



HEG LIMITED

Familiarisation Programmes for Independent Directors

Preamble:

The Clause 49(II)(B)(7) of the Listing Agreement with the Stock Exchanges stipulates that :

1. The company shall familiarise 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.
2. The details of such familiarisation programmes shall be disclosed on the company's website and a web link thereto shall also be given in the Annual Report.

Induction on joining the Board for Directors of the Company:

The new Director is welcomed to the Board of Directors of the Company by sharing the following documents of the Company for his / her reference:

1. Memorandum of Association and Articles of Association of the Company.
2. Annual Reports of last three consecutive years.
3. Code of Conduct for Directors and Senior Managerial Personnel.
4. Various other codes and policies of the Company, which inter alia include Code of Conduct for Prevention of Insider Trading, Whistle Blower Policy, Policy on Related Party Transactions, Nomination & Remuneration Policy and Risk Management Policy.
5. Note on Directors roles and responsibilities.
6. List of Contact details of the Directors, KMPs, Senior Managerial Personnel and their personal / executive assistants.
7. Publicity material of the Company that explains the range of products, services and solutions offered by the Company to its clients.
8. Note on key clients of the Company and their geographical distribution in terms of the work across and the revenue.
9. Note on the budget of the Company for the particular Financial Year.

Familiarisation module for Independent Directors:

1. The Company provides an orientation programme for the Independent Directors to provide an overview of business, operations and business model of the Company.



2. The programme also familiarizes with the role, responsibilities and rights of the Independent Directors.
3. The programme also provides an opportunity to interact with the senior leadership team of the Company and help them to understand the service and product offerings, markets, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.
4. Visit to Plant site, as per convenience of the Director.

Training Session:

Regular presentation are made by the experts in their respective fields on the following topics to afford Board members an opportunity to understand and appreciate the complexities of the Industry and their role therein:

1. Graphite Electrodes Sector
 - Emerging scenario in Production, Distribution, Competitive framework.
 - Government Regulations.
2. Sustainability and Climate Change - Policies, upcoming programs, Initiatives.
3. Business Excellence Journey
4. Group policies and culture

The Directors are inter alia made conversant with the following matters on regular basis:

1. MIS
2. Business Plans
3. Business updates
4. Legal updates
5. Directors - Meetings, Duties, Role & Responsibilities
6. Corporate Social Responsibility
7. Projects
8. Related Party Transactions
9. Finance & Accounts
10. Audit and Auditors
11. Risk library and steps for mitigation

All efforts are made to ensure that the Directors are well conversant on the state of the Company's affairs and the industry in which it operates.