

MARGO FINANCE LIMITED

FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS

Preamble

In terms of Clause 49(II)(B)(7) of the Listing Agreement, the Company is required to conduct the Familiarisation Programme for Independent Directors (IDs) to familiarise them 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 initiatives.

Overview of the Familiarisation process

The Company issues a letter of appointment to the new Independent Director containing, inter alia, their role, rights, responsibilities, duties and liabilities. In order to get familiarized with the business and operations of the Company, the Company also provides to the new Independent Director all information and documents such as the Memorandum and Articles of Association, latest Annual Report, copy of the Code of Conduct for Directors and Senior Management/Code of Conduct for Independent Directors, copy of the Company's Code for Prohibition of Insider Trading, documents containing information about the Industry in which the Company operates, Business model, capital structure, organization structure, , brief profile of the Board of Directors and Key Managerial Personnel (KMP) etc. The Company also informs the new Independent Director about the various disclosures and declarations to be submitted by him to the Company as per the regulatory requirements and policies of the Company. The Independent Directors are given complete access to any information relating to the Company.

During the Financial Year, the Company conducted familiarization programmes for Independent Directors. The objective of the familiarization programmes was to provide deeper insights into the operations of the Company to enable the Independent Directors to understand business, to interact with other Directors as well as members of the senior management of the Company, to understand strategy and long term vision, business model, operations, financial services, markets, organization structure, various policies of the Company. Familiarization Programmes were attended by the Independent Directors of the Company. The brief proceedings of the said Familiarization Programmes are given below.

Detailed presentation on the Company business models, expansion, the current market scenario, the challenges ahead for the Non-Banking Finance Companies engaged in providing finance and future outlook etc. They apprised the Independent Directors of their working in the Company. They also replied to the queries raised by the Independent Directors in the course of the presentation.

A detailed presentation was made on overview of Companies Act, 2013, key amendments to clause 49 of the Listing Agreement with stock exchange, revised regulatory framework for NBFC as per the circular of Reserve Bank of India (RBI) dated November 10, 2014.

The presentation also included the roles, rights, duties and responsibilities, limits of Directorships, code of conduct of Independent Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholder's Relationship Committee, Internal financial control, Director's responsibility statement, fraud and vigil mechanism, risk and compliance management, related party transactions, loans and investments, financial statements, accounting standards, auditors etc. under the provisions of the Companies Act, 2013 and the Listing agreement with the stock exchanges.