

---

## BCL INDUSTRIES LIMITED

### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

The provisions of Companies Act, 2013, read with its Schedule IV and Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") requires that the Company shall familiarise its Independent Directors with the Company, 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 and providing training to all members of the Board by way of updates.

#### **1. Purpose**

The Familiarisation Program is aimed to provide the Independent Directors with an overview of the Industry, present and proposed operations of the Company to enable them to understand its business in depth and for their effective contribution in its growth.

#### **2. Familiarisation Process / Programme adopted by the Company**

BCL INDUSTRIES LIMITED has put in place a system to familiarise the Board especially the Independent Directors and Non – executive Directors about the Company by updating them with various events and developments taking place in the Company in particular and the Industry, as a whole. Besides, the roles and responsibilities of the Independent Directors are entailed in their formal appointment letter.

Incidentally, as a part of updation, a detailed presentation was made on the salient features of the Companies Act 2013 well in advance and periodical changes there in are provided to the Board continuously. Further, presentations were also made on the Listing Regulations and the SEBI (Prohibition of Insider Trading) Regulations, 2015. This leads to keeping the Board of Directors, aware of the changing regulatory frame work and the Directors are able to re align their contribution, accordingly. As an additional step in this directions, to ensure compliance with the Listing Regulations, the Directors are also provided with inputs on the various process in the operations of the company, its policies and procedures, systems, as and when necessary, and copies of all significant corporate documents are also forwarded to the Directors for their understanding and ensuring compliance, as applicable.

#### **3. Review of the Program**

The Board shall review the program and make revisions, as and when required, for better and improved performance and contribution by the Board.

**BCL INDUSTRIES LIMITED**

Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") requires a Company to familiarise its Independent Directors through various programmes about the Company, including the following:

- (a) nature of the industry in which the company operates;
- (b) business model of the company;
- (c) roles, rights, responsibilities of independent directors; and
- (d) anyother relevant information.

In terms of above, the Company conducted the following familiarisation programmes for its Independent Directors:

- Visit to Company's Plants
- Review of Strategic Investments of the Company by Strategic Investment Committee
- Industry outlook at the Board meeting
- Regulatory updates at Board and Audit Committee Meetings
- Presentations on Internal Control over Financial Reporting, Operational Control over Financial Reporting, Prevention of Insider Trading Regulations, SEBI Listing Regulations, Framework for Related Party Transactions etc.

The details as required under Regulation 46(2) of the Listing Regulations is mentioned as under:

Sr. No.	Name of the Independent Director	No. of Programmes attended during FY 2018-19	No. of hours spent in such Programmes during FY 2018-19	No. of Programmes attended on cumulative basis From 1st April, 2018	No. of hours spent in such Programmes on cumulative basis From 1st April, 2018
1	Mr. Ramesh Chander Nayyar	1	7	1	7
2	Mr. Varinder Kumar Nayyar	1	7	1	7
3	Mrs. Meenu Mittal	1	7	1	7