

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Preamble

Clause 49 (II) (B) (7) of the Listing Agreement with the Stock Exchange and Schedule IV of the Companies Act, 2013 stipulated that :

- a) The Company shall familiarise the Independent Directors with the Company, 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.
- b) The details of such familiarisation programmes shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

Objective

The Company shall follow familiarisation programme to enable the Independent Directors to understand the Company, its business and the regulatory framework in which the Company operates and equips them to effectively fulfil their role as a Director of the Company.

Familiarisation Programme

1. At the outset, all the Independent Directors are provided an overview of
 - Criteria of independence applicable to Independent Directors as per clause 49 of the Listing Agreement on Corporate Governance and the Companies Act, 2013;
 - Role, functions, Duties, Responsibilities and liabilities of Independent Directors;
 - Directors Responsibility Statement forming part of Boards' Report;
 - Vigil Mechanism including policy formulation, disclosures;
 - Audit Committee approval, wherever required;
 - Risk Management framework;
 - Board Evaluation Process and Procedures;
 - Code of conduct for Board Members and Senior Management;
 - Code of conduct specially for Independent Directors specifying their duties;
 - Dealing with Related Party Transactions under the Companies Act, 2013 and the Listing Agreement;
 - Terms of reference mandated for each of the Committee constituted
 - Compliances required from each of the Independent Director under the Companies Act and Clause 49 of the Listing Agreement.



2. When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairperson, Managing Director, Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company's business activities.
3. New Independent Director is provided with copy of a latest Annual Report, Company's Code of Conduct for Board Members and Senior Management, Code of Conduct for Independent Directors, Code of Conduct for Prevention of Insider Trading etc.
4. New Independent Director gets an opportunity to visit Company's plants, where plant incharge appraise them of the operational and sustainability aspects of the plants to enable him to have full understanding of the activities of the Company and initiatives taken on safety, quality etc.
5. A formal letter of appointment is given to newly appointed independent director subsequent to approval of his appointment by the Members of the Company, which inter-alia explains
 - the role, function, duties and responsibilities expected of him as a Director of the Company;
 - remuneration for attending each meeting of Board and its Committee, D&O insurance provided, performance evaluation process applicable statutorily.
6. The Company shall through its Chief Executive Officer conducts presentations at the time of Board Meeting to familiarize the Independent Directors with the strategy, operations and functions of the Company which provide them an opportunity 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, technology, quality, facilities, targets, capital budget etc.
7. Quarterly presentations on operations made to the Board include information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management change, major litigation, compliances, donations, regulatory scenario etc.
8. Independent Director has an opportunity to interact with the Statutory Auditors, the Internal Auditors and external advisors of the Company.
9. Separate meeting of Independent Directors is held for performance appraisal of non-independent directors without their attendance and Members of Management.

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.

Review

The Board will review this programme and make revisions, as may be required from time to time.

