

# SIMBHAOLI SUGARS LIMITED

## FAMILIRIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

### **PURPOSE AND OBJECTIVE OF THE PROGRAMMES:**

The Familiarization Program for Independent Directors of Simbhaoli Sugars Limited ("the Company") has been adopted by the Board of Directors pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

The Clause 25(7) of the Listing Regulations stipulates that:

- a) The Company shall familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the Industry in which the Company operates, business model of the Company, etc., through various programmes.
- b) The details of such familiarization programme shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

The program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and that would facilitate their active participation in the Company.

### **FAMILIRIZATION PROGRAMME:**

- The Company through its Executive Directors/Key Managerial Personnel conducts programmes/ presentation to familiarize the Independent Directors with the strategy, operations and functions of the Company;
- The programs/ presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities;
- The Company may provide the news, articles, policies, business and strategies related to the industry on a regular basis and may also give specific regulatory updates from time to time;
- When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairperson, Managing Director, Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company's business activities;
- A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, insurance



cover, Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors;

- The Company conducted the introductory familiarization programme on November 24, 2015 which includes information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management change, major litigation, regulatory scenario etc; An Information Memorandum (IM) was prepared on the Company overall structure and circulated to all the Directors of the Company, before dissemination to the Stock exchanges for listing of equity shares of the company in pursuance to the Scheme of Amalgamation, as sanctioned by the Hon'ble High Court of Judicature at Allahabad, under the Rule 19(2)(b) of Securities Contracts Regulation Act, 1956;
- Each Director of the Company has complete access to any information relating to the Company. Independent Directors have the freedom to interact with the Company's management. They are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry segments of which it is a part. Further, they meet without the presence of the Company's Management Personnel to discuss matters pertaining to the Company's affairs and put forth their combined views to the Chairman and Managing Director.

#### DISCLOSURE OF THE PROGRAMMES:

The details of the 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.

#### AMENDMENT(S)

The Board may in its discretion review or amend this programme, in whole or in part, from time to time.

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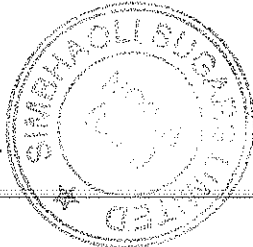
For Simbhaoli Sugars Limited



Kamal Samtani

Company Secretary

(FCS-5140)



Nov 24, 2015  
New Delhi