

## FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

### Preamble:

Clause 49(II)(B)(7) of the Listing Agreement stipulates as under:-

(i) 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.

(ii) The details of such familiarization programmes shall be disclosed on the company's website and a web link thereto shall also be given in the Annual Report.

### Familiarisation Programmes – Areas to be covered:

De Nora India Limited (“DNIL” or “the Company”) proposes to implement the following programmes to familiarise the Independent Directors with the Company, in compliance of the above provision.

**Secretarial & Legal:** Covering details of the Company, its history, the other companies in the De Nora Group, its organisation structure, shareholding pattern, vision and mission, its core ethics and values, the Board structure, the Board Committees and their functions, policies applicable to the director, their roles, responsibilities, duties, rights 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, product market, sales and distribution channels, the trademarks and the patents owned by the company etc.

**Finance:** Covering details of the business model of the Company, financial details, taxation matters, risk management, transactions with related parties and its disclosures, etc.

**Technical:** Visit to the plant explaining about various stages of manufacturing process, production capacity, different products manufactured etc. in addition to the above, in case the director is interested in meeting any specific department or function or getting any further detail, the same would also be arranged.

### Familiarisation Process:

- a. Company shall through its Executive Directors/Senior Managerial Personnel conduct programs/presentations periodically
- b. The Company may circulate news and articles related to the industry on a regular basis and provide specific regulatory updates from time to time.
- c. The Company may organise induction/orientation programmes whenever any new director is inducted on the Board of Directors of the Company
- d. The Company may also arrange for visit to the plant/factory of the Company

e. The Company may also arrange for special training courses by various professional bodies.

**Programme and disclosure:**

a) Familiarization programme will be conducted on “as needed” basis during the year.

b) As and when familiarization programme is conducted, the same will be disclosed on the website of the Company.

The document relating to familiarisation programme shall be disclosed on the company’s website and a web link thereto shall be provided in the Annual Report

The Familiarization programme for Independent Directors will be administered and monitored by the Board and reviewed if required.

### **Familiarisation Programme organised on 31<sup>st</sup> October 2014**

Pursuant to the compliance of the above regulatory provision, De Nora India Limited had arranged an informative session on Monday, 31<sup>st</sup> October 2014 at 4.30 p.m. at the registered office of the Company at Kundaim, Goa to familiarize the Independent Directors about their roles, responsibilities and duties as Independent Directors and also about the Directors' Responsibility Statement and changes that would have to be made in the content of next year's Directors' Report to the shareholders.

They were also appraised about the statutory compliances as a Board Member including their Roles, Rights and Responsibilities.

### **Familiarisation Programme organised on 08<sup>th</sup> December 2015**

The Company, in compliance of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Erstwhile Listing Agreement with the Stock Exchange) had organised a program for the Independent Directors on the below topic:

#### **‘De Nora Group and way forward’**

on Tuesday 08<sup>th</sup> December 2015 at 11.30 a.m. at the Registered Office of the Company at Kundaim, Goa. The same was attended by all the Independent Directors of the Company.

The speaker for the session was Mr. Vinay Chopra, Executive Director who briefed the Directors about all the products manufactured by the Company as well as the De Nora business. During the session they were taken for an entire plant visit where they were appraised in detail about the process of manufacturing and were informed about the challenges of the operations and the manufacturing processes.

The Directors were also circulated the Code of ethics of the De Nora Group and were briefed about the code of conduct prevalent in the Company.

### **Familiarisation Programme organised on 23<sup>rd</sup> March 2017**

The Company, in compliance of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 had organised a program for the Independent Directors on the below topic:

#### **‘De Nora – The Company and its working’**

on Tuesday 23<sup>rd</sup> March, 2017 at 11.00 a.m. at the Registered Office of the Company at Kundaim, Goa. The same was attended by all the Independent Directors of the Company. The Company had also invited the newly appointed Non – Executive Director of the Company, Ms. Supriya Banerji, who attended the program along with the Independent Directors.

The speaker for the session was Mr. Vinay Chopra, Managing Director who briefed the Directors about the Company as well as the other operational aspects and working. The Directors were briefed on the following topics:

1. De Nora legal structure
2. Brief history of the Company
3. Company product range
4. Manufacturing and trading process
5. Company employee strength and Trade Unions
6. Future growth strategy
7. Production cycle
8. Upcoming opportunities & future growth prospects
9. Risks and challenges faced
10. Major customers and competitors of the Company

The Directors were also taken on a factory visit where the process of production was explained to them in detail.

**Familiarisation Programme organised on 20th March, 2018**

The Company had organised a program for the Independent Directors on the below topic:

CECHLO® 2/3 compartment cell Electrolyzer

on Tuesday 20th March, 2018 at 09.30 a.m. at the Registered Office of the Company at Kundaim, Goa. The same was attended by all the Independent Directors of the Company. The speaker for the session was Mr. Vinay Chopra, Managing Director and Mr. Mithil Faldesai, Specialist – Operations, who briefed the Directors about the acid and caustic recovery process through salt splitting. The Directors were further briefed about other legal & statutory updates.

**Familiarisation Programme organised on 27th March, 2019**

The Company had organised a program for the Independent Directors on the below topic:

**‘Recent amendments to the Companies Act, 2013 and SEBI regulations applicable to the Company’**

on Wednesday 27th March, 2019 at 10.00 a.m. at the Registered Office of the Company at Kundaim, Goa. The same was attended by all the Independent Directors of the Company including the newly appointed Independent Directors. The Company Secretary, Ms. Jyoti Bandodkar who was the speaker for the session briefed the Directors about the recent amendments to the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2018 and the amendments to the SEBI (Prohibition of Insider Trading) Regulations, 2018 as applicable to the Company. The Managing Director also held a brief induction program for the newly appointed Independent Director of the Company, Mr. Satish Dhume to give him an insight about the business and operations of the Company.

