

## ***Familiarization Programme for Independent Directors***

***Purpose and Objective of the Programme:*** The Schedule IV of the Companies Act' 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 mandates the listed Companies to familiarize the Independent Directors with the Company inter alia; nature of the industry in which the Company operates, its business models, roles, rights and responsibilities of the Independent Directors. In deference to above this programme is by the Board of Directors of B&A Ltd (hereinafter the Company) to provide insights into the Company to enable the Independent Directors to understand the Company's business in depth that would facilitate their active participation in governing the affairs of the Company.

***Programme Highlights:*** The Company shall follow a structured and training oriented programme in a continuing basis for the Independent Directors to understand and get updated on the business and operations of the Company.

- ⊗ The Company through its Managing Director/Executive Director/Key Management Personnel will conduct programme/ presentations periodically to familiarize the Independent Directors with strategy, operations and functions of the Company.
- ⊗ Such programmes/presentations will provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and to help them to understand the strategy, business models, operations, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.
- ⊗ These programmes will also highlight the roles, duties, rights and responsibilities of Independent Directors.
- ⊗ Prior to the joining the Board, a new Independent Director will meet the Chairperson, Managing Director and other Key Management Personnel to discuss the functioning of the Board and the nature of the operations of the Company's business activities.
- ⊗ New Independent Directors are provided with Code of Conduct for Independent Directors, Code of Conduct for Prevention of Insider Trading, Policies of the Company and Corporate Disclosure Practices.

- ⊗ The Company provides the Directors with the tours of the Company's facilities from time to time.
- ⊗ A detailed appointment letter incorporating the role, duties, rights and responsibilities, remuneration and performance evaluation process, code of conduct and obligations on disclosures is issued to a new Independent Director.

**Other Initiatives to update the Directors on a continuing basis:**

- ⊗ The Directors get an opportunity to visit Company's tea gardens and factories where they are appraised of the operational and sustainability aspects of the gardens and factories to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality, CSR etc.
- ⊗ At various meetings of the Board of Directors and Committees of the Board presentations are made on environment, health, safety, legal, risk management policies and changes in regulatory environment applicable to tea industry.
- ⊗ Quarterly presentations on performance highlights made to the Board of Directors includes detailed information on operations, performance, market share, competitiveness, financial parameters, working capital management, fund flows, banking and investors relationships, changes in senior management, major litigations, compliance calendar for statutory dues, subsidiary information and regulatory compliances.
- ⊗ Quarterly/Half yearly/ Annual Financial results, up-gradation in ratings, and communications sent to shareholders/ published in media are simultaneously sent to the Directors.