

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Preamble:

In accordance with the requirements of **Regulation 25(7)** of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall familiarise the independent directors through various programmes about the listed entity, including the following:

- (a) nature of the industry in which the listed entity operates;
- (b) business model of the listed entity;
- (c) roles, rights, responsibilities of independent directors; and
- (d) any other relevant information.

Pursuant to **Regulation 46** of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Details of familiarization programmes imparted to independent directors including the following detail shall be disclosed on the company's website and a web link thereto shall also be given in the Annual Report:

- (i) number of programmes attended by independent directors (during the year and on a cumulative basis till date),
- (ii) number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and
- (iii) other relevant details

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 details 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, monitored and reviewed by the Board as may be required.

FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS

Year & No. of Programmes	Date of Programme	Address	Duration/ Number of hours spent by Directors	Name of Independent Directors Present	Name of Independent Directors Absent	Topics covered
2023-24 (1)	Thursday 21 st December, 2023	Registered Office of the Company at Kundaim, Goa	10.30 AM To 1.30 PM (3.00 Hrs)	1. Ms. Supriya Banerji 2. Mr. Purushottam S. Mantri 3. Ms. Lalita Correia Afonso	NIL	<ul style="list-style-type: none"> • Induction program for newly appointed Independent Director & Factory visit • Overview of Manufacturing process • Disclosure requirement of material events / information as per recent amendments in SEBI (LODR) (Second Amendment) Regulations, 2015
2022-23 (1)	Tuesday 28 th March, 2023	Registered Office of the Company at Kundaim, Goa	10.00 AM To 12.00 PM (2.00 Hrs)	1. Mr. Satish Dhume 2. Mr. Purushottam S. Mantri	Ms. Supriya Banerji	<ul style="list-style-type: none"> • Upgraded safety protocols implemented in the Company during last 12 months
2021-22 (1)	Tuesday 22 nd March, 2022	Registered Office of the Company at Kundaim, Goa (Through Video conferencing)	10.30 AM To 1.00 PM (2.30 Hrs)	1. Mr. Satish Dhume 2. Ms. Supriya Banerji 3. Mr. Purushottam S. Mantri	NIL	<ul style="list-style-type: none"> • Presentation on Industry overview & Factory visit • Provisions of Related Party Transactions in the light of recent amendments in LODR

2020-21 (2)	Thursday 25 th March, 2021	Registered Office of the Company at Kundaim, Goa (Through Video conferencing)	3.30 PM To 5.00 PM (1.30 Hrs)	1. Mr. Satish Dhume 2. Ms. Supriya Banerji 3. Mr. Purushottam S. Mantri	NIL	<ul style="list-style-type: none"> • Induction program for newly appointed Independent Director • Recent amendments in the Corporate Social Responsibility provisions • Compliances under the SEBI (Prohibition of Insider Trading) Regulations, 2015
2020-21 (1)	Saturday 20 th 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"> • Becoming independent director- due diligence Code of Conduct and liabilities for Independent Directors
2018-19 (1)	Wednesday, 27 th 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"> • Amendments to the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2018 • Amendments to the SEBI (Prohibition of Insider Trading) Regulations, 2018 • Induction program & Factory visit for newly appointed IDs
2017-18 (1)	Tuesday, 20 th 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
2016-17 (1)	Thursday, 23 rd March, 2017	Registered Office of the	11.00 AM To 4.00 PM	1. Mr. M. A. Sundaram 2. Mrs. Sarita D'Souza 3. Ms. Supriya Banerji	NIL	<ul style="list-style-type: none"> • De Nora legal structure • Brief history of the Company • Company product range

		Company at Kundaim, Goa	(5 Hrs)			<ul style="list-style-type: none"> • Manufacturing and trading process • Company employee strength and Trade Unions • Future growth strategy • Production cycle • Upcoming opportunities & future growth prospects • Risks and challenges faced • Major customers and competitors of the Company
2015-16 (1)	Tuesday, 8 th 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"> • Products manufactured by the Company as well as the De Nora business. • Plant visit where they were appraised in detail about the process of manufacturing • Challenges faced by the Company in operations and manufacturing process • Code of ethics of the De Nora Group

