

Familiarisation Programme for Independent Directors

Preamble

Regulation 25(7) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 inter-alia stipulates that the Company shall familiarize the Independent Directors with the Company ,theirs rules, rights, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company etc. through various programmes.

Purpose and Objectives

The familiarization programme is structured to assist the Independent Directors to understand the Company and its business so as enable them in effective discharge of their duties.

Overview of the Familiarisation process at the time of Appointment

At the time of appointment, the Independent Directors are informed about their role and responsibilities and are given an overview of business, operations and business model of the Company including Cable divisions. Independent Directors are also provided with copies of the following documents:

- A) Annual Report of the Company
- B) Criteria of Independence applicable on Independent Directors as per the Regulation 16(b) of the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.
- C) Code of conduct for Board Members under Regulation 26 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- D) Code of conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015.
- E) Memorandum and Articles of Association of the Company
- F) Scope of Committee as and when appointed in any Committee.

Regular Familiarization Modules

Presentations on the business and performance of the Company are made at the Board Meetings to familiarize the Independent Directors with strategy, operations, future plans and functions of the Company. The Programme aims to provide insight into the Company to enable the Independent Directors to be in a position to take well informed timely decisions and contribute significantly to the Company.

FY 2017-18

Shri Amitav Kothari, Independent Director of the Company take part a programme of familiarization, process of production of paper in the Plant, Dandeli, Karnataka from 12.08.2017 to 13.08.2017 organized by the Company.

FY 2018-19

Independent Directors are made aware of SEBI (LODR) (Amendment) Regulations, 2018, through PPT at the Meeting, as a part of familiarization programme.

FY 2019-20

Independent Directors are made aware of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, through PPT at the Meeting, as a part of familiarization programme.

FY 2020-21

As a part of Familiarization Programmes, Independent Directors are made aware of followings during 2020-21 through PPT presentation at the meetings:

- 1) Presentation on Corporate Governance and Independent Director, elaborating concept of Corporate Governance, Chairman, Board of Directors and enlighten the provisions of the Companies Act, 2013 and SEBI Regulations, regarding Independent Directors duties, roles and functions.
- 2) Presentation on the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, briefing the concept of Corporate Social Responsibility(CSR), provisions regarding administration expenses, policy, identification and execution of CSR activities/programmes, spending on CSR activities/programmes, disclosures on CSR and penal provisions.

FY 2021-22

As a part of Familiarization Programmes, Independent Directors are made aware of followings during 2021-22 through PPT presentation at the meetings:

- 1) Presentation on SEBI(Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2021 Dated 05.05.2021 covering Business Responsibility Report(BRR) and Business Responsibility & Sustainability Report(BRSR).