



SCAN STEELS LIMITED

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**FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS
(IDS)**



Familiarisation Programme for Independent Directors (IDs)

In terms of Regulation 25 (7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to conduct the Familiarisation Programme for Independent Directors (IDs) to familiarise them about their roles, rights, responsibilities in the company, Nature of Industry/business in which company operates and business model of the Company, Company's strategic and operating plans, Financial Performances, Apprising on major pending issues of the company, contingent Liabilities and legal cases if any pending, Matters relating to Corporate Governance, Code of Business Conduct, Risk Management, Compliance Programs, Company Management, Board Meeting Process Internal Audit, updation on ongoing events and development in the company etc., through various initiatives/Programmes.

The Board of Directors is encouraged to take up / participate in various training sessions to ensure that the Board members are kept up to date.

A few initiatives under familiarisation program are as follows:

A. Induction Kit:

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
- ❖ Mission, Vision and Core Values
- ❖ Latest Annual Report
- ❖ Scan Steels Limited Code of Conduct for Board of Directors and Senior Executives
- ❖ Organizational Chart (including Business Vertical and Group Structure) and a brief profile of all the Directors and the Key Managerial Personnel (KMPs)
- ❖ Latest Shareholding Pattern
- ❖ Corporate Announcements and Press Releases (if any)
- ❖ Policy Handbook comprising of policies on various business aspects and practices
- ❖ Investor's Presentation (if any)



- ❖ Composition of the Board of Directors and various Board committees (including terms of reference)
- ❖ Remuneration payable to Directors
- ❖ Various disclosures and declarations

B. Regulatory and Business Awareness:

- **Statutory Updates:** As a part of the detailed Board Meeting agenda note, Significant Statutory Updates on a quarterly basis are circulated to the Board of Directors through which Directors are made aware of the significant news developments and highlights from various regulatory authorities viz. Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) etc.
- **Regulatory Chronicle:** On similar lines, Statutory Updates are circulated on a monthly and half yearly basis to all the Directors as "Regulatory Chronicle" - a compilation of all the latest regulatory updates, amendments, rules, circulars, notifications and Press Releases by various regulatory authorities.
- **Presentations:** Presentations are made at the Board Meeting / Audit Committee where Directors get an opportunity to interact with Senior Managers / KMPs. Presentations, inter alia, cover business strategies, management structure, HR policy, management development and succession planning, quarterly and annual results, budgets, treasury policy, review of Internal Audit, risk management framework, operations of subsidiaries and associates, etc. Independent Directors have the freedom to interact with the Company's management. Interactions happen during Board / Committee meetings, when senior company personnel are advised to make presentations about performance of their respective Business Unit to the Board. Such interactions also happen when these directors meet senior management in informal gatherings.

The Company Secretary regularly apprises the Board about their roles, rights and responsibilities in the Company from time to time as per the requirements of the Listing Agreement with the Stock Exchanges and Companies Act, 2013 read together with the Rules and Schedules thereunder.

A Status Checklist on Companies Act, 2013 made effective from 01.04.2014, revised Clause 49 of the Listing Agreement made effective from 01.10.2014 and SEBI (LODR) Regulations 2015, made effective from 01.12.2015 respectively was circulated among the Directors to keep the Board abreast about the compliance status thereof.



➤ E-Initiatives

Latest news and events including regulatory alerts are made available via e-mail to the directors on real time basis

C. Other Initiatives:

- ✓ **Committee Nomination:** Independent Directors are members in various Board Committees and their participation leads to a high quality of debate with healthy discussions and strategic guidance.
- ✓ **Committee meeting minutes:** Gist of the minutes of various Committee meetings along with the minutes are circulated as a part of detailed agenda note to all the directors for better understanding of the nuances of the business.
- ✓ **Presentation by Internal Auditors in Audit Committee meetings:** At every Audit Committee meeting of the Company, the Internal Auditor makes presentation on important audit related matters and special areas of emphasis.
- ✓ **Free flow of information:** Board has open channels of communication with executive management which allows free flow of communication among Independent Directors in terms of raising query, seeking clarifications and other related information.
- ✓ **Dissemination of Information:** Directors are also informed of the various developments in the Company through e-mails etc.
- ✓ **Personal visits at the Registered/Corporate Office:** Independent Directors of the company visits the Registered Office/Corporate offices of the Company periodically and is made abreast of the latest happenings and progress of the Company. He also reviews the operations and functioning of the Internal Audit Department and gives strategic guidance on the matter.
- ✓ **Statutory Auditors:** Statutory Auditors of the Company also brief the Board/ Audit Committee members on the various latest legislative developments w.r.t. regulatory landscape and special areas of emphasis, if any.



D. Disclosure of the Policy :

This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.
