

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS OF BHARAT BIJLEE LIMITED

1. PREAMBLE:

- 1.1 In terms of Clause 49(II)(B)(7) of the Listing Agreement (effective from October 1, 2014) with the Stock Exchanges, it is required 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
- 1.2 Also, in terms of Schedule IV of the Companies Act, 2013, the Independent Director are required to undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company, to keep themselves well informed about the company and the external environment in which it operates.

2. PURPOSE AND OBJECTIVE:

Accordingly, the Familiarisation Programme (hereinafter referred as "Programme") has been formulated with an objective:

- 2.1 To adopt a structured programme for orientation and training of Independent Directors at the time of their joining so as to enable them to understand the Company - its operations, business, industry and environment in which it functions and the regulatory environment applicable to it;
- 2.2 To update the Directors on a continuing basis on any significant changes therein so as to be in a position to take well-informed and timely decisions.

3. INITIAL FAMILIARISATION:

At the time of appointing an Independent Director, a formal letter of appointment is given to him/her, which inter alia explains the terms, role, duties and responsibilities expected of him/her as an Independent Director of the Company.

At the outset, all the Independent Directors are provided with an overview of the following;

- a) Criteria of independence applicable to Independent Directors as per Clause 49 of the Listing Agreement on Corporate Governance and the Companies Act, 2013;
- b) Time allocation by the Independent Directors on Financial Controls, Overseeing Systems of Risk Management, Financial Management Compliance, Corporate Social Responsibility, Stakeholders Conflicts, Board Effectiveness, Strategic Direction, Meetings and Performance Assessment;
- c) Roles, Functions, Duties, Responsibilities and Liabilities of Independent Directors;
- d) Code of Conduct for all Board Members and Insider Trading Regulations;
- e) Updates on business model, nature of industry, operations and financial performance of the Company;
- f) Performance Appraisal & Evaluation process;
- g) Disclosures and Business Interests;
- h) Term including Remuneration;
- i) Various Policies adopted by the Company including Vigil Mechanism Policy;
- j) Risk Management Systems & Policies;
- k) Dealing with Related party transactions under the Companies Act, 2013 and the Listing Agreement;
- l) Internal Financial Controls;
- m) Loans and Investments under the Companies Act, 2013;
- n) Update on significant amendments in corporate and other laws and its impact on the Company;
- o) Visits to Site / Plants, to enable them to have full understanding of manufacturing operations & process and working conditions/ atmosphere.

4. DISCLOSURE:

- 4.1 Familiarisation Programme will be conducted “as needed” basis during the year.
- 4.2 A copy of this Programme shall be posted on the website of the Company and a web link thereto, shall be provided in the Annual Report of the Company.

5. REVIEW OF THE PROGRAMME:

The Board will review this Programme and make revisions as may be required. Further, any subsequent amendment(s) / modification(s) in the Companies Act, 2013, Listing Agreement and / or other laws in this regard shall automatically apply to this Programme. The same shall be added / amended / modified from time to time by the Board with due procedure.