



BALRAMPUR CHINI MILLS LIMITED

Familiarisation Programme for Independent Directors

1. Preamble:

Independent Directors are appointed in a company to bring their experience, know-how and valuable skill set to add value to the operations of the Company and to act as watchdog for ensuring that proper standards of Corporate Governance are implemented in letter and spirit. Regular Familiarisation of Independent Directors keeps them updated about the regulatory and business affairs of the Company which further ensures their involvement and helps them to contribute effectively.

Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”) requires a Company to familiarise its Independent Directors through various programmes about the Company, including the following:

- a) nature of the industry in which the listed entity operates;
- b) business model of the company;
- c) roles, rights, responsibilities of independent directors; and
- d) any other relevant information.

Further, **Regulation 46(2)** of the Listing Regulations requires the Company to disseminate on its website the details of familiarization programmes imparted to independent directors including the following details:-

- a) number of programmes attended by independent directors (during the year and on a cumulative basis till date),
- b) number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and
- c) other relevant details.

2. Familiarisation Initiatives of the Company:

- a) At the time of appointment, a formal letter of appointment is issued to the Independent Director, explaining in detail the role, function, duties and responsibilities expected of him as a Director of the Company.
- b) 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, latest Annual Report, the '**Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons**' alongwith a summary on Do's and Don'ts pertaining to Insider Trading issues and the latest Annual Reports on CSR.
- c) In case the inductee is also inducted on the Audit Committee, such an inductee is also handed the Audit Committee Charter, the Internal Audit Charter and the Whistle Blower Policy.
- d) For on-going Familiarisation Programme the Company through its Chairman and Managing Director, Whole-time Director, Company Secretary and other Senior Managerial Personnel conducts programs/ presentations, to familiarize the Independent Directors with the strategy, operations and functions of the Company.
- e) 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, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time;
- f) The Company also circulates news and articles related to the industry and provides specific regulatory updates from time to time.

Disclosure pursuant to Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company strongly believes that effective familiarisation programme helps Independent Directors of the Company, not only to have greater insight into Company's business but also contributes effectively in decision making at Board / Committee meetings. The Board members are provided with necessary documents / brochures, reports and internal policies to enable them to familiarise with the Company's procedures and practices. Periodic presentations are made at the Board and Committee meetings on business and performance updates of the Company including Finance, Sales, Marketing of the Company's major business segments, practices relating to Human Resources, overview of business operations of associate companies, global business environment, business strategy and risks involved. Monthly / quarterly updates on relevant statutory, regulatory changes and landmark judicial pronouncements, if any, encompassing important laws are regularly circulated to the Directors.

Disclosure as required under the Regulation 46 of the Listing Regulations:

Number of programmes attended by independent directors	
- During the year 2022-23	4 (Four)
- On a cumulative basis since 1.12.2015 till date	11 (Eleven)
Number of hours spent by independent directors in such programmes	-
- During the year 2022-23	3 Hours
On a cumulative basis since 1.12.2015 till date	18 Hours
Other relevant details	-