

## **FAMILIARIZATION PROGRAMME OF NILKAMAL LIMITED FOR INDEPENDENT DIRECTORS**

In accordance with requirements of Regulation 25 and 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 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.

The familiarization programmes which may be conducted for Independent Directors from time to time, would aim to provide understanding about the Company's business and its operations, business strategies, risk management procedure, regulatory environment in which the Company operates, among other things.

With a view to familiarize the Directors, Nilkamal Limited undertakes the following steps:

1. At the time of joining, an appointment letter is issued to the Independent Directors, which broadly outlines their statutory duties, roles, responsibilities as an Independent Director.
2. The newly inducted Director is given an Introductory Tool kit containing various policies of the Company including the Code of Conduct of Board and Senior Management Personnel and Code of Conduct to Regulate, Monitor and report trading by Designated Persons.
3. Presents before the Directors the details of the Company's policy on Directors and officers liability.
4. The new inductee is also appraised on the ongoing discussions at the Board meetings to enable him/ her to effectively participate at the Board meetings.
5. The Company arranges visit for Directors to the manufacturing facilities of the Company, as and when required, to enable them to better understand the manufacturing and operations process at such facilities.
6. The Company keeps all its Directors updated on the operations of the Company and key developments which may impact the Company, its performance and its human resources through presentations made at the meetings of Board from time to time. Such presentations, inter alia, include details of the industry in which Company operates, performance of the Company, updates on products of the Company, Company plans and strategies budgets, risk management mechanism, investments, funds flows, operations of subsidiaries and associates and such other information as may be required by them.
7. Business / functional heads and Company executives are invited at board meetings to provide a platform for interaction with the Company's key executives with the Directors and also to enable them to better understand the business and operations of the Company by way of presentation.

8. The Directors are also well intimated and updated with any new formation/acquisition and restructuring in the Company if taking place or any new business opportunities are foreseen by the Company.
9. The Board members are updated on various regulatory and other amendments and developments and its impact on the Company. The Independent Directors were also given a detailed overview of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re – enactment(s) thereof for the time being in force).
10. The Company encourages and recommends its Independent Directors participation at various programmes/presentations being conducted/made by the organizations to stay apprised on various changes and amendments in laws in the changing regulatory environment.

### **Familiarisation programs during the financial year 2022 – 23**

During the financial year 2022–23, the following discussions were held in the nature of familiarization to the Independent Directors and the Board of Directors of the Company:

<b>Sr. No.</b>	<b>Subject matter of the programmes</b>	<b>No. of. programmes attended by Independent Directors</b>	<b>No. of hours spent by Independent Directors</b>
1	Risk Management Update	2	3 hours
2	Business overview workshop	1	2 hour
3	Updates on amendments in Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	3	2 hours
4	Presentation on CSR Updates	2	1 hours
5	Presentation on Data Analytic Audit Function	1	1 hour
6	Business Updates	4	2 hours
7	Various other presentation made (at Board and Committee Meetings) on business performance	4	2 hours
8	Presentation on Cyber Risk Audit and IT processes & Functioning related to Cyber Security of the Company.	1	1 hour
9	Presentation on various new initiatives taken by the Company.	2	1 Hour
10	Presentation on amendments under various other Acts.	2	1 hour
	<b>Total</b>		<b>16 hours</b>

**Summary of Familiarization programme of Independent Directors till 31<sup>st</sup> March, 2023:**

Total no. of hours spent on familiarization programme in the financial year 2022-23.	Approximately 16 hours
Cumulative hours spent on familiarization till date (from 1 <sup>st</sup> April, 2015)	Approximately 123 hours