

Familiarisation Programme for Independent Directors

Background:

In accordance with requirements of Regulation 25(7) and 46(2)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (as amended from time to time), the Company takes adequate steps to familiarise Independent Directors on the following matters:

- a) nature of the industry;
- b) business model of the Company;
- c) roles, rights, responsibilities of the Independent Directors; and
- d) any other relevant information

and the details of such familiarisation programmes are required to be disclosed on the Company's website.

Familiarisation process

The Independent Directors of the Company through presentations at regular intervals are familiarised and updated with the strategy, operations and functions of the Company, the Steel Tubes and Pipes Industry as a whole, various regulatory and other amendments and developments. All the information sought by them is also shared with them for enabling a good understanding of the Company, its various operations and the industry in which it operates.

The Business heads / functional heads and Senior Management Personnel are invited at Board or Committee meetings, as and when required, 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.

The Independent Directors visit various plants of the Company, to understand the business operations of the Company.

At the time of joining, an appointment letter is issued to the Independent Directors for their acceptance, which broadly outlines their statutory duties, roles, responsibilities as an Independent Director, their remuneration and annual performance evaluation process and insurance cover. The Independent Directors are also informed of the important policies of the Company including the Code of Conduct applicable to Directors & Senior Management and Insider Trading Code.

Summary of Familiarisation Programme of Independent Directors for FY 2022-23:

In the above context and further to similar activities undertaken during the previous years, the Company, on continuous basis, carried out the following steps / activities for familiarization of the Independent Directors during FY 2022-23 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.

1. The Company, through presentations and briefings at the Board meetings, updated the Independent Directors with the business performance, operations, financial parameters, industry scenario, business strategy, important corporate developments, bidding strategy for business, process and strategy on raw material procurement, new investment opportunities including acquisitions, annual budgets, current operations and performance of the Company vis-à-vis Steel Tubes and Pipes Industry as a whole and subsidiary data.
2. The Independent Directors were also updated on regular basis about various CSR initiatives undertaken by the Company and its progress.
3. The Independent Directors were also updated about mechanism for identification, prioritization and management of risks and uncertainties associated with the business and other risks and their mitigation plans.
4. The Independent Directors were updated with the changes in applicable statutory laws, regulatory orders, if any, from time to time.

During the FY 2022-23, the new Hot Extrusion Plant facility at Indrad was visited by the Independent Directors. Likewise, newly Inducted Independent Directors were familiarised in respect of their roles, responsibilities, duties, do's and don'ts as an Independent Director, by an external expert.

During the FY 2023-24, the newly Inducted Independent Directors were appraised about the Company, its moto, vision, journey, details of production facilities, products, industries we serve, competition, major suppliers and buyers, financials at glance, internal control mechanism particularly in respect of related party transactions and details about newly acquired subsidiary company, in a separate session.

An estimate of 11 hours was devoted during FY 2022-23 to the familiarization of the Independent Directors. The cumulative time so devoted is 50 hours up to FY 2022-23.