### **Familiarisation Programme organised on 20<sup>th</sup> June, 2020**

The Company had arranged for attending by the Independent Directors a live webinar program organised jointly by ICSI and IICA for familiarisation of independent directors on below topics:

**‘1. Becoming independent director- due diligence**

**2. Code of Conduct and liabilities for Independent Directors’**

On Saturday, 20<sup>th</sup> June 2020 from 11.00 AM to 2.00 PM. The same was attended by all the Independent Directors of the Company. Speaker for Technical session – I, Ms. Vijaya Sampath, provided insight on due diligence to be exercised by the Independent Directors. Technical session-II was conducted by Mr. J.N. Gupta, MD Stakeholders Empowerment Services, CS Ranjit Pandey, Council Member & Past president, ICSI and Mr. Niraj Gupta, Nodal Officer, ID Data Bank, IICA on Code of Conduct and liabilities for Independent Directors.



**FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS**

<b>Year &amp; No. of Programmes</b>	<b>Date of Programme</b>	<b>Address</b>	<b>Duration/ Number of hours spent by Directors</b>	<b>Name of Independent Directors Present</b>	<b>Name of Independent Directors Absent</b>	<b>Topics covered</b>
<b>2014</b> 1)	Monday, 31 <sup>st</sup> October 2014	Registered Office of the Company at Kundaim, Goa	4.30 PM To 6.30 PM (2 Hrs)	1. Mr. M. A. Sundaram 2. Mrs. Sarita D'souza	NIL	<ul style="list-style-type: none"> <li>• Roles, responsibilities and duties as Independent Directors</li> <li>• Directors' Responsibility Statement and changes that would have to be made in the content of next year's Directors' Report to the shareholders.</li> <li>• Statutory compliances as a Board Member</li> </ul>
<b>2015-16</b> 1)	Tuesday, 8 <sup>th</sup> December 2015	Registered Office of the Company at Kundaim, Goa	11.30 AM To 2.30 PM (3 Hrs)	1. Mr. M. A. Sundaram 2. Mrs. Sarita D'souza	NIL	<ul style="list-style-type: none"> <li>• Products manufactured by the Company as well as the De Nora business.</li> <li>• Plant visit where they were appraised in detail about the process of manufacturing</li> <li>• Challenges faced by the Company in operations and manufacturing process</li> <li>• Code of ethics of the De Nora Group</li> </ul>
<b>2016-17</b> 1)	Thursday, 23 <sup>rd</sup> March, 2017	Registered Office of the Company at Kundaim, Goa	11.00 AM To 4.00 PM (5 Hrs)	1. Mr. M. A. Sundaram 2. Mrs. Sarita D'souza 3. Ms. Supriya Banerji	NIL	<ul style="list-style-type: none"> <li>• De Nora legal structure</li> <li>• Brief history of the Company</li> <li>• Company product range</li> <li>• Manufacturing and trading process</li> <li>• Company employee strength and Trade</li> </ul>

						<ul style="list-style-type: none"> <li>• Unions</li> <li>• Future growth strategy</li> <li>• Production cycle</li> <li>• Upcoming opportunities &amp; future growth prospects</li> <li>• Risks and challenges faced</li> <li>• Major customers and competitors of the Company</li> </ul>
<b>2017-18</b> 1)	Tuesday, 20 <sup>th</sup> March, 2018	Registered Office of the Company at Kundaim, Goa	09.30 AM To 12.00 PM (2.5 Hrs)	1. Mr. M. A. Sundaram 2. Mrs. Sarita D'souza	NIL	CECHLO® 2/3 compartment cell Electrolyzer
<b>2018-19</b> 1)	Wednesday, 27 <sup>th</sup> March, 2019	Registered Office of the Company at Kundaim, Goa	10.00 AM To 2.00 PM (4 Hrs)	1. Mr. M. A. Sundaram 2. Ms. Sarita D'Souza 3. Ms. Supriya Banerji 4. Mr. Satish Dhume	NIL	<ul style="list-style-type: none"> <li>• Amendments to the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2018</li> <li>• Amendments to the SEBI (Prohibition of Insider Trading) Regulations, 2018</li> <li>• Induction program &amp; Factory visit for newly appointed IDs</li> </ul>
<b>2020-21</b> 1)	Saturday 20 <sup>th</sup> June, 2020	Live Webinar	11.00 AM To 2.00 PM (3 Hrs)	1. Mr. Satish Dhume 2. Ms. Sarita D'Souza 3. Ms. Supriya Banerji	NIL	<ul style="list-style-type: none"> <li>• Becoming independent director- due diligence</li> <li>• Code of Conduct and liabilities for Independent Directors</li> </ul>

**Details of attendance of Independent Directors in Familiarization Sessions are as follows:**

Sl. No.	Name of Independent Director	No. of the Sessions attended		No. of hours spent in the Sessions attended	
		FY2020-21	Cumulative till date	FY2020-21	Cumulative till date
1.	Mr. Satish Dhume	1	2	3	7
2.	Ms. Sarita D'Souza	1	6	3	19.5
3.	Ms. Supriya Banerji	1	3	3	12