

# DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS

## <u>Disclosure under Regulation 25 and 46 of SEBI (LISTING OBLIGATIONS</u> AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

### Details of familiarization programmes imparted to independent directors:

The Company has an orientation process/familiarization programme for its independent directors that includes:

- a. Briefing on their role, responsibilities, duties, and obligations as a member of the Board.
- b. Nature of business and business model of the Company, Company's strategic and operating plans.
- c. Matters relating to Corporate Governance, Code of Business Conduct , Risk Management, Compliance Programs, Internal Audit, etc.

As a process when a new independent director is appointed, a familiarization programme as described above is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed. Each of our independent directors have attended such orientation process/familiarization programme when they were inducted into the Board and these programs are generally spread over two days.

The Board and Committee meetings of the Company are held at least on a quarterly basis spread over two days and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

#### FamiliarisationProgrammeorganised on 31st October 2014

Pursuant to the compliance IntermsofClause49(II)(B)(7)oftheListing Agreement, Scan Steels Limited had arranged an informative session on Monday, 31st October 2014 at 4.30 p.m. at the registered office of the Company at Mumbai, Maharashtra to familiarize the Independent Directors (namely Mr. AnkurMaddan and Mr. VinayGoyal) aboutCriteriaof independenceapplicable toIndependentDirectors, their roles, responsibilities and duties as Independent Directors and also about the Directors Responsibility Statement and changes that would have to be made in the content of next year's Directors' Report to the shareholders.

They were also appraised about the statutory compliances as a Board Member including their Roles, Rights and Responsibilities.

#### Familiarisation Programme organised on 27th March 2015

Pursuant to the compliance IntermsofClause49(II)(B)(7)oftheListing Agreement, Scan Steels Limited had arranged an informative session on Friday, 27th March 2015 at 5.00 p.m. at TrishnaNirmalayaBhawan, PLOT-516/1723/3991, 3rd Floor, Magnetics Square, Patia, Bhubaneswar – 751024 to familiarize the Independent Director (namely Mrs.DebjaniSahu along with Independent DirectorsAnkurMaddan and Mr. VinayGoyal) about their roles, responsibilities and duties as Independent Directorsalong with Timeallocationbythe Independent Directorsonfinancial controls and compliances, overseeing systems of risk management, CSR, Stakeholders conflicts, strategic direction, Meetings and performance assessment.

They were also appraised about the statutory compliances as a Board Member.

#### Familiarisation Programme organised on 08th December 2015

The Company, in compliance of the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Erstwhile Listing Agreement with the Stock Exchange) had organized a program for the Independent Directors on the below topic:

#### 'Scan Group and way forward'

on Tuesday 08<sup>th</sup> December 2015 at 11.30 a.m. at TrishnaNirmalayaBhawan, PLOT-516/1723/3991, 3<sup>rd</sup> Floor, Magnetics Square, Patia, Bhubaneswar – 751024. The same was attended by all the Independent Directors of the Company.

The speaker for the session was Mr. Rajesh Gadodia, Executive Director who briefed the Directors about all the products manufactured by the Company as well as the Scan Steels business. During the session they were taken for an entire plant visit where they were appraised in detail about the process of manufacturing and were informed about the challenges of the operations and the manufacturing processes.

The Directors were also circulated the Code of ethics of the Scan Group and were briefed about the code of conduct prevalent in the Company.

#### Familiarisation Programme organised on 24th May 2016

Pursuant to the compliance In terms of the provisions of Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Scan Steels Limited had arranged an informative session on Tuesday, 24th May 2016 at 7.00 p.m. at Rambahal, Rajgangpur, Dist: Sundergarh (Odisha) – 770017 to familiarize the New Independent Director namely Mr. Punit Kedia along with Independent Directors Mr. Vinay Goyal and Mrs. Debjani Sahu Independent Directors of the Company about their Roles responsibilities and duties as Independent Directors, Statutory compliance as a Board Member, Plant visit at major locations of manufacturing facilities of the Company and where they were also appraised in detail about the process of manufacturing and Products manufactured by the Company, Challenges faced by the Company in operations and manufacturing process and nature of Industry in which company operates, business models and Financial of the Company and they were also briefly narrated about the Code of ethics of the Scan Group.

