual Report of the Company.

REVIEW OF THE PROGRAM

This Program shall be reviewed from time to time, as be required.

**{CHAIRMAN}**11th February, 2015