

# KALYANI FORGE LTD.

## FAMILIARIZATION PROGRAM

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### **Preamble:**

The familiarization programme for Independent Directors is formulated with the objective of making the Independent Directors of the company accustomed to their roles and responsibilities and is divided into various modules such as;

- (i) roles, rights and responsibilities;
- (ii) board dynamics & functions;
- (iii) strategy, operations and functions of the company.

The Program has been designed considering the specific needs of contemporary corporate governance and the expected obligations of Independent Directors in view of the onerous responsibility conferred by the Companies Act, 2013 and the SEBI LODR regulations as amended from time to time.

### **Familiarization at the time of induction of directors:**

Kalyani Forge Ltd. has put in place a structured programme for orientation and training of Independent Directors at the time of their joining with an aim to familiarize them with the knowledge of –

- a) Company's profile and its products / services
- b) Nature of industry in which the company operates
- c) Company's management including group management matrix
- d) Company's business model
- e) Role, responsibilities, duties and rights of the director in the company
- f) Last three years financial performance of the company
- g) Apprising the directors with all major pending issues of the company
- h) Board and Committee meeting process of the company
- i) Compliance matrix in the company
- j) Contingent Liabilities of the Company and legal cases, if any pending

### **Site visits**

Kalyani Forge Ltd. has adopted a practice of arranging a full day visit at the company's plant situated at Koregaon Bhima, Taluka Shirur, Pune – 412216, wherein the directors are being introduced to the Kalyani Forge Ltd. Senior Management Team, and Functional Heads, and other staff members. Further the directors are being oriented towards the company's business model, its major products, customers and the manufacturing process.

Furthermore, a detailed presentation is made covering the company's corporate profile, its mission, vision and values statement, organizational structure, the company's history and milestones, the business strategy, latest annual report, business code of conduct applicable to directors / employees of the company, the environment, health and safety policy of the Company and safety aspect to be adhered to.

## **Role and responsibilities**

All the Independent Directors of the company are made aware of their role, responsibilities and liabilities at the time of their appointment / reappointment, through a formal letter of appointment and the induction programme which stipulates various terms and conditions of their engagement. As and when appointment of director takes place, they are provided along with their appointment letter, an introductory kit consisting of highlights of various statutory provisions, complete set of statutory and internal policies of the company, list of committees, memorandum and articles of association of the company and other materials as may be required by the directors to gain an insight into the company.

## **Committees constituted by company**

Most of the directors including Independent Directors on the board are also part of one or more of the following committees constituted by the company as required under the provisions of Companies Act, 2013 / SEBI LODR regulations.

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee

The Board members of such committees are also provided with a detailed functioning of the related area of operation that is governed by the respective committee.

Summary of Familiarization programme of Independent Directors:

## **Updation in the ongoing events & developments**

Kalyani Forge Ltd. undertakes various measures to update the directors, from time to time, of any significant changes in the ongoing events and development relating to the company operations.

## **Regulatory Updates**

The company is not only required to comply with Companies Act 2013, but also SEBI LODR regulations and other applicable laws to the company and also required to follow all the circulars and developments taking place in Securities laws in letter and spirit. In view of this, the company in its every board meeting allocates considerable amount of time for agenda item titled "Regulatory presentation" wherein, the Chief Regulatory Officer / Company Secretary presents to the board, a brief presentation highlighting SEBI & other regulatory updates, surveillance related matters and investor services related matters.

## **Access to information.**

The board members are given complete access to any information relating to the company, whenever they so request. Board and committee meetings are held after the end of each quarter to increase the participation of all the directors in the meeting.

### **Presentation by auditors**

The statutory and internal auditors give a detailed presentation covering their areas of audit and significant findings made by them during the course of audit. Directors are made aware of significant changes having taken place in the corporate and other commercial laws, etc., which affect the company and the directors.

### **Training programme**

Need based external training programme designed, developed and conducted by the company for the directors.

### **Disclosure**

This familiarization programme 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.

### **Review**

The board will review this program and make revisions as may be required from time to time.

During the year, Mr. Abhijit Sen, Mr. Pradip Nadkarni and Mr. Adit Madhusudhan Rathi independent directors of the company attended two familiarization programs and spent around 2 hour for each program.