The directors present appreciated the efforts made by the management and advised the management to conduct more such programmes as per their convenience, for the knowledge enhancing of the Independent Directors of the Company towards their roles and responsibilities.

#### Familiarisation Programme organised on 4th April 2017

Pursuant to the compliance In terms of the provisions of Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Scan Steels Limited had arranged an informative session on Tuesday, 4th April 2017 at 3.00 p.m. at Trishna Nirmalaya Bhawan, Plot-516/1723/3991, 3rd Floor, Magnetics Square, Patia, Bhubaneswar - 751024. to familiarize and update the Independent Director namely Mr. Punit Kedia Mr. Vinay Goyal and Mrs. Debjani Sahu Independent Directors of the Company about their Roles responsibilities and duties as Independent Directors, and Statutory compliance as a Board Member, as per amendments made in Companies Act, 2013 and various applicable laws and they where also appraised in detail about the, Challenges faced by the Company in operations and manufacturing process and Financial of the Company.

The directors present appreciated the efforts made by the management and advised the management to conduct more such programmes as per their convenience, for the knowledge enhancing of the Independent Directors of the Company towards their roles and responsibilities.

#### Familiarisation Programme organised on 31ST May 2018

Pursuant to the compliance In terms of the provisions of Regulation 27 (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Scan Steels Limited had arranged an informative session at the start of F.Y 17-18 on Thursday, 31st May 2018 at 4.30 p.m. at Trishna Nirmalaya Bhawan, Plot-516/1723/3991, 3rd Floor, Magnetics Square, Patia, Bhubaneswar – 751024. to familiarize and update the Independent Directors namely Mr. Punit Kedia Mr. Vinay Goyal and Mrs. Debjani Sahu Independent Directors of the Company about their Roles responsibilities and duties as Independent Directors, and Statutory compliance as a Board Member , as per latest amendments made in Companies Act, 2013 , SEBI LODR Regulations, 2015 and various applicable laws and they where also appraised in detail about the, Challenges faced by the Company in operations and manufacturing process and Financial of the Company.

Mr. Praveen Kumar Patro, Newly appointed Executive Director of the Company also participated in the Familiarisation Programme.

The directors present appreciated the efforts made by the management and advised the management to conduct more such programmes as per their convenience, for the knowledge enhancing of the Independent Directors of the Company towards their roles and responsibilities.

#### FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS

Year & No. of Prog ram s	Date of Progra mme	Address	Duration	Name of Independent Directors Present	Name of Indepe ndent Direct ors Absent	Number of hours spent by Directors No. of the Session attended		n ed	Topics covered	
2014 - 2015 1)	Monda y, 31st Octobe r 2014	Registered Office of the Company at Mumbai, Maharasht ra	4.30 PM To 6.30 PM	1. Mr. Ankur Maddan 2. Mr. Vinay Goyal	NONE	F.Y 14- 15- 2	Cum ulati ve till date NA	F.Y 14-15	Cumu lative till date NA	<ul> <li>Criteria of independence applicable to Independent Directors.</li> <li>Roles responsibilities and duties as Independent Directors</li> <li>Directors' Responsibility Statement and changes that would have to be made in the content of next year's Directors' Report to the Shareholders.</li> <li>Statutory compliance as a Board Member</li> <li>nature of Industry in which company operates, business models and Financial of the Company.</li> </ul>
2)	Friday, 27 <sup>th</sup> March 2015	Trishna Nirmalaya Bhawan, PLOT- 516/1723/ 3991, 3rd	5.00 PM To 7.00 PM	<ol> <li>Mr.         Ankur         Maddan     </li> <li>Mr. Vinay</li> <li>Goyal</li> <li>Mrs.</li> </ol>	NONE	2	4	1	2	<ul> <li>Roles         responsibilities         and duties as         Independent         Directors</li> <li>Statutory</li> </ul>

