

# KEERTHI INDUSTRIES LIMITED

## FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS 2022-23

[In terms of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

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### A. Background

- In compliance with Regulation 25(7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has a structured programme for orientation and training of Directors at the time of their joining so as to enable them to understand the nature of the industry in which the Company operates, business model of the Company and roles, rights and responsibilities of independent directors.
- The Company also seeks to update the Directors on a continuing basis on any significant changes so as to place them in a position to take well informed and timely decisions.

### B. Orientation programme upon induction of new Directors

- At the time of their appointment, new Directors are provided with a copy of the Company's Annual Report, Code of Conduct for Non-Executive Directors, Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices and the schedule of Board and Committee meetings during that financial year.
- Independent Directors are also issued an appointment letter detailing their role, duties and responsibilities, remuneration and performance evaluation process.
- Management organises sessions with new Directors wherein the Managing Director, the Chief Financial Officer and other senior leaders make presentations to familiarise the new Director with the Company's organisation structure, business model, operations, services, markets, finance, human resources, technology, risk management, sustainability, regulatory environment, challenges and strategy.
- The new Director is also encouraged to visit the various plant locations to familiarise himself with their operational, safety and sustainability aspects.

### C. Ongoing familiarisation

- All efforts are made to provide insights into the Company and the business environment to enable Directors to be updated on new challenges, risks and opportunities relevant to the Company and to lend perspective to the strategic direction of the Company. This includes periodic interactive sessions organized by the Company for Board members with external domain experts.
- At various Board meetings during the year, presentations are made to the Directors on safety, health and environment issues, CSR and sustainability related matters, accounting policies and

changes therein, changes in the regulatory scenario and global trends, Internal Audit, Risk related and investor related issues and outcome of the Business Excellence Model assessment, as applicable.

- Quarterly presentations are made to the Board providing business and performance updates including information on risks and mitigation measures, market share, financial arrangements, working capital management, fund flows, material litigations, performance of subsidiaries, joint ventures and associates etc.
- One-to-one meetings are held with Directors to apprise them of complex issues to enable them to understand the same in depth.

**D. Summary of Familiarisation programme of Directors**

Total number of hours spent on familiarisation in FY 22-23	Approx. 09 hours (including specific items at Board meetings)
Total number of hours spent on familiarisation in FY 21-22	Approx. 08 hours (including specific items at Board meetings)
Total number of hours spent on familiarisation in FY 20-21	Approx. 7 hours.