2014 (1)	Monday, 31 st 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"> • Roles, responsibilities and duties as Independent Directors • Directors' Responsibility Statement and changes that would have to be made in the content of next year's Directors' Report to the shareholders. • Statutory compliances as a Board Member
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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	
		FY2023-24	Cumulative till date	FY2023-24	Cumulative till date
1.	Mr. Satish Dhume	0	5	0	13
2.	Ms. Supriya Banerji	1	6	3	19
3.	Mr. Purushottam S. Mantri	1	4	3	9
4.	Ms. Lalita Correia Afonso	1	1	3	3

Familiarisation Programme organised on 21st December 2023

The Company had organised a program for the Independent Directors on the following topic on Thursday 21st December 2023 at 10.30 a.m. at the Registered Office of the Company at Kundaim, Goa.:

- Induction program for newly appointed Independent Director & Factory visit
- Overview of Manufacturing process
- Disclosure requirement of material events / information as per recent amendments in SEBI (LODR) (Second Amendment) Regulations, 2015.

The same was attended by all the Independent Directors of the Company. During the session they were taken for an entire plant visit and the Managing Director of the Company, Mr. Vinay Chopra, held a brief induction program for the newly appointed Independent Director of the Company, Ms. Lalita Correia Afonso to give her an insight about the business and operations of the Company.

The Company Secretary, Mr. Shrikant Pai briefed the Directors about the disclosure requirement of material events / information as per recent amendments in SEBI (LODR) (Second Amendment) Regulations, 2015, as applicable to the Company.

Familiarisation Programme organised on 28th March 2023

The Company had organised a program for the Independent Directors on the following topic on Tuesday 28th March 2023 at 10.00 a.m. at the Registered Office of the Company at Kundaim, Goa.:

- Upgraded safety protocols implemented in the Company during last 12 months.

The same was attended by all the Independent Directors of the Company except Ms. Supriya Banerji. During the session they were taken for an entire plant visit and the Managing Director of the Company, Mr. Vinay Chopra, briefed them about the upgraded safety protocols implemented in the Company during last 12 months. The session useful for the Independent Directors to understand the safety measures in place in the Company.

Familiarisation Programme organised on 22nd March 2022

The Company had organised a program for the Independent Directors on the following topics on Tuesday 22nd March 2022 at 10.30 a.m. at the Registered Office of the Company at Kundaim, Goa.:

- Presentation on Industry overview & Factory visit
- Provisions of Related Party Transactions in the light of recent amendments in LODR

The same was attended by all the Independent Directors of the Company. The Managing Director of the Company, Mr. Vinay Chopra, briefed the Independent Directors about the Industry overview and operational aspects to give them an insight about the business and operations of the Company. During the session they were taken for an entire plant visit where they were appraised in detail about the process of manufacturing.

The Company Secretary, Mr. Shrikant Pai briefed the Independent Directors on provisions of Related Party Transactions in the light of recent amendments in Listing Regulations as applicable for the Company.

Familiarisation Programme organised on 25th March 2021

The Company had organised a program for the Independent Directors on the following topics on Thursday 25th March, 2021 at 3.30 p.m. at the Registered Office of the Company at Kundaim, Goa.:

- Induction program for newly appointed Independent Director, Mr. Purushottam S. Mantri by Managing Director of the Company
- Recent amendments in Corporate Social Responsibility Provisions
- Compliances under the SEBI (Prohibition of Insider Trading) Regulations, 2015

The same was attended by all the Independent Directors of the Company through Video conferencing. The Managing Director of the Company, Mr. Vinay Chopra, held a brief induction program for the newly appointed Independent Director of the Company, Mr. Purushottam S. Mantri to give him an insight about the business and operations of the Company.

The Company Secretary, Mr. Shrikant Pai briefed the Directors about the recent amendments in the Corporate Social Responsibility provisions and Compliances under SEBI (Prohibition of Insider Trading) Regulations, 2015, as applicable to the Company.

Familiarisation Programme organised on 20th 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, 20th 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.

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 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 23rd 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 23rd 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 08th 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 08th 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 31st October 2014

Pursuant to the compliance of the above regulatory provision, De Nora India Limited had arranged an informative session on Monday, 31st 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.