2015		Floor, Magnetics Square, Patia, Bhubanes war – 751024		Debjani Sahu		F.Y	Cum	F.Y	Cumu	compliance as a Board Member.  Time allocation by the Independent Directors on financial controls and compliances, overseeing systems of risk management, , CSR, Stakeholders conflicts, , strategic direction, Meetings and performance assessment.
2016						15- 16-	ulati ve till date	15-16	lative till date	
1)	Tuesda y 8 <sup>th</sup> Decem ber 2015	Trishna Nirmalaya Bhawan, PLOT- 516/1723/ 3991, 3rd Floor, Magnetics Square, Patia, Bhubanes war - 751024	11.30 AM To 2.30 PM	1. Mr. Ankur Maddan 2. Mr. Vinay Goyal 3. Mrs. Debjani Sahu	NONE	3	7	1	3	<ul> <li>Products manufactured by the Company.</li> <li>Plant visit where they were appraised in detail about the process of manufacturing</li> <li>Challenges faced by the Company in operations and manufacturing process</li> <li>Code of ethics of the Scan Group</li> <li>Roles responsibilities and duties as Independent Directors in compliance of the SEBI (Listing Obligations and</li> </ul>

										Disclosure Requirements) Regulations, 2015
2016 - 2017						F.Y 16- 17-	Cum ulati ve till date	F.Y 16-17	Cumu lative till date	
1)	Saturd- ay, 24 <sup>th</sup> May 2016	Rambahal, Rajgangp ur, Dist: Sundergar h (Odisha) – 770017	7.00 PM TO 9.00 PM	1. Mr. Punit Kedia 2. Mr. Vinay Goyal 3. Mrs. Debjani Sahu	NONE	2	9	1	4	<ul> <li>Induction,         Familiarisation         programme for         new         Independent         Director</li> <li>Roles         responsibilities         and duties as         Independent         Directors</li> <li>Statutory         compliance as a         Board Member</li> <li>Time allocation         by the         Independent         Directors for         various matters         related to         company</li> <li>Plant visit         where they         were appraised         in detail about         the process of         manufacturing         and Products         manufactured         by the         Company.</li> <li>Challenges         faced by the         Company in         operations and         manufacturing         process.</li> <li>nature of         Industry in         which company         operates,         business         models and         Financial of the</li> </ul>

2017 - 2018						F.Y 17- 18-	Cum ulati ve till date	F.Y 17-18	Cumu lative till date	Company  Code of ethics of the Scan Group
1)	Tuesda y, 4 <sup>th</sup> April 2017	Trishna Nirmalaya Bhawan, Plot- 516/1723/ 3991, 3rd Floor, Magnetics Square, Patia, Bhubanes war - 751024.	3.00 PM TO 5.00 PM	1. Mr. Punit Kedia 2. Mr. Vinay Goyal 3. Mrs. Debjani Sahu	NONE	2	11	1	5	<ul> <li>Roles         responsibilities         and duties as         Independent         Directors,</li> <li>Statutory         compliance as a         Board Member         as per         amendments         made in         Companies Act,         2013 and         various         applicable laws.</li> <li>they where         also appraised         in detail about         the, Challenges         faced by the         Company in         operations and         manufacturing         process</li> <li>Financial of the         Company.</li> <li>Plant Visit</li> </ul>
2018 - 2019						F.Y 18- 19-	Cum ulati ve till date	F.Y 18-19	Cumu lative till date	
1)	Thurs- day 31 <sup>ST</sup> May, 2018	Trishna Nirmalaya Bhawan, Plot- 516/1723/ 3991, 3 <sup>rd</sup> Floor, Magnetics Square, Patia, Bhubanes war –	4.30 PM TO 6.30 PM	1.Mr.Punit Kedia 2.Mr.Vinay Goyal 3.Mrs. Debjani Sahu 4.Mr. Praveen Kumar Patro	NONE	2	13	1	6	<ul> <li>Roles         responsibilities         and duties as         Independent         Directors/         Board         Members.</li> <li>Statutory         compliance as a         Board Member</li> </ul>

Time allocation
by the Independent Directors for various matters related to company Plant visit where they were appraised in detail about the process of manufacturing and Products manufactured by the Company. Challenges faced by the Company in operations and manufacturing process. nature of Industry in which company operates, business models and Financial of the Company Code of ethics of the Scan Group Roles responsibilities and duties as Independent Directors/Boar d Members in compliance with latest amendments in Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements)