

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS OF ORIENT CEMENT LIMITED

The Familiarization Program ("the Program") for Independent Directors of Orient Cement Limited ("the Company") has been adopted by the Board of Directors pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

1. Purpose

The program formulated with the 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 Regulations as amended from time to time.

2. Familiarization Process

The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

The program essentially has two broad components –technical and behavioural. The technical component shall enable the participants to understand Company business, strategies, industry dynamics and its growth plans and prepare them for an active role in Company. The behavioural component shall empower the participants to understand board procedures and help them to be effective in board activities. The Program also aims to offer a conceptual framework based upon current expectations which require the Independent Directors to adhere to a code and standard of ethics and integrity for fulfillment of their responsibilities in a professional and faithful manner to promote confidence of the investment community particularly minority shareholders, regulatory authorities and the stakeholders at large.

The program shall be conducted in such manner as to facilitate and convenience the Independent Directors and enable them to attend the same in view of their busy schedules.

The Company may circulate news and articles related to the Industry on a regular basis and may provide specific regulatory updates from time to time; and

The Company may conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.

3. Disclosure of the Policy

This policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

4. Review of the Program

The Board will review this program and make revisions as may be required.

**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING
OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT
DIRECTORS OF ORIENT CEMENT LIMITED ("THE COMPANY") DURING FY
2021:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme 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.

The Independent Directors have attended such orientation process/familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis 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.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	The Independent Directors attended 13 programmes during the FY 2021 and 77 programmes on a cumulative basis till 31 st December, 2021
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	The Independent Directors spend 12 hours during the FY 2021 and 105 hours on a cumulative basis till 31 st December, 2021
Purpose of Programme	1) Appointment of a Director On appointment, the concerned Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The Company Secretary sends a formal letter to the Directors about their legal and regulatory responsibilities as a Director and the compliances required of them under the Companies Act 2013 and applicable SEBI Regulations.

	<p>2) Appointment of Independent Director:- Each newly appointed Independent Director is taken through a formal induction program including the presentation from the Managing Director & CEO, Executive Committee Members and other Senior Executives on manufacturing, marketing, finance and other important aspects of the Company's business.</p> <p>3) Relevant literature relating to the Company such as Annual Reports, CSR and Sustainability Reports, Code of Conduct, etc. are provided to the Independent Directors on their appointment.</p> <p>4) The induction program also includes visit to the manufacturing site and market place, so as to familiarize them about the cement manufacturing, marketing, logistics and other related aspects.</p> <p>5) At various Board meetings during the year, presentation is made to the Board on the economy & industry scenario, operational & financial performance of the Company, market share, risks & mitigation plans, initiatives on health & safety, CSR & sustainability, compliances, major litigation, regulatory scenario etc., which keeps the Directors updated on the operations and the key development impacting the Company.</p> <p>6) Functional Heads and Company executives are invited at Board/Committee meetings, to update and brief the Board about the performance of their function.</p> <p>7) The Board members are provided update on relevant regulatory changes and important legal cases having significant impact on the Company's performance.</p> <p>8) During the current year, the Directors were given the detailed overview of Direct & Indirect Taxation matters, update on the revised Secretarial Standards etc.</p>
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	<p>9) On the matters of specialized nature, the Company engages outside experts/consultants for presentation and discussion with the Board members as and when necessary.</p> <p>10) Organisation of Directors' Forum to enhance the understanding on diverse subjects, to accelerate growth, create value for the stakeholders.</p>
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DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF ORIENT CEMENT LIMITED ("THE COMPANY") DURING FY 2022-23:

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

Roles, Rights and Responsibilities - Board dynamics & functions

Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and 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.

The Independent Directors have attended such orientation process/ familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis 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.

Details of familiarization programmes imparted to Independent Directors	21.10.2022 15.12.2022 24.12.2023
Number of programmes attended by Independent Directors	The Company imparts familiarization programmes to all the directors. During the year, three familiarization programmes were imparted to the directors.
Number of hours spent by Independent Directors in such programmes during the year (during the year and on a cumulative basis till date)	Approx. eight hours during the year Cumulative time approx. 113 hours
Purpose of programme	<ul style="list-style-type: none"> • Immersion sessions on business and functions • familiarization program of Directors, • Overview of Adani Group and ESG program
Training Imparted by:	Business Head – Cement, Latham & Watkins

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AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT
DIRECTORS OF ORIENT CEMENT LIMITED ("THE COMPANY") DURING FY
2023-24:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

Roles, Rights and Responsibilities - Board dynamics & functions

Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme 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.

The Independent Directors have attended such orientation process/ familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis 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.

Details of familiarization programmes imparted to Independent Directors	25.08.2023 29.09.2023 03.10.2023 31.10.2023 24.11.2023 & 25.11.2023 12.12.2023 23.02.2024
Number of programmes attended by Independent Directors	The Company imparts familiarization programmes to all the directors. During the year, eight familiarization programmes were imparted to the directors.
Number of hours spent by Independent Directors in such programmes during the year(during the year and on a cumulative basis till date)	Approx. 40 hours during the year Cumulative time approx. 153 hours

Purpose of programme	<ul style="list-style-type: none"> • Capital Market Programme • Airport Business • ESG Programme • ESG Global Trends Programme • Awareness about Manufacturing Process, CSR Activities, Jetty visit for Cement Business • Capital Profile Programme • Green Hydrogen Programme • Data Centre Business
Training Imparted by:	<p>Jefferies, CEO - Adani Airports, ESG Lead – Bravus, Latham & Watkins, Mr. Rahul Kumar – AVP Finance, Adani Group, Mr. Raj Kumar Jain – Senior Vice President, Adani Group, Mr. Sudesh Jain- Head ABEX, Adani Group.</p>