

JANUS CORPORATION LIMITED

**FAMILIARIZATION PROGRAMME FOR
INDEPENDENT DIRECTORS**

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.

FAMILIARIZATION AND CONTINUING EDUCATION PROCESS

- The Company through its Managing Director/Executive Director/Key Managerial Personnel conducts programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.
- Such programmes / presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.
- The programs/presentations also familiarizes the Independent Directors with their roles, rights and responsibilities.
- When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairperson, Managing Director, Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company's business activities.
- New Independent Directors are provided with copy of latest Annual Report, the Code of Conduct, and the Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices, Schedule of upcoming Board and Committee meetings.
- The Company provides the Directors with the tours of company's facilities from time to time.
- 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.

INITIATIVES TO UPDATE THE DIRECTORS ON A CONTINUING BASIS

- 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 business excellence under the Business Excellence Model with areas of improvement and other relevant issue.

During the F.Y. 2021-22, the Independent Directors were familiarized had given presentations at Board meetings on information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management change, major litigation, compliances, donations, regulatory scenario etc. impacting the Company. The Independent Directors attended one programme during the meetings held in the F.Y. 2021-22 (cumulative 5 programmes from August, 2018 till March, 2022) and spent approximately 2 hours during the F.Y. 2021-22 (cumulative approximately 10 hours from August, 2018 till March, 2022) in attending the same.

We believe that investment in development of the Board strengthens the Directors in individual capacity as well as the Board as a whole. As a matter of good corporate governance, the Company shall make all endeavors to conduct such programmes in future, whenever required, so as to familiarize and update the Independent Directors about the business and operations of the Company on a continuous basis.
