



KANODIA CEMENT LIMITED

Familiarization Programme for Independent Directors

[Pursuant to provisions of Regulation 25 and 46 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 & amendments made thereto]

Regd. Office:

D-19, UPSIDC Land Industrial Area, Sikandrabad, Bulandshahr, UP-203205

Corporate Office:

A-21, Sector-16, NOIDA, Gautam Buddha Nagar, UP-201301

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TITLE

This Program shall be called ‘Familiarization Program for Independent Directors’.

INTRODUCTION

The familiarization program for Independent Directors is outlined herein pursuant to Regulation 25(7) and Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The familiarization program aims to provide Independent Directors with the working and trends in the cement Industry, the overall socio and economic environment in which the Company operates, the business model/ strategies, management structure, risk management framework, regulatory environment, the working of the Company, amongst other things and to update the Independent Directors on a continuous basis on significant developments so as to enable them to take well informed decisions in a timely manner. The familiarization program also seeks to update the Independent directors on their roles, responsibilities rights and duties under the Companies Act 2013 and other relevant legislations.

OVERVIEW OF FAMILIARIZATION PROGRAMME

Familiarization upon induction of new Independent Directors

- At the time of appointment, an appointment letter incorporating the role and duties, tenure of appointment, evaluation process, availability of directors and officers liability insurance, details regarding remuneration shall be given to the Directors.
- The Company conducts a well-structured induction program for orientation and training of directors which includes one-to-one interactive sessions with the executive directors, management council members, selected business/functional heads, and may also include plant visit.
- New independent directors shall be provided with induction kit which will include details about the Company, its subsidiaries, joint ventures, copies of Annual Report of last three years, Company’s Code of Conduct, Company’s Insider Trading Code, brief profile of other Board Members, Memorandum and Articles of Association, financial results of past one year, Committee Charters, Internal Audit Charter, policies such as vigil policy, CSR policy, policy on related party transactions, etc.

Continual Familiarization Program

- Presentations on business units / subsidiary companies, business performance, operations, finance, risk management framework, etc. shall be made to the Directors from time to time as part of board discussions where independent directors get an opportunity to interact with the senior leaders of the Company.
- Active communication channel between executive directors and independent directors, that allows the independent directors to raise query, seek clarifications for enabling a better understanding of the Company and its various operations are available.
- Visit to Company’s plants and R&D facilities are organized, as per requirement.

- Board Members are regularly updated regarding key developments in the Company and on any important regulatory amendments applicable to the Company.
- Strategy board meeting is convened on an annual basis for a detailed deliberation on the Company's strategies.
- Learning and development sessions for Board Members are conducted by external speakers on topics such as Cement sector updates, competition update, etc.

DISCLOSURE

This program shall be uploaded on the website of the Company and a web link of the same shall also be provided in the Annual Report , also details of familiarization programs imparted to Independent Directors, including the following details, shall also be disclosed under a separate section website of the Company:

- (a) Number of programs attended by Independent Directors (during the year and on a cumulative basis till date);
- (b) Number of hours spent by Independent Directors in such programs (during the year and on cumulative basis till date); and
- (c) Other relevant details of the Company.

REVIEW OF THE PROGRAMME

The Nomination and Remuneration Committee shall monitor and periodically review the familiarization program and approve changes, if any. The Company Secretary is authorized to amend this program to give effect to any changes/amendments notified by the Ministry of Corporate Affairs or SEBI. The amended program shall be placed before the Nomination and Remuneration Committee for noting and ratification.

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This Policy has been adopted at the Board Meeting held on 22.03.2025 (Saturday).