



## **JTL INFRA LIMITED**

### **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The provisions of Companies Act, 2013, read with its Schedule IV and Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) requires that the Company shall familiarise its 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 and providing training to all members of the Board by way of update

#### **Purpose**

The Familiarisation Program is aimed to provide the Independent Directors with an overview of the Industry, present and proposed operations of the Company to enable them to understand its business in depth and for their effective contribution in its growth.

#### **Familiarisation Programme**

JTL Infra Limited, has put in place a system to familiarise the Board especially the Independent Directors and Non-executive Directors about the Company by updating them with various events and developments taking place in the Company in particular and the Industry, as a whole. Besides, the roles and responsibilities of the Independent Directors are entailed in their formal appointment letter. They have full opportunity to interact with senior management personnel and are provided all the documents required and sought by them for enabling them to have a good understanding of the Company, its various operations and the industry of which it is a part.

Briefly, following are the initiatives undertaken by the Company to familiarize the Independent Directors with the Company, its business, nature of industry in which it operates, their roles and responsibilities, etc.

#### **1. Formal Letter of Appointment**

Formal letter of appointment is issued to Independent Directors incorporating, inter alia, their duties, roles, responsibilities, liabilities as director of the Company.

#### **2. On Induction**

A new director is apprised of the working of the Company and various codes of conduct adopted by the Company in its functioning. This is accomplished by conducting an Orientation Programme for all new Board members before they join the Board of Directors. The detailed plan for the said programme covers the following aspects:



#### **A. Board Overview:**

- Constitution of the Board of Directors, list of members.
- Role of the Board of Directors.
- Performance Appraisal Mechanism for the Board of Directors.

#### **B. Group Overview:**

- Visit to Corporate Office.
- Formal Introduction with the Senior Management and Board of Directors.

#### **C. Company Overview:**

- Financial performance: Latest Audited Annual Report & Half-Yearly Report; Investors Presentation & Un-audited Financial Results (including segment-wise results) for immediately preceding quarter.
- List of plant locations.
- Visit to a plant site.
- Introduction meeting with Chairman, Director & CFO.
- Contribution of products to previous years' turnover: Category-wise & Brand-wise (for 5 major product categories).

#### **D. Strategy Orientation:**

- Brand-Product- Market Strategy.
- Supply Chain Overview.
- Overall Cost Structure in brief.
- Business Risk Register/Risk Management Policy presentation.

#### **E. Industry & Market Orientation:**

- Market size; Growth rates; Critical Success Factors.
- Key segment competitors.

### **3. On Going Basis**

On an on-going basis, detailed presentations are made to the Board of Directors/various Committees of the Board of Directors on matters which inter-alia, covers:

- Company strategy and its business model
- Operations of the Company including safety measures etc.
- Financials of the Company
- Risk Management Framework – Risks faced by the Company & mitigation plan thereof.
- Loans, Guarantees, Investments made by the Company
- Contingent Liabilities
- Related party transactions
- Internal Controls, identification of weakness, if any, and improvisation in such controls
- Performance Evaluation
- Financials, Operations and investments made by Subsidiary Companies
- Formulations of various policies viz. – Related Party Transactions, Vigil Mechanism, Corporate Social Responsibility, Forex Policy, Investment Policy, etc;

- Roles, Responsibilities, duties, etc of directors as Board and Committee members.
- Issues and findings during Internal Audit

#### **4. Access to Information & Opportunity to Interact**

- They have complete access to the information within the Company.
- They have freedom to interact with the Company Management which happens generally during Board/Committee Meetings.
- They also have interaction with the Statutory Auditors, internal Auditors, Cost Auditors, Secretarial Auditors and External Advisors, if any, appointed by the Company.
- They also have the opportunity to meet without the presence of any management personnel where they can informally discuss the matters pertaining to the Company and put forward their combined views to the Chairman.

#### **5. Compliances & Disclosures**

The Directors are explained in detail the compliances required from them under the Companies Act, 2013, SEBI (LODR) Regulations 2015 and other relevant regulations and their affirmation is taken with respect to the same.

The Company provides regular updates on relevant provisions including changes in Company Law, Listing Agreement with Stock Exchanges and applicable laws to ensure that its Independent Directors are kept abreast on these regulations.

#### **Conclusion:**

Thus, all efforts are made through the above initiatives to involve the independent directors considerably in the strategies and analysis of the various business situations of the Company and to equip them to effectively discharge their responsibilities as a Director of the Company.