

# **FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS OF SURYALATA SPINNING MILLS LIMITED**

## **1. Purpose**

The program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and participate actively in managing the Company.

## **2. Familiarization Process**

2.1 The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Non-Executive Independent Directors with the strategy, operations and functions of the Company;

2.2 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, risk management and such other areas as may arise from time to time;

2.3 The programs / presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities through SMP/external experts;

2.4 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; and

2.5 The Company may conduct an introductory familiarization program / presentation, when a new Independent Director joins on the Board of the Company.

## **3. Disclosure**

The details of programs are posted on the Company's website and / or also disseminated through other modes, as may be required.

## **4. Review of the Program**

The Board may review this Program and amend this from time to time.

**1<sup>st</sup> Familiarization Programme held on 5<sup>th</sup> February, 2015 at 11.15 A.M  
to the Non-Executive Independent Directors.**

**1. Consideration of roles, rights and responsibilities of the Directors in the Company:**

The text of the relevant material from the Companies Act, 2013 is circulated to all the Independent Directors.

Company Secretary of the Company made a detailed presentation on the above subject to the Non-Executive Independent Directors and also clarified their queries.

**2. Present business model of the Company:**

Sri K N Rao, Chief Financial Officer of the Company explained Strategy & Planning on the business model pursued by the Company at present. He also clarified to the queries raised by the Independent Directors.

The programme concluded with a vote of thanks to Executive and the Independent Directors of the Company

## **2<sup>nd</sup> Familiarization Programme on 04<sup>th</sup> February, 2016**

The 2<sup>nd</sup> Familiarization Programme was conducted on the 04<sup>th</sup> February, 2016 at the registered office of the Company to the Non-Executive Independent Directors, Executive Directors and Senior Executives:

The Non-Executive Independent Directors Mr. Surender Reddy Ramasahayam, Mr. Lakshmi Kanth Reddy Konda And Mr. Suresh Reddy Kethireddy Participated in the Familiarization Programme aside the Whole-time Directors and Senior Executives.

Company Secretary of the Company elaborated and narrated in detail various provisions of the proposed Clause 36 dealing with continuous disclosures of material events or price sensitive information on a timely basis and in an adequate and relevant manner.

Company Secretary also narrated the SEBI (Prohibition of Insider Trading) Regulations, 2015 in detail including the new obligations of the Directors, Officers and Employees. He has also clarified various queries raised by the Group relating to the proposed Clause 36 as well as the new Prohibition of Insider Trading Regulations which will be effective from 14.05.2015.

The Directors and Senior Managerial Personnel thanked Company Secretary for time spared and the information shared.

### **3<sup>rd</sup> Familiarization Programme on 19<sup>th</sup> May, 2017**

The Familiarization Programme was conducted on the 19<sup>th</sup> May, 2017 at 3.30 P.M at the registered office of the Company to the Non-Executive Independent Directors, Executive Directors, Senior Executives and Other Key Managerial Personnel attended the Program upon invitation as special invitees.

The Non-Executive Independent Directors Mr. Surender Reddy Ramasahayam, And Mr. Lakshmi Kanth Reddy Konda attended & Participated in the Familiarization Programme except Mr. Suresh Reddy Kethireddy who could not attend the programme due to preoccupation.

Company Secretary, elaborately narrated in detail of various provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which came into effect from 1<sup>st</sup> December, 2015 with special emphasis on the role and responsibilities of Board of Directors, Independent Directors and Key Managerial Personnel. Various queries on the Regulations raised by the Independent Directors and Senior Executives were clarified.

The Programme concluded with a vote of thanks to the Independent Directors for their participation.

## **4<sup>th</sup> Familiarization Programme on 10<sup>th</sup> February, 2018**

The 4<sup>th</sup> Familiarization Programme was conducted on the 10<sup>th</sup> February, 2018 at 3.00 p.m the registered office of the Company to the Non-Executive Independent Directors, Executive Directors and Senior Executives :

The Non-Executive Independent Directors Mr. Surender Reddy Ramasahayam, Mr. Lakshmi Kanth Reddy Konda And Mr. Suresh Reddy Kethireddy Participated in the Familiarization Programme aside the Whole-time Directors and Senior Executives.

Company Secretary elaborates on roles, rights and responsibilities of Independent Directors in various committees including the Board.

Mr. K N Rao Chief Financial Officer, explained about adoption of Indian Accounting Standards (Ind-AS), its industry wise impacts and certain relevant Generally Accepted Accounting Principles (GAAP) differences. They also clarified to the queries raised by the Independent Directors and other Key Managerial Personnel.

The Programme concluded with a vote of thanks to the Independent Directors for their participation.

## **5<sup>th</sup> Familiarization Programme on 12<sup>th</sup> February, 2019**

The 4<sup>th</sup> Familiarization Programme was conducted on the 12<sup>th</sup> February, 2019 at 12.15 p.m at Marchala Village Kalwakurthy, Nagar Kurnool District one of the Manufacturing unit (Factory) of the Company to the Non-Executive Independent Directors, Executive Directors and Senior Executives :

The Non-Executive Independent Directors Mr. Surender Reddy Ramasahayam, Mr. Lakshmi Kanth Reddy Konda And Mr. Suresh Reddy Kethireddy Participated in the Familiarization Programme aside the Whole-time Directors and Senior Executives.

Mr.K N Rao Chief Financial Officer of the Company explains Board of Directors role in the Standards of Conduct & Business Responsibility, Strategy and Business Plans, Integrity of decision making process, Performance and Risk Management.

He also clarified to the queries raised by the Independent Directors and other key managerial personnel.

## **6<sup>th</sup> Familiarization Programme on 10<sup>th</sup> February, 2020**

The 6<sup>th</sup> Familiarization Programme was conducted on the 10<sup>th</sup> February, 2020 at 12.15 p.m at the registered of the Company to the Non-Executive Independent Directors, Executive Directors and Senior Executives:

The Company familiarized the independent directors on the latest amendments to the Companies Act and SEBI Regulations with special focus on the following:

- a) SEBI (Prohibition of Insider trading) (Amendment) Regulations, 2018 including policies and procedures required thereunder for determination of “Legitimate Purposes”, for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information;
- b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- c) Companies Act, 2013 and rules made thereunder; and
- d) Consequent changes to the roles and responsibilities of directors.

Also clarified to the queries raised by the Independent Directors and other key managerial personnel.

The Programme concluded with a vote of thanks to the Independent Directors for their participation.

## **7<sup>th</sup> Familiarization Programme on 12<sup>th</sup> February, 2021**

The Familiarization Programme was conducted on the 12<sup>th</sup> February, 2021 at 2.15 P.M at the registered office of the Company to the Non-Executive Independent Directors, Executive Directors, Senior Executives and Other Key Managerial Personnel attended the Program upon invitation..

The Non-Executive Independent Directors Mr. Surender Reddy Ramasahayam, Mr. Lakshmi Kanth Reddy Konda and Mr. Suresh Reddy Kethireddy attended & Participated in the Familiarization Programme.

Company Secretary, elaborately narrated in detail of various provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies act 2013 along with new amendments with special emphasis on the role and responsibilities of Board of Directors, Independent Directors and Key Managerial Personnel. Various queries on the Regulations raised by the Independent Directors and Senior Executives were clarified.

Mr.K N Rao Chief Financial Officer of the Company explains Board of Directors role in the Standards of Conduct & Business Responsibility, Strategy and Business Plans, Integrity of decision making process, Performance and Risk Management relating Company operation, production and Administration.

The Programme concluded with a vote of thanks to the Independent Directors and other invitees for their participation.