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# Policy on Familiarisation Programme of Independent Directors

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Regulation 25 (7) of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 and Schedule IV of the Companies Act, 2013



Policy Title	Independent Directors Familiarisation
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**Vanya Steels Private Limited**

A One House, No. 326, Back Portion, 1st Floor, CQAL Layout, Ward No. 08, Sahakar Nagar, Bangalore  
560092

## Preamble

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In accordance with the requirement of Regulation 25 (7) of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 and Schedule IV of the Companies Act, 2013, the Company shall familiarise 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 programs.

## Objectives

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- Adopt a structured programme for orientation and training of independent directors at their joining to enable them to understand the company, including its operations, business, industry, and environment in which it functions.
- Update the Directors on any significant changes therein so that they can make well-informed and timely decisions.

## Overview of the Familiarisation Process

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All independent directors are aware of and further updated about their roles, rights, and responsibilities in the Company. To ensure this,

- i. When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Managing Director, Chief Financial Officer and members of the Senior Management to discuss the functioning of the Board and the Company's business activities. Independent Directors are also familiarized with their roles, rights and responsibilities.
- ii. A Directors' kit containing information about the Company, Memorandum and Articles of Association, Annual Reports for the previous three years, Sustainability Reports, Investor Presentations, recent Media Releases, etc., is handed over to the new director.
- iii. The appointment letter issued to Independent Directors, among other things, 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, incorporating the role and responsibilities, obligations and liabilities, remuneration and performance evaluation process, insurance cover.
- iv. Independent Directors are provided with necessary documents/brochures, reports and internal policies to familiarise themselves with the Company's procedures and practices.
- v. The Company, through its Managing Director, Key Managerial Personnel and Members of Senior Management, conducts programmes/presentations periodically to familiarise the Independent Directors with the company's strategy,

operations and functions, business strategy, and risks involved, including business and performance updates of the Company, global business environment. Detailed presentations on the duties and responsibilities of Independent Directors and the Company's business segments were made at the separate meetings of the Independent Directors held during the year.

- vi. At Quarterly Board Meetings, presentations on operations made to the Board include Ethics and Sustainability issues, Risk Management, Company policies, changes in the regulatory environment applicable to the corporate sector and to the Industry in which the Company operates and other relevant issues, business performance, operations, financial parameters, liquidity management, fund flows, information and performance of the subsidiary, compliances, senior management changes, joint venture and associate companies, major litigations, etc. Periodic presentations are made to the Board/Board Committees on HR Strategy and Succession Planning, CSR and sustainability initiatives, investor and customer complaints and their redressals, etc.
- vii. The Board is updated on a timely basis about the regulatory changes impacting the Company and its functioning, as well as the roles and responsibilities of the Board members. In addition, Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors.
- viii. Such programmes/presentations provide an opportunity for 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, organisation structure, finance, human resources, technology and risk management processes and such other areas as may arise from time to time.
- ix. At least one board meeting annually, there is a detailed budget and strategy session with the company's senior management team. Presentations are made to the board members, which inter-alia cover the industry scenario, strategic priorities for the company, and the company's business model.
- x. Each director of the Company has complete access to any information relating to the Company. Independent Directors are free to interact with the Company's Familiarisation Programmes for Independent Directors and management. They are given all the documents they sought to enable a good understanding of the Company, its various operations, and the industry segments it is a part of.
- xi. Independent Directors shall meet without the Company's Management Personnel to discuss matters about the Company's affairs and put forth their combined views to the Chairman and Managing Director.
- xii. One-to-one meetings are held with Directors to apprise them of complex issues and enable them to understand them in depth.

- xiii. Site visits to various plant locations are organised for the Directors to enable them to understand the operations of the Company.
- xiv. The Board of Directors shall record and review the number of programmes attended by independent directors (during the year and on a cumulative basis till date).
- xv. The Board of Directors shall also record and review the number of hours spent by each independent director in such programmes (during the year and on a cumulative basis till date) in the following format

This policy is subject to change/modification with the approval of the Board of Directors as and when needed, considering the changes in the functioning of the Company or under the Statutes.

## DETAILS OF FAMILIARIZATION PROGRAM IMPARTED TO INDEPENDENT DIRECTORS

During FY [...../.....], the following familiarisation programmes for Independent Directors were conducted:

S.No	Subject Matter of the Programme	No. of Programmes attended by the Independent Directors	No. of hours spent by the Independent Directors

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