

# **JYOTHY LABS LIMITED**

## **FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS**

**Familiarization Program for Independent Directors of Jyothy Labs Limited**

**1. Introduction:**

The Schedule IV of the Companies Act, 2013 (**'the Act'**) and Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**'Listing Regulations'**), requires the Company to familiarize the Independent Directors with the Company and undertake appropriate induction, regularly update and refresh their skills, knowledge.

The Listing Regulations requires the Company to familiarize the Independent Directors with the following:

- Nature of Industry in which the Company operates;
- The Business Model of the Company;
- Roles, Rights and Responsibilities;
- Any other relevant information.

**2. Objective:**

To have a structured orientation programme for the Independent Directors to provide insights into the Company to understand and get update on the business and operations of the Company in depth and contribute significantly to the growth of the Company.

**3. Orientation programme for new directors upon induction:**

- a. Business overview and an outline of Corporate Plan and Annual targets
- b. Introduction to Product profile
- c. Operations overview and visit to Plant(s), if required
- d. Overview of Sales & Marketing
- e. Financial Performance and budget & control processes

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- f. Familiarization on Statutory compliances as a Board Member including their Roles, Rights and Responsibilities.

**4. Familiarization Process:**

- The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company;
- Such programs / presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company’s strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time;
- The programs / presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities;
- The Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time.
- The following will be covered during quarterly board meets:

On-going inputs on business and operational performance	Comprehensive Rolling Corporate Plan – Presentation and discussions with Managing Director & leadership team	As may be decided by the Board of Directors
	Annual Management Plan & Budget – a formal review and discussion at the Board with Managing Director & leadership team	First Quarter of every financial year or as may be decided by the Board

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	Functional Excellence presentation by a conceived team in quarterly Board Meets	Every quarter on a Rotation basis
	Off-site meetings with leadership team across the company at 1 or 2 levels below top management	Once in every two years
	Quarterly information pack on economy and business trends and performance	Every quarter

**5. 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.

**6. Details of Familiarization**

The details of familiarization programmes imparted to independent directors is forming part of this Policy as ‘**Annexure – A**’

**7. Review of the Program**

The Board will review this Program and make revisions as may be required.

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**Annexure-A**

Familiarization Programme organized for the Independent Directors of the Company during the Financial Year 2023-24 are as follows:

1. A presentation was made to all independent directors in the month of March 2024 to interalia explain their role, responsibilities and duties towards the Company.
2. At various Board meetings during the year, presentations were made to the Board on safety, health and environment and sustainability issue, risk management, company policies, changes in the regulatory environment applicable to the corporate sector and to the industry in which it operates, and other relevant issue.
3. Quarterly presentations on operations made to the Board included information on business performance, EBITDA analysis, Sales analysis, Cash Profit, Financial Highlights, Business Initiatives and Strategies.
4. Quarterly results / press release of the Company were discussed and reviewed with the Directors.
5. The Directors were briefed about the new sales promotion and the advertising campaigns to be undertaken by the Company and their suggestions and recommendations on the same were welcomed by the Company.
6. The Board was also apprised about the various ESG principles that impact the business operations of the Company and vice-versa including the reporting requirements of greenhouse gas emissions (GHG) [scope 1 and scope 2 emissions].
7. Considering the Principles of NGRBC, the following trainings were conducted for the Board:
  - Training on Sexual Harassment of women at workplace;
  - Diversity Training
  - Human Rights training;
  - Anti-corruption & Anti Bribery;
  - Conflict of Interest;
  - Business Ethics; and
  - Training of Structured Digital Database under SEBI Insider Trading Regulations

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**TABLE-I**

<b>Sr. No.</b>	<b>Name of the Independent Director</b>	<b>No. of Programmes attended</b>		<b>No. of hours spent</b>	
		<b>During FY 2023-24</b>	<b>Cumulative</b>	<b>During FY 2023-24</b>	<b>Cumulative</b>
1.	Nilesh Mehta	8	52	10	54
2.	R. Lakshminarayanan	8	50	10	52
3.	Bhumika Batra	8	32	10	34
4.	Aditya Sapru	8	18	10	19
5.	Narayanan Subramaniam	2	2	3	3