

## **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

### **Preamble**

In accordance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, the Company is required to develop a Familiarisation Programme for the Independent Directors of the Company.

### **Objective**

The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company. The programme also intends to improve awareness of the Independent Directors on their roles, rights, responsibilities towards the Company.

Further, the Familiarisation Programme should also provide information relating to the financial performance of the Company and budget and control process of the Company.

### **Administaration**

The Familiarization programme for the Directors will be administered and monitored by Nomination and Remuneration Committee.

The Managing Directors or such other authorised officer(s) of the Company shall lead the Familiarisation Programme on aspects relating to business / industry. The Chief Financial Officer or such other authorised officer(s) of the Company may participate in the programme for providing inputs on financial performance of the Company and budget, control process, etc.

### **Familiarisation and Orientation Process**

- A familiarisation pack is handed over to the new inductee, which include the Company's Corporate Profile, its Mission, Vision and Values Statement, Organisational structure, the Company's history and milestones, Board of Directors of the Company, latest Annual Report, GAAP, Code of Conduct applicable to Directors & Senior Management/ employees of the Company, the 'Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices' along with a summary on do's and don'ts pertaining to Insider Trading issues.
- The Company shall conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board;
  - 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 Independent Directors are made aware of their roles, rights and responsibilities at the time of their appointment / re-appointment through a formal letter of appointment which also stipulates the various terms and conditions of their engagement.

#### Continual familiarisation Programme :

- The Company shall follow a structured orientation and training programme for the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis.
- On an on-going basis, the Company, through its Managing Director & CEO and the Senior Managerial Personnel, conducts programs / presentations to familiarise the Independent Directors with the strategy, operations and functions of the Company.
- Such programs / presentations provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organisation structure, facilities and risk management and such other areas.
- Meetings with Company Executives are also arranged to better understand the business and operations of the Company.

#### Frequency

The Company shall conduct a Familiarisation/ Orientation programme for the newly appointed Directors at the commencement of their tenure, in a manner, as may be deemed appropriate by the Board e.g. presentations, brief notes, etc.

The Training programme for apprising the Directors about the Company's working, industry developments, changes or amendments in the rules and regulations governing the Company, etc. shall be conducted as and when require.

In terms of Clause 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall familiarize 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.

Details of Familiarization sessions held pursuant to the Policy are as follows:

Date of Programme	Area Covered
09-11-2015 ( 4 Hours Programme)	Annual Report, Code of Conduct applicable to Directors & Senior Management/ employees of the Company, the 'Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices'
12-2-2016 ( 4 Hours Programme)	Compliance Involve in New Listing Agreement effective on 1 <sup>st</sup> December, 2015
12-08-2016 (4 Hours programme)	Annual Report, The Independent directors were informed about the Company, its products, business and the on-going events relating to the Company.
14-02-2017(4 Hours programme)	Presentations by Departments Heads were given to get familiarized the Independent Directors about the systems, procedures, products and overall operational system of the Company.

21-08-2017 (4 Hours programme)	Annual Report, Company Financial performance compare to the last financial year and a brief lecture has given on the systems, procedures, products and overall operational system of the Company.
12-02-2018(4 Hours programme)	Independent directors of the Company are made aware of their role, responsibilities and liabilities at the time of their appointment/re-appointment. . They are also made aware of Company's board and board committee framework, policies and procedures.
13-08-2018 (4 Hours programme)	Annual Report, Company performance compare to the last financial year a brief discussion was made for the growth and future strategy of the Company Independent directors have contributed efficiently in the discussion..
14-02-2019 (4 Hours programme)	Independent directors of the Company are made aware of amendments incorporated in SEBI (LODR) Regulation, 2015 and the impact of the same on their role, responsibilities towards the Company. Functions of the various committee as per new amendments were discussed and adopted.
30-05-2019 (4 Hours programme)	Company Financial performance compare to the last financial Discuss the strategy and Business strategies, Business performance, operations review, quarterly and annual results, capital budgets etc.
14-02-2020 (4 Hours programme)	During the financial year 2019-20, one programme, with Concept of Cyber Security was conducted on wherein subject matter experts familiarized Independent Directors with:  Particularly, evolution of technology; its significance for business; challenges in managing cyber risk; Global Cyber Attacks and case studies; various aspects of cyber risk in manufacturing & its discovery; Cyber Risk associated with Boardroom & key information assets; Cyber Risk Defence & Response etc

Details of attendance of Independent Directors in Familiarization Sessions are as follows:

Sl. No.	Name of Independent Director	No. of the Sessions attended FY 2015-16	No. of the Sessions attended FY 2016-17	No. of the Sessions attended FY 2017-18	No. of the Sessions attended FY 2018-19	No. of the Sessions attended FY 2019-20	No. of hours spent in the Sessions attended for FY 2015-16	No. of hours spent in the Sessions attended for FY 2016-17	No. of hours spent in the Sessions attended for FY 2017-18	No. of hours spent in the Sessions attended for FY 2018-19	No. of hours spent in the Sessions attended for FY 2019-20
1	Mr. Mahavir Prasad Gupta	2	2	2	2	2	8	8	8	8	8
2	Mr. Mohan Lal Mangla	2	2	2	2	2	8	8	8	8	8
3	Ms. Nisha Paul	2	2	2	2	2	8	8	8	8	8
4	Mr. Sunil Kumar Jain	2	2	2	2	2	8	8	8	8	8
5	Mr. Vijay Kumar Sood	2	2	2	2	2	8	8	8	8	8
6	Mr. Vijender Kumar Jain	2	2	2	2	2	8	8	8	8	8