



B. S. SPONGE LIMITED
Familiarization Programme for Independent Directors

1. PREAMBLE

In terms of Regulation 25(7) and 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (herein referred as “**Listing Regulations**”), this familiarization programme (“**Programme**” or “**Policy**”) for independent directors of B.S. Sponge Limited (“**Company**” and such directors shall be referred to as “**Independent Director(s)**”) has been adopted with an objective of familiarizing the Independent Directors of the Company with the nature of the industry in which the Company operates, business model of the Company, financial performance of the business including past performance, financial plans of the Company including long range plans as appropriate, the roles, rights, responsibilities of Independent Directors, and any other relevant information through various structured orientation programmes. Further, Schedule IV of the Companies Act, 2013, as amended (“**Act**”) requires Independent Directors to undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.

The Programme has been designed considering the specific needs of contemporary corporate governance and the role of Independent Directors in view of the onerous responsibility imposed upon them, by the Act and Listing Regulations.

The Policy shall be applicable to the Company with effect from the listing of the equity shares of the Company on one or more recognized stock exchanges.

2. PURPOSE AND OBJECTIVE OF THE PROGRAMME

To adopt a structured programme for orientation and training of Independent Directors at the time of their joining so as to enable them to understand the nature of the industry in which the Company operates, business model of the Company, the roles, rights, responsibilities of Independent Directors, and any other relevant information.

To update the Independent Directors on a regular basis on any significant changes therein so as to be in a position to take well informed and timely decisions.

3. DEFINITIONS

“**Act**” shall mean the Companies Act, 2013 including the rules made thereunder, as amended from time to time.

“**Board of Directors**” or “**Board**”, in relation to the Company, means the Board of Directors of the Company.

“**Independent Director**” means an Independent Director as defined in clause (47) of section 2 and clause (6) of section 149 read with Schedule IV of the Act and Regulation 16(1)(b) of the Listing Regulations.

“**Listing Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

“**Policy**” or “**Programme**” means the Familiarization Programme for Independent Directors.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Act and Listing Regulations shall have the meaning respectively assigned to them therein.

4. OVERVIEW OF THE FAMILIARIZATION PROCESS

All Independent Directors shall be briefed about their roles, functions and responsibilities in the Company.

REGISTERED OFFICE

34A, Metcalfe Street, 2nd Floor, Room No. 2C/3,
Kolkata - 700 013, West Bengal, India

CORPORATE OFFICE

202,2nd Floor, Block A, Crystal Arcade, Lodhipara
Chowk, Raipur - 492 001, Chhattisgarh, India

MANUFACTURING FACILITY

Village Taraimal, P. O. Gerwani, Tehsil Gharghoda,
District Raigarh, Chhattisgarh - 496 001



A formal letter of appointment together with the induction kit shall be provided to the Independent Directors at the time of their appointment, setting out their roles, functions, duties, responsibilities and their fiduciary duties as a director of the Company, remuneration and performance evaluation process, Company's Corporate Profile, its Mission, Vision and Values Statement, Organisational structure, the Company's history and milestones, Memorandum and Articles of Association, latest Annual Report, Code of Conduct applicable to Directors / employees of the Company, Code of Conduct for Prohibition of Insider Trading, Policies adopted by the Company, List of Contact details of the Directors, Senior Managerial Personnel and their personal / executive assistants, etc.

Information about various service lines shall be provided to the Independent Directors.

Independent Directors shall be provided with, amongst other documents, copy of the constitutional documents of the Company, latest annual report and internal policies to familiarize them with the Company's procedures and practices.

Interactions shall be held between the directors and senior management of the Company to familiarize the Independent Directors with the organizational set-up, functioning of various departments, internal control processes and relevant information pertaining to the Company.

Apart from the above, periodic presentations shall also be made at the meetings of the Board/ various committees of the Board, to familiarize the Independent Directors with the Company's strategy, business performance, business environment, regulatory framework, operations review, risk management and other related matters.

The entire Board, including Independent Directors, shall have access to the Company's management, wherever required, for informed decision making. This facilitates the Independent Directors to understand and comprehend the business of the Company.

5. ORIENTATION PROGRAMME FOR NEW DIRECTORS

The Company shall conduct a formal induction programme for the new Independent Directors, which may include familiarization of such Independent Director with the following:

- i. Nature of industry in which the Company operates.
- ii. Business model of the Company.
- iii. Roles, rights and responsibilities of the Independent Director and the Board as a whole.
- iv. Criteria of independence applicable to Independent Directors as per the Listing Regulations and the Act.
- v. Directors' responsibility statement forming part of the Boards' report.
- vi. Company's vision, core values, ethics and corporate governance practices.
- vii. Business structure and overview, corporate strategy, business plans, awards and recognitions and annual targets.
- viii. Familiarization with Company's business operations, performance, financial statements, other financial matters, internal control processes and statutory compliances, risk management systems and framework.
- ix. Vigil mechanism, code of conduct, insider trading policy and other policies as may be formed by the Company from time to time.
- x. Board evaluation process and procedures.

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6. ON-GOING PROGRAMME

To enable the Independent Directors fulfil their governance role, the Independent Directors are updated on a continuous basis on any significant changes/developments in the Company/business strategies, business models, risk minimization procedures, new initiatives by the Company, changes in domestic/ overseas legislation impacting the Company and the industry overall. Updates are given to Independent Directors through presentations at meetings of the Board/committees of the Board where Independent Directors get an opportunity to interact with senior management and also through various other communication channels like emails/notifications/press releases/news or events.

In addition to the above, in the course of deliberation at the meetings of the Board and committees of the Board thereof, the Independent Directors and the Board as a whole, are on a continual basis familiarized with the functioning of the overall performance of the Company, risk management process, human resource processes, information technology processes, corporate social responsibility, safety and governance initiatives of the Company.

Further, Independent Directors are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices. Independent Directors have the freedom to interact with the Company's management. Further, they can have independent discussions with relevant stakeholders to discuss about the Company's affairs and put forth their combined views to the Board.

Monthly / quarterly updates on relevant statutory, regulatory changes and landmark judicial pronouncements encompassing important laws are circulated to the Independent Directors. The Independent Directors are also informed of key developments in the Company.

7. REVIEW OF THE PROGRAMME

The Company may review the Programme and make necessary revisions, as and when required.

8. DISCLOSURE REQUIREMENT

The details of familiarisation programmes for Independent Directors including details in relation to (i) number of programmes attended by Independent Directors (during the year and on a cumulative basis until date of publication), (ii) number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis until date of publication), and (iii) other relevant details, shall be disseminated on the website of the Company.

This Policy shall be uploaded on the Company's website for public information and a web link where details of familiarization programme imparted to Independent Directors are disclosed shall be given in the annual report.

9. AMENDMENT AND CONFLICT

Any subsequent amendment/modification in the applicable laws shall automatically apply to this Policy. The Board has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever. In the event of conflict between this Policy and any applicable laws, applicable laws shall prevail.

Ashish Agarwal
Managing Director

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