



## **SHYAM METALICS AND ENERGY LIMITED**

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

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## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

### **PREAMBLE**

According to SEBI ( Listing Obligations and Disclosure ) regulation, 2015, Shyam Metalics and Energy Limited (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, initiatives and presentations ("Programme"). The Board of Directors of the Company (the "Board") is further encouraged to continue the training sessions to ensure that the Board members are kept up to date with the Programme.

### **EFFECTIVE DATE**

This Programme shall be effective from 15<sup>th</sup> May, 2018

### **FAMILIARIZATION PROCESS**

- The Company, through its managing director/ executive director/ key managerial personnel will conduct Programmes periodically to familiarize the independent directors with the strategy, operations and functions of the Company. Such Programmes will provide an opportunity to the independent directors to interact with the senior management 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.
- Such Programmes shall also familiarize the independent directors with their roles, rights and responsibilities as well as the important statutory and regulatory provisions, the code of conduct and other policies applicable to them. When a new independent director joins the Board of the Company, a meeting will be arranged with the chairman, managing director, chief financial officer to discuss the functioning of the Board and the nature of operation of the Company's business activities.
- Detailed note and presentation on the duties and responsibilities of the Independent Directors as per Companies Act 2013 will be provided to each of the independent directors.
- All Independent Directors will be made aware, and further updated about their roles, rights, responsibilities in the Company from time to time as and when required.
- A Directors' kit containing information about the Company in presentation form, Memorandum and Articles of Association, Annual Reports for previous three years, Investor Presentations, brief profile of the Board Members etc. is provided to the new director.

- The appointment letter issued to independent directors *inter alia* sets out the expectation of the Board from the appointed director, their fiduciary duties and the accompanying liabilities that come with the appointment as a director of the Company, remuneration and performance evaluation process and insurance cover.
- At the time of induction of an Independent Director in a Board Committee, he will be explained about his specific role and responsibilities as a member of the Committee.
- Independent Directors are provided with necessary documents, reports, Code of Conduct, Code of conduct for Prohibition of Insider Trading and other relevant internal policies to enable them to familiarize with the Company's procedures and practices.
- Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, its subsidiary companies and power brands, business strategy and risks involved, risk management, company policies, safety, health and environment and sustainability issues, changes to the regulatory environment applicable to the corporate sector and to the industry in which it operates, business excellence with areas of improvement and other relevant issues.
- Quarterly presentations, results, press releases of the Company will be regularly circulated to all the directors including independent directors. Each director of the Company has complete access to any information relating to the Company. Independent directors have the freedom to interact with the Company's management as and when required.
- They are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry segments of which it is a part.
- Visit to company's unit will be organized for the directors, from time to time, to enable them to understand the operations of the Company.

## **PROGRAMME AND DISCLOSURE**

The Programme will be conducted on an "as needed" basis during the year. As and when the Programme is conducted the same will be disclosed on the website of the Company and a web link thereto shall also be given in the annual report of the Company.

The following details of the Programmes imparted to the independent directors shall be disclosed on the website of the Company:

- i. number of Programmes attended by independent directors (during the year and on cumulative basis till date);
- ii. number of hours spend by independent directors in such Programmes (during the year and on cumulative basis till date) and
- iii. other relevant details.

**DATE**15<sup>th</sup> May, 2018