

# UPPER GANGES SUGAR & INDUSTRIES LIMITED

## **Familiarisation Programme for Independent Directors**

The Company is required to conduct the Familiarisation Programme for Independent Directors (IDs) in accordance with Clause 49(II)(B)(7) of the Listing Agreement to familiarise IDs about 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.

### **1. Purpose**

Such programmes are aimed to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

The Familiarisation programme formulated with the objective of making the Independent Directors of the Company accustomed with the following areas:

- ❖ Familiarisation with the Company;
- ❖ Nature of the Industry in which the Company operates;
- ❖ Business Model of the Company;
- ❖ Independent directors roles, rights and responsibilities;
- ❖ Board dynamics & functions;
- ❖ Compliance management

The Programmes are being designed considering the specific needs of corporate governance and the expected obligations of Independent Directors in view of the onerous responsibility conferred by the Companies Act 2013 and the Listing Agreement, as amended from time to time.

### **2. Familiarisation Process**

#### **For new Independent Director joining the Board –**

When a new Independent Director joins the Board of Company, he is provided with an 'information kit' which includes an overview about the Company and its business, performance of the Company, Code of Conduct and Ethics and various policies of the Company, information about the subsidiaries and joint ventures of the Company, etc. In addition, the Director is also provided with the relevant provisions of law in respect of his duties, roles, responsibilities, etc. as an independent Director of the Company.

The Company represented either through its Managing Director or Chief Financial Officer or Company Secretary or any other Senior Managerial Personnel familiarize the Independent Director with regard to above-stated areas. The Company may conduct sessions for Independent Directors with the help of in-house team or external experts in order to update and familiarize them about their roles, responsibilities, duties, rights, etc.

For on-going Familiarisation Programme –

- a. In order to familiarize the Independent Directors with the strategy, operations and functions of the Company, presentations were made at such periodic intervals as may deem necessary.
- b. Board has open channels of communication with executive management which allows free flow of communication among Independent Directors in terms of raising query, seeking clarifications and other related information.
- c. As a part of the detailed Board Meeting agenda note, significant statutory updates on the relevant agenda items / business transaction are circulated to the Board of Directors through which Directors are made aware of the significant news developments and highlights from various regulatory authorities.
- d. Presentations are made at the Board Meeting / Audit Committee where Directors get an opportunity to interact with Senior Managers / KMPs. Presentations, inter alia, cover business strategies, management structure, annual operating plans, management development, quarterly and annual results, budgets, review of Internal Audit, risk management framework, operations of subsidiaries and associates, etc. Independent Directors have the freedom to interact with the Company's management. Interactions happen during Board / Committee meetings, when senior company personnel are advised to make presentations about performance of their respective agenda item/ business transactions.
- e. Statutory Auditors of the Company also brief the Board / Audit Committee members on the various latest legislative developments w.r.t. regulatory landscape and special areas of emphasis, if any.
- f. Again, at the Audit Committee meeting of the Company, the Internal Auditor makes presentation on important audit related matters and special areas of emphasis.

- g. The Independent Directors are provided with an opportunity of plant visits by means of conducting any meeting at plant location including during the Annual General Meeting of the Company.
- h. The Company Secretary also assist the Independent Directors in apprising them about their roles, rights and responsibilities in the Company from time to time as per the requirements of the Listing Agreement with the Stock Exchanges and Companies Act, 2013 read together with the Rules and Schedules thereunder.
- i. Such programs/ presentations provides 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.
- j. Such programs/ presentations also aim to familiarize the Independent Directors with their roles, rights and responsibilities.

### **3. Dissemination**

The details of such familiarization programme shall be uploaded on the Company's website and a web link for the same shall also be provided in the Annual Report of the Company.