

BSL LIMITED

FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS

Preamble:

SEBI (Listing Regulations and Disclosures Requirement) Regulations, 2015 with the Stock Exchanges stipulates that:

Regulation 25(7): The Listed Entity shall familiarize the Independent Directors through various programmes about the listed entity, 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.

Regulation 46 (2) (i): The listed entity shall disseminate the details of familiarization programmes imparted to independent directors including the following details on its website:-

- (i) number of programmes attended by independent directors (during the year and on a cumulative basis till date),
- (ii) number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and
- (iii) other relevant details

Regulation 34 (3) read with para (2) (g) of part (C) of Schedule V: The web link where details of familiarization programmes imparted to independent directors is disclosed shall also be given in the section on the Corporate Governance of the Annual Report of the Company.

Induction on joining the Board for Independent Directors of the Company:

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

1. Memorandum of Association and Articles of Association of the Company.
2. Annual Reports of last three consecutive years.
3. Code of Conduct for Directors and Senior Managerial Personnel.
4. Note on Directors roles and responsibilities.
5. List of Contact details of the Directors, Senior Managerial Personnel and their personal / executive assistants.
6. Publicity material of the Company that explains the range of products, services and solutions offered by the Company to its clients.
7. Note on key clients of the Company and their geographical distribution in terms of the work across and the revenue.
8. Note on the budget of the Company for the particular Financial Year.

Familiarization module for Independent Directors:

1. The Company shall provide an orientation programme for the Independent Directors to provide an overview of business, operations and business model of the Company.
2. The programme shall familiarize with the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.
3. The programme shall also familiarize with the role, responsibilities and rights of the Independent Directors.
4. The programme shall also provide an opportunity to interact with the senior leadership team of the Company and help them to understand the service and product offerings, markets, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

Training Session:

The regular presentation was made by the experts in their respective fields on the following topics to afford Board members an opportunity to understand and appreciate the complexities of the industry and their role therein:

1. Textile Sector:
 - Emerging scenario in Production, Distribution, Competitive framework.
 - Government subsidy, Regulations.
2. Sustainability and Climate Change – Policies, upcoming programs, Initiatives.
3. Business Excellence Journey
4. Group policies and culture

The Directors are also made conversant with the following matters on regular basis:

1. MIS
2. Business Development
3. Applicability of various provisions of the Companies Act, 2013.
4. Directors – Woman director and Independent Directors
5. Directors – Meetings, Duties, Directorships & Report
6. CSR
7. Key Management Personnel
8. Projects
9. Related Party Transactions
10. Depreciation
11. Consolidation of Accounts
12. Audit and Auditors.

Thus, all efforts are made to ensure that the Directors are well conversant on the state of the Company's affairs and the industry in which it operates.