



# **POCL ENTERPRISES LIMITED**

## **FAMILIARIZATION PROGRAMME**

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## FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS (In terms of clause 49 of the Listing Agreement)

### **Preamble:**

In terms of Clause 49(II)(B)(7) of the Listing Agreement entered into with the Stock Exchange, it is required that:

- a) 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.
- 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.

### **Objective and Details of Familiarisation Policy:**

1. The Company shall periodically organize familiarization programme for the Independent Directors to appraise them with the business operations of the Company, their roles, rights and responsibilities in the Company to enable them to make effective contribution and discharge their functions as a Board Member.
2. Familiarization Program for Independent Directors shall include:

#### **Secretarial & Legal:**

Covering details of the Company, its history, shareholding pattern, the Board structure, the Board Committees and their functions, policies applicable to the director, their roles, responsibilities, rights and duties as a director, details of important legal cases, their status and impact, etc.

#### **Marketing:**

Covering details of nature of industry, types of products, brands, position of the Company in the industry, sales and distribution channel etc.,

#### **Finance:**

Covering details of the business model of the Company, financial details, risk management, treasury management, etc.

### **Technical:**

Tour of the plant explaining about various stages of manufacturing process, production capacity etc.,

### **Initial Familiarisation:**

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

At the outset, all the Independent Directors shall be provided with a overview of the following:

- Criteria of Independence applicable to Independent Directors as per Clause 49 of the Listing Agreement on Corporate Governance and the Companies Act, 2013;
- Time Commitment;
- Role, Duties and Liabilities;
- Code of Conduct of Directors and Insider Trading;
- Performance Appraisal & Evaluation Process;
- Disclosures and Business Interests;
- Term including Remuneration;
- Policies inclusive of Vigil Mechanism Policy;
- Risk Management Systems & Policies;

The Independent Directors shall also be provided with the following:

- Memorandum & Articles of Association of the Company.
- Last year's Annual Report, including Accounts and Corporate Governance Report.
- Financial Statements for the previous quarter as approved by the Board.
- Terms of Reference of the various Committees of the Board.
- Copies of Minutes of the meetings of the Board of Directors and various Committees to the Board thereof during the last twelve months.
- Code of Conduct for the Board of Directors, KMP and Senior Management Executives of the Company as per Clause 49 of the Listing Agreement.
- Code for Prohibition of Insider Trading in accordance with SEBI (Prohibition of Insider Trading) Regulations, 1992.
- Remuneration Policy.
- Related Party Policy.
- Whistle Blower Policy

## **Familiarization Process**

The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

Such programs / presentations will 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.

The programs / presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities.

The Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time.

The Company may conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.

## **Review of the Program**

The Board will review the program from time to time and make revisions as may be required.

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