



**FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

In terms of Regulation 25(7) of SEBI Listing (Listing Obligations and Disclosure Requirements) regulations, 2015 (effective from 01<sup>st</sup> December, 2015), it is obligatory on the part of the Company to comply with the regulations prescribed by SEBI w.r.t “FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS”. In order to make in line with the Uniform Listing Agreement which has been adopted and approved by the Board of Directors of **SHIVALIK BIMETAL CONTROLS LIMITED** (The Company) at its meeting held on 09<sup>th</sup> February, 2016, this Familiarization Programme shall come into effect. The listing regulations prescribe some mandatory programme to familiarize the independent Directors in the following areas:

- Nature of the industry in which the listed entity operates;
- Business model of the listed entity;
- Roles, rights, responsibilities of independent directors; and
- Any other relevant information.

The Board of Directors is further encouraged to continue the training sessions to ensure that the Board members are kept up to date.

The details of familiarization programmes shall be disclosed on the Company's website and a web link thereto shall also be given in the Annual Report."

**OBJECTIVES:**

- To adopt a structured programme for orientation and training.
- To update the Directors on a continuing basis.

**ORIENTATION PROGRAMME UPON INDUCTION OF NEW DIRECTORS:**

- 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:
  - ❖ 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 Corporate policies on various aspects and Practices;
  - ❖ Organizational Chart of the Company;
  - ❖ the profile and contract details 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;
  - ❖ Company's brochures/ pamphlets detailing product-range manufactured and marketed by the Company in terms of geographical and technical aspects;
  - ❖ Note on the budget of the Company for the particular Financial Year.

**OTHER INITIATIVES TO UPDATE THE DIRECTORS ON A CONTINUING BASIS:**

- The Directors get an opportunity to visit Company's plants, where plant heads apprise 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, Sustainability, etc.
- At various Board Meetings during the year, presentations are made to the Board w.r.t. Risk Management, Company policies, changes in the regulatory environment applicable to the corporate sector and to the Industry in which the Company operates with areas of improvement and other relevant issues.
- Quarterly presentations on operations made to the Board include information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management changes, major litigation, compliances, subsidiary information, etc
- Meetings with Company Executives are also arranged to better understand the business and operations of the Company.



**DETAILS OF FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS HELD ON 9<sup>TH</sup> FEBRUARY, 2015 FOR THE FINANCIAL YEAR 2015-16:**

In order to familiarize the Independent Directors about the latest developments and changes in the legal framework governing 'SBCL', the 'SBCL' has conducted Familiarization Programme for independent Directors held on 9<sup>th</sup> February, 2016 for a period of two hours from 5.00 P.M to 7 P.M. In this programme, the Independent Directors were also updated regarding the nature of the industry in which 'SBCL' operates; Business model of 'SBCL'; Roles, rights, responsibilities of independent directors of the Company. The 'SBCL' also provided information to the Independent Directors w.r.t. various operations of the Company i.e. finance, marketing, and manufacturing etc.

Following Independent Directors, in addition to whole-time Directors (Mr. S. S. Sandhu, Chairman & Mr. N. S. Ghumman, Managing Directors), were present in the aforesaid Familiarization Programme:

<b>Sr. No.</b>	<b>Name of Independent Directors</b>	<b>No. of Hours Spent</b>	<b>No. of Programmed Attended</b>
1	Mr. Rohit Kapoor	Two Hours	One
2	Mr. G.S. Gill	Two Hours	One
3	Mr. N.J.S. Gill	Two Hours	One
4	Lt. Gen. Pradeep Khanna (Retired)	Two Hours	One
5	Capt. Jitender Singh Mann (Retired)	Two Hours	One
6	Mrs. Harpreet Kaur	Two Hours	One