

## **FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS OF NAVA BHARAT VENTURES LIMITED**

### **1. Purpose**

The program aims to provide insights of the Company to the Independent Directors and non-executive directors to understand

- a. the Company's business in depth and
- b. Corporate Governance norms, as applicable to the Company from time to time

for effective participation in managing the Company.

### **2. Familiarization Process**

2.1 The Company shall conduct programs / presentations periodically to familiarize the Independent Directors and non-executive directors with the strategy, operations and functions of the Company and such programs / presentations will provide an opportunity to the Independent Directors and non-executive directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, risk management and such other areas as may arise from time to time;

2.2 the programs / presentations shall also familiarize the Independent Directors and non-executive directors with their roles, rights and responsibilities including Corporate governance norms through various kinds of engagements. ;

2.3 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

2.4 the Company may conduct an introductory familiarization program / presentation, when a new Independent Director/non-executive director joins on the Board of the Company.

### **3. Disclosure**

The details of programs are posted on the Company's website and / or also disseminated through other modes, as may be required.

**The 1<sup>st</sup> Familiarization Programme held on Thursday, the 22<sup>nd</sup> January, 2015 to the Independent Directors.**

**1. Consideration of roles, rights and responsibilities of the Directors in the Company:**

The text of the relevant material from the Companies Act, 2013 is circulated to all the Independent Directors.

Sri P.S.Rao, M/s.P.S.Rao & Co., Company Secretaries, made a detailed presentation on the above subject to the Independent Directors and also clarified their queries.

**2. Present business model of the Company:**

Sri P.J.V.Sarma, Sr.Executive Vice President (Strategy & Planning) made a presentation on the business model pursued by the Company at present including all foreign subsidiaries. He also clarified to the queries raised by the Independent Directors.

The programme concluded with a vote of thanks to Sri P.S.Rao and Sri P.J.V.Sarma and the Independent Directors.

## **Familiarization Programme on 25<sup>th</sup> April, 2015**

**The 2<sup>nd</sup> Familiarization Programme was conducted on Saturday, the 25<sup>th</sup> April, 2015 at 4.00 p.m. to the Independent Directors, Executive Directors and Senior Executives:**

**The Independent Directors, Dr.M.V.G.Rao and Dr.C.V.Madhavi participated in the Familiarization Programme aside the Whole-time Directors and Senior Executives.**

**Sri D.S.Rao, M/s.P.S.Rao & Associates elaborated and narrated in detail various provisions of the proposed Clause 36 dealing with continuous disclosures of material events or price sensitive information on a timely basis and in an adequate and relevant manner.**

**He also narrated the SEBI (Prohibition of Insider Trading) Regulations, 2015 in detail including the new obligations of the Directors, Officers and Employees. He has also clarified various queries raised by the Group relating to the proposed Clause 36 as well as the new Prohibition of Insider Trading Regulations which will be effective from 14.05.2015.**

**The Directors and Senior Managerial Personnel thanked Sri D.S.Rao for time spared and the information shared.**

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**Familiarization Programme on 10<sup>th</sup> February, 2016**

The 3<sup>rd</sup> Familiarization Programme was conducted on Wednesday, the 10<sup>th</sup> February, 2016 at 11.00 a.m. to the Non-Executive and Independent Directors:

All the Independent Directors, Sri K.Balarama Reddi, Dr.M.V.G.Rao, Dr.E.R.C.Shekar, Dr.D.Nageswara Rao and Dr.C.V.Madhavi attended and participated in the Familiarization Programme.

Other Key Managerial Personnel and Senior Managerial Personnel attended the Programme upon invitation as special invitees.

A Power Point Presentation was made and Sri D.S.Rao of M/s.P.S.Rao & Associates, Sri M.Subrahmanyam, Company Secretary & Vice President and Sri G.Sri Ramachandra Murthy, Company Secretary, elaborately narrated in detail of various provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, which came into effect from 1<sup>st</sup> December, 2015 with special emphasis on the role and responsibilities of Board of Directors, Independent Directors and Key Managerial Personnel. Various queries on the Regulations raised by the Independent Directors and Senior Executives were clarified.

The Programme concluded at 1.00 p.m. with a vote of thanks to the Independent Directors for their participation.

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**Familiarization Program on 10th March, 2017**

The 4<sup>th</sup> Familiarization Program was conducted on Friday, the 10<sup>th</sup> March, 2017 at 12:00 noon. to the Non-Executive and Independent Directors:

All the Independent Directors, Mr. K.Balarama Reddi, Dr.M.V.G.Rao, Dr.E.R.C.Shekar, Dr.D.Nageswara Rao and Dr.C.V.Madhavi attended and participated in the Familiarization Program.

Other Key Managerial Personnel attended the Program upon invitation as special invitees.

Mr. VSN Raju, Company Secretary & Vice President, made a presentation on the latest amendments to Companies Act, 2013 / Rules and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Pradip Kanakia of M/s. Price Waterhouse Chartered Accountants LLP made a presentation on roles, rights and responsibilities of Independent Directors in various committees including the Board and Mr. Ahil Kapadiya of M/s. Price Waterhouse Chartered Accountants LLP made a presentation on adoption of Indian Accounting Standards (Ind-AS), its industry wise impacts and certain relevant Generally Accepted Accounting Principles (GAAP) differences. They also clarified to the queries raised by the Independent Directors and other Key Managerial Personnel.

The Program concluded at 2:00 p.m. with vote of thanks to the Independent Directors for their participation and presenters.

Independent Directors of the Company attended one program during the year and the total programs attended by them are 4 till the date.

Independent Directors of the Company spent 2 hours in this program and the total hours spent by them in all such a programs are 8 hours till the date.

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**Familiarization Program on March 24, 2018**

The 5<sup>th</sup> Familiarization Program was conducted on Saturday, March 24, 2018 at 12.30 p.m. to the Non-Executive and Independent directors.

All the Independent directors, Mr.K.Balarama Reddi, Dr.E.R.C.Shekar, Dr.D.Nageswara Rao, Dr.C.V.Madhavi attended and participated in the Familiarization Program except Dr.MVG Rao, Independent director, who could not attend the program due to preoccupation.

Other key managerial personnel and senior management personnel attended the Program upon invitation as special invitees.

Mr.Sanjay Kumar Jain, Partner, Walker Chandiook & Co LLP made a power point presentation on Board of Directors, Board's Broader Role including Standards of Conduct & Business Responsibility, Strategy and Business Plans, Integrity of decision making process, KMP Appointments, Performance and Risk Management. He also clarified to the queries raised by the Independent directors and other key managerial personnel.

The Program concluded at 2.30 p.m. with vote of thanks.

Independent directors of the Company attended one program during the year and the total programs attended by them are 5 till date.

Independent directors of the Company spent 2 hours in this program and the total hours spent by them in all such programs are 10 hours till the date.

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**6<sup>th</sup> Familiarization Program conducted on February 07, 2019**

- 1) The Company familiarized the independent directors on the latest amendments to the Companies Act and SEBI Regulations with special focus on the following:
  - a) SEBI (Prohibition of Insider trading) (Amendment) Regulations, 2018 including policies and procedures required thereunder for determination of "Legitimate Purposes", for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information;
  - b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - c) Companies Act, 2013 and rules made thereunder; and
  - d) Consequent changes to the roles and responsibilities of directors.
  
- 2) Further, a presentation was made on business strategy and operations of Maamba Collieries Ltd. (Zambian step down subsidiary), Zambia.

All the Independent directors - Mr. K. Balarama Reddy, Dr. ERC Shekar, Dr. MVG Rao, Dr. D. Nageswara Rao, Dr. CV Madhavi, Mr. GP Kundargi and Mr. K. Durga Prasad attended and participated in the familiarization program.

Key/Senior Management Personnel also attended the program as special invitees.

Independent directors of the Company attended 1 (one) program during the year and the total programs attended by them are 6 (Six) till date.

Independent directors of the Company spent 2 (two) hours in this program and the total hours spent by them in all such programs are 12 (twelve) hours till date.

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**7<sup>th</sup> Familiarization Program conducted on March 02, 2020**

The Company familiarized the independent directors on followings:

- 1) the nature and business model of the Company; and
  
- 2) the latest and important amendments to Securities and Exchange Board of India (SEBI) Regulations and the Companies Act, 2013 which are applicable to the Company with special focus on the following.
  - a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - b) SEBI (Substantial Acquisition of shares and Takeover) Regulations, 2011; and
  - c) Companies Act, 2013 and rules made thereunder;

All Independent Directors, namely Dr. D