

S Chand And Company Limited

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

1. Preamble

In view of the provisions of Schedule IV to the Companies Act, 2013 read with the provisions of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed company is required to familiarize its Independent Directors through various programmes about the listed entity and place the details of the same on its website. These programmes shall 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.

2. Purpose

The Familiarisation Programmes are aimed to familiarise the Independent Directors with the Company, their roles, responsibilities in the Company, nature of industry in which the Company operates and business model of the Company by imparting suitable training sessions that would facilitate their active participation in managing the Company.

3. Induction on joining the Board of Directors of the Company

The new Director is welcomed to the Board of Directors of the Company by sharing the following documents of the Company for his / her references:

- Details presentation on the history, business and operations of the Company
- Memorandum of Association and Articles of Association of the Company;
- 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 various corporate policies;
- 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;



S CHAND AND COMPANY LIMITED

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

- Publicity material of the Company that explains the range of products and services offered by the Company in the education sector;
- Board Evaluation process and procedures; and

With a view to familiarize the new Director with the Company's operations, the Director is also given detailed presentations giving the organizational set up of the Company, the functioning of various divisions / departments, the Company's market share and the markets in which it operates, governance and internal control processes and other relevant information pertaining to the Company's business.

The Managing Director & Whole-time Director also has a personal discussion with the newly appointed Director. The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfil his role as a Director of the Company.

4. Other Initiatives to Update the Directors on a Continuing Basis

- The Directors will get an opportunity to visit Company's plants, where plant heads apprise them of the operational aspects of the plants to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality, CSR etc.
- Quarterly presentations on operations to be made to the Board include information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management change, major litigation, compliances, subsidiary information, donations, regulatory scenario etc.
- Quarterly results / press release of the Company are provided to the Directors.
- The Company shall organise atleast one conference call with all the independent Director in which Management of the Company provide a brief presentation on the following:
 - a) Recent development in the country and macro environment affecting the industry in which the Company operates; and
 - b) Significant changes in the operations, employees, plant, assets of the Company;

5. Disclosure

The details of such familiarisation programme shall be disclosed on the Company's website for public information and a web link for the same shall also be given in the Annual Report of the Company.

6. Miscellaneous Provisions

Above stated familiarisation programmes shall be conducted as and when required or requested.

Last amended on November 12, 2022

