

KATARE SPINNING MILLS LIMITED

Familiarization Programme for Independent Directors

[Regulation 46 & 62 of the Securities and Exchange Board
of India (Listing Obligations and Disclosure Requirements)
Regulations, 2015]

INTRODUCTION:

On induction, the new independent directors on Board are familiarized with the nature of Industry and the Company's business operations. They are updated on a frequent basis with regard to operations of the Company. Any material development is intimated promptly. The Management encourages participation by the independent directors and accordingly, any clarification sought by the independent directors with regard to the Company's operations is duly addressed.

Presently, no formal training Programme exists. Until now, learning for the independent directors has been a pervasive ongoing phenomenon via participation.

Further, at the time of appointment of a director, the company issues a formal letter of appointment entailing his / her role, function, duties and responsibilities as a director. The terms and conditions of appointment of independent directors is available on the Company's website.

FAMILIARISATION / CONTINUING EDUCATION PROCESS:

- I. Continuing education process for Independent Directors includes (but not limited) to the following-
 - Vision/ Mission of the Company
 - Details of the Company
 - Manufacturing Plant Locations of the Company
 - Products of the Company
 - Market and customer profiles of the Company
 - Performance of the Company
 - Shareholding pattern of the Company
 - Board of Directors of the Company and its composition
 - Key Managerial Personnel of the Company
 - Committees of the Board and their members
 - Code of conduct of the Company & Policies
 - Code, Criteria, Role, Responsibilities & other applicable provisions for Independent Directors.
- II. An Appointment Letter with details like the role, duties, responsibilities, remuneration, performance evaluation process, code of conduct is issued when new Independent Director is appointed.
- III. The Board of Directors has access to the information of the Company which is necessary to enable them to perform their role and responsibilities diligently.

- IV. Presentations are made by business heads of the Company from time to time on different functions and areas.
- V. Presentations are made regularly to familiarize the Directors with the strategy operations and functions of the Company, where Directors have an opportunity to interact with Senior Management Personnel.
- VI. Presentations cover inter alia results, budgets, business strategies, internal audit review, risk involved, company policies, senior management change, major litigation, and subsidiary information if any, changes in regulatory environment applicable to the corporate sector and to the industry in which the company operates.
- VII. Quarterly presentations made to the Board include information on business performance, operations, market share, financial parameters, working capital management, fund flows, compliances.
- VIII. Presentable data like Production data / sales data of the Company are circulated to the Directors to provide updates.
- IX. Visit to Plants of the Company during the year to understand the operations of the Plant.
- X. The Independent Directors meet without the presence of the Company's Management Personnel to discuss matters pertaining to the Company's affairs and to put forth their combined views to the Management. They also have interaction with the Statutory Auditors, Internal Auditors, Cost Auditors and Secretarial Auditors of the Company.

REVIEW:

The familiarization/continuing education process will be revised from time in order to provide more information to the Independent Directors to enable them to contribute significantly to the growth of the Company.