

# **HUGHES AND HUGHES CHEM LIMITED**

## **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

### **1) Background**

The Familiarization Program ("the Program") for Independent Directors of Hughes and Hughes Chem Limited ("the Company") has been adopted by the Board of Directors pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

### **2) Purpose**

The program formulated with the objective of making the Independent Directors of the Company accustomed to their roles and responsibilities is divided into various modules with emphasis on:

- Nature of Industry in which the Company operates.
- The socio-economic environment, the business model, the operational and financial performance of the Company.
- Roles, Rights and Responsibilities-Board dynamics & functions
- Strategy, Operations and functions of the Company and any other relevant information relating to the Company.
- Update/changes/amendments in Statutory or Regulatory norms.

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 (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The program provides the basic insights into the company to enable the Independent Directors to understand Company's business in depth that would facilitate their active participation in managing the affairs of the Company.

### **3) 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 and new Director will be welcomed to the Board of the Company by sharing the following documents of the Company for his /her references:

- For matter of appointment as Director of the Company.
- Memorandum and Articles of Association of the Company.
- Annual Reports of last three consecutive years.

- Criteria of Independence applicable to Independent Directors as per Regulation 16 of the SEBI (LODR) Regulations, 2015 and Section 149 of the Companies Act, 2013.
- Code of Conduct for Board of Directors and Senior Management.
- Code of Code of Conduct for Prohibition of Insider Trading.
- Note on Directors' roles, functions, duties, responsibilities and liabilities under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.
- Policy of the Company comprising of policies on various business aspects and practices.
- Organizational Chart of the Company and the profile of all the Directors and the Senior Managerial Personnel of the Company.
- List of Contact details of the Directors, Senior Managerial Personnel and their personal /executive assistants.
- Board evaluation process and procedures.

#### **4) Other Initiatives to Update the Directors on a Continuing Basis:**

- The Directors will get an opportunity to visit Company's plants, where plant heads apprise them of the operational aspects of the plants to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality etc.
- At various Board meetings during the year, presentations to be made to the Board on safety, health and environment issue(s), risk management, Company policies, changes in the regulatory environment applicable to the corporate sector and to the industry in which the Company operates, business excellence with areas of improvement and other relevant issue.
- Quarterly presentations on operations to be made to the Board include information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management change, major litigation, compliances, subsidiary information, donations, regulatory scenario etc.
- Quarterly results/press release of the Company provide to the Directors.

#### **5) Disclosure**

The details of such familiarization programme shall be disclosed on the Company's website for public information and we link there to shall be given in the Annual Report.

#### **6) Review of the Program**

The Board will review this program and make revisions as whenever required.