

BN AGROCHEM LIMITED

(Formerly BN Holdings Limited)

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS
[In terms of Regulation 25(7) of the
SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]

1. PREAMBLE:

The Board members of BN Agrochem Limited (Formerly BN Holdings Limited) ("Company") (Independent and Non-Independent) are afforded every opportunity to familiarize themselves with the Company, its management, its operations and above all, the Industry perspective and issues. They are made to interact with senior management personnel and proactively provided with relevant news, views and updates on the Company and sector. All the information/documents sought by them are also shared with them for enabling a good understanding of the Company, its various operations and the industry of which it is a part.

2. OBJECTIVE:

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

- ✓ Roles, Rights and Responsibilities - Board dynamics & functions
- ✓ 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 Listing Regulation as amended from time to time. The Directors are also informed about the important policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to regulate, monitor and report trading by Insiders etc.

3. FAMILIARIZATION MODULE FOR INDEPENDENT DIRECTORS:

3.1 Familiarization Programme:

The Independent Directors are apprised with the following:

- ✓ Criteria of independence applicable to Independent Directors as per Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013
- ✓ Code for Independent Directors as prescribed under the Companies Act, 2013
- ✓ Independent directors of the Company are made aware of their role, responsibilities and liabilities at the time of their appointment/re-appointment, through a formal letter of appointment, which also stipulates various terms and conditions of their engagement. They are also made aware of Company's board and board committee framework, policies and procedures.

3.2 Induction on joining the Board of 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 references:

- ✓ Memorandum of Association and Articles of Association of the Company
- ✓ Annual Reports of last three consecutive years
- ✓ Code of Conduct for Directors and Senior Managerial Personnel
- ✓ Note on Directors roles and responsibilities

- ✓ 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.

3.3 Regular Familiarization Modules:

Efforts shall be made to continually update the Independent Directors on all important developments within the Company and regulatory changes as follows:

- ✓ Circulate emails, news and articles through its Managing Director / Executive Director periodically relating to the planning, strategy, operation, functions and projects of the Company, if any
- ✓ Quarterly information on business performance, operations, market share, financial parameters, senior management changes, compliances, etc.
- ✓ Inform Independent Directors about all new induction in the Core Management Team and arrange meetings with any functional head on any such request received from the Independent Director.
- ✓ Board Members are promptly updated on any change and new development with regard to relevant regulatory requirement such as SEBI regulations, Companies Act etc.
- ✓ The Board members are also made aware about the compliances applicable on the Company by way of quarterly compliances report.

4. DISCLOSURE:

The familiarization programme for Independent Directors shall be uploaded on the website of the Company at www.bn-holding.com

The details of familiarization programmes imparted to Independent Directors shall be disclosed on the website of the Company.

5. GENERAL:

- i. The Board of Directors of the Company shall have the power to modify, amend or replace this Policy in part or full as may be thought fit from time to time in their absolute discretion as far as it is not in contravention of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ii. In the event of any conflict between the provisions of the Listing Regulation / Companies Act, 2013, or in case of any omission of any of the provisions of the Listing Regulation or Companies Act, 2013, the provisions of the Listing Regulation / Companies Act, 2013, as amended shall prevail or be applicable, as the case may be.
- iii. Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.
