



## **ASTRON PAPER & BOARD MILL LIMITED**

### **Policy on Familiarization Programme for the Independent Directors of Astron Paper & Board Mill Limited**

#### **1. INTRODUCTION**

Pursuant to Regulation 25 (9) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company shall familiarize the Independent Directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of Company etc. through various programmes.

The details of such familiarization programmes shall be disclosed on the website of the Company and the web link there to shall be given in the Annual Report.

This familiarization programme for the Independent Directors of Astron Paper & Board Mill Limited ("the Company") has been adopted by the Board of Directors pursuant to SEBI Regulations.

#### **2. OBJECTIVE:**

The programme aims to provide insight into the Company to enable the Independent Directors to understand its business and operation in depth and contribute significantly to the growth of the Company.

#### **3. APPLICABILITY:**

The above programmes will be conducted for new and continuing Independent Directors of the Company.

#### **4. FAMILIARIZATION AND CONTINUING EDUCATION PROCESS:**

1. All the Directors of the Company are made aware of their role, rights and responsibilities at the time of their appointment, through a formal Letter of Appointment which also stipulates the terms and conditions of their engagement.
2. The Company through its Chairman / Managing Director / Executive Director/Key Management Personnel conducts programmes/ presentations periodically to familiarize the Independent Directors to interact with the

strategy, operation and functions of the Company. The Company sponsors training programs for Directors.

3. Independent Director shall be familiarized with the Company in the following areas and shall be updated with changes in the Company related to the policies, procedures, business and strategies of the company as and when required:

**a. Operations and Research & Development:**

It will include the following

- Explaining about various stages of manufacturing process, production capacity, etc.
- If Independent director is interested in meeting the employees of any specific department or functional heads or getting any further detail, the same will also be arranged.

**b. Marketing & Sales:**

It will include the following:-

- Covering details of nature of industry;
- regular update on products, brands, position of the Company in the industry;
- sales and distribution channel, etc.
- keep informed well about the company and external environment in which it operates

**c. Finance :**

It will include the following:-

- Covering details of the business model of the Company, financial details, risk management, treasury management, etc;
- Modes of arranging funds for the Company.
- Internal control systems

**d. Human Resource and Secretarial:**

It will include the following:-

- about history of the Company, current profile and vision and mission of the Company;
- shareholding pattern, the Board structure, the Board Committees and their functions, policies applicable to the director, their roles, responsibilities, duties, rights as a director;

- duties, roles and functions of Independent directors as per Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.
- Such programmes /presentations provide an opportunity to 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, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.
- When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairperson, Managing Director, Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company's business activities.
- New Independent Directors are provided with copy of latest Annual Report, the Code of Conduct for the Directors and Senior Management Personnel of the Company and the Code of Conduct for Prevention of Insider Trading.
- The above programme will also include the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities.
- The Company shall also circulate the emails, news and articles related to the industry in which the Company operates on regular basis and may provide specific regulatory updates from time to time.
- The Company may conduct an introductory familiarization programme/ presentation, when new Independent Director comes on the Board of the Company.

**4. OTHER INITIATIVES TO UPDATE THE DIRECTORS ON CONTINUOUS BASIS:**

- The Directors get an opportunity to visit Company's Plants, where the Company's plant heads appraise them of the operational and sustainability aspects of the Plants to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality, Corporate Social Responsibility etc.

- At various Board Meetings during the year, Board is briefed on the Risk Management, Company Policies, Changes in regulatory environment applicable to Corporate Sector and to the industry in which it operates, Business performance, operations, Senior Management change, major litigations, compliances, subsidiary information and other relevant issues.

#### **6. PROGRAMME & DISCLOSURE:**

- Familiarization programme will be conducted “as needed” basis during the Year. The Policy will be uploaded on the Company’s website for public information and a web link of the same shall also be provided in the Annual Report of the Company as required under the Listing Agreement.

#### **7. REVIEW OF THE PROGRAMME:**

- The familiarization programme for the Independent Directors will be administered and monitored by the Nomination and Remuneration Committee of the Board of Directors from time to time. The Board of Directors will review this programme and make revisions as may be required from time to time.