

POCL

**PONDY OXIDES AND CHEMICALS
LIMITED**

**FAMILIARIZATION PROGRAMME FOR
INDEPENDENT DIRECTORS**

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Regulation 25 (7) of Chapter IV of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 [effective from December 1, 2015] provides that the listed entity shall familiarize 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

The familiarization programme aims to provide Independent Directors with the Metal Industry scenario, the socio-economic environment in which the Company operates, the business model, the operational and financial performance of the Company, to update the Independent Directors on a continuous basis on significant developments so as to enable them to take well informed decisions in a timely manner.

The familiarization programme also seeks to update the Independent directors on the roles, responsibilities, rights and duties under the Companies Act 2013 and other relevant legislations.

INDUCTION, TRAINING AND FAMILIARISATION PROGRAMME FOR THE INDEPENDENT DIRECTORS:

- On appointment, the concerned director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments.
- Each newly appointed Independent Director is taken through a formal induction program including the presentation from the Managing Director and other Senior Executives on the Company's manufacturing, marketing, finance and other important aspects of the Company's business. Relevant documents relating to the Company such as Memorandum of Association, Articles of Association, Annual Reports of last three consecutive years, Code of Conduct for Directors and Senior Managerial Personnel, Note on Directors roles and responsibilities, Policy handbook of the Company comprising of policies on various business aspects and practices, Organizational chart of the Company

and the profile of all the Directors and the Senior Managerial Personnel of the Company, List of contact details of the Directors, Senior Managerial Personnel and their personal/executive assistants, CSR etc. are provided to the Independent Directors on their appointment.

- The Company Secretary sends a formal letter to the Directors about their legal and regulatory responsibilities as a Director and the compliances required of them under the Companies Act 2013 and applicable SEBI Regulations.
- The induction for Independent Directors includes interactive sessions with Executive Members and other Functional Heads and also includes a visit to the manufacturing site, so as to familiarize them about the manufacturing and other related aspects.
- At various Board meetings during the year, presentation will be made to the Board on the operations of the Company, market share, pricing strategy, financials, risks and mitigation plans, initiatives on health and safety, compliances, major litigation, regulatory scenario etc.
- Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the 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. 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. Further, they meet without the presence of the Company's Management Personnel to discuss matters pertaining to the Company's affairs and put forth their combined views to the Chairman and Managing Director.
- Site visits to various plant locations are organized for the Directors to enable them to understand the operations of the Company.
- On the matters of specialized nature, the Company engages outside experts/consultants for presentation and discussion with the Board members as and when necessary.

DETAILS OF FAMILIARISATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS

[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

S.No	Date of program	Subject	Number of hours
1	05.02.2016	Highlights of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and the roles and responsibility of the Independent Directors under these regulations	1
2	08.02.2017	(i) Applicability of IND AS to the Company from the financial year 2017-18 (ii) Salient features of the Goods and Service Tax Act (GST) and its effect on the Company.	1
3	06.02.2018	An introduction to POCL's Zinc Plant	1
4	27.12.2018	Latest amendments in SEBI (Listing obligation and Disclosure Requirements) Regulation 2015 and the Companies Act, 2013.	2
5	25.01.2020	Updation in GST/Company Law/ SEBI (LODR) and roles and responsibilities of Independent Directors	2
6	14.08.2020	Updation on amendments in Company Law, SEBI (LODR) and SEBI (PIT) Regulations	2
7	15.02.2021	Updation of new projects or new products introduced by the Company and Expansion activities undertaken	2
8	07.02.2022	Overview of Companies Act, 2013 and the recent amendments thereto and Secretarial Standards	2
9	30.01.2023	Implementation of Software on Structured Digital Database	2

Details of attendance of Independent Directors in Familiarization Sessions

S.No	Name of the Independent Director	No. of sessions attended		No. of hours spent in the sessions attended	
		FY 2022-23	Cumulative sessions till date	FY 2022-23	Cumulative hours till date
1	Mr. A. Vijay Anand	1	6	2	12
2	Dr. Shoba Ramakrishnan	1	9	2	15
3	Dr. M Ramasubramani	1	4	2	8