



Emami paper mills limited

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Familiarization Programme for Independent Directors

A. PURPOSE AND OBJECTIVE OF THE PROGRAMMES

- 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 managing the Company.

B. FAMILIARIZATION AND CONTINUING PROGRESS

- Detailed note and presentation on the duties and responsibilities of the Independent Directors as per Companies Act, 2013 were provided to each of the Independent Directors at the beginning of the financial year 2014-15.
- The Company through its Chairman / Executive Director / Key Managerial Personnel conducts programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.
- Such programme / presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and held them to understand the Company's strategy, business operations, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.
- The programmes / presentations also familiarizes the Independent Directors with their roles, rights and responsibilities from time to time as and when require.
- When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairman, Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary (CS) to discuss the functioning of the Board, nature of the operation of the Company's business activities and he is explained about his specific roles and responsibilities as a member of the Committee.
- New Independent Directors are provided with Directors kit containing information about the Company, Memorandum and Articles of Association, copy of latest Annual Report, the Code of Conduct, Code of Conduct for prevention of Insider Trading and the Code of Corporate Disclosure Practices, Schedule of upcoming Board and Committee meetings.

- Independent Directors are provided with necessary documents, reports and other relevant policies to enable them to familiarize with the Company's procedures and practices.
- A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, Insurance cover, Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors.

C. OTHER INITIATIVES TO UPDATE THE DIRECTORS ON A CONTINUING BASIS

- Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, business strategy and risks involved.
- They are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry segments of which it is a part.
- The Directors get an opportunity to visit Company's plants, where plant heads appraise them of the operational and sustainability aspects of the plants to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality, CSR, Sustainability etc.
- At various Board meetings during the year presentations are made to the Board on safety, health and environment and sustainability issue, risk management, Company policies, changes in the regulatory environment applicable to the corporate sector and to the industry in which it operates, with areas of improvement and other relevant issue.
- Periodic presentations on operation at Board and Committee meeting are made on operations, business performance, market share, financial parameters, working capital management, fund flows, senior management change, major litigation, compliances, subsidiary information, donations, regulatory scenario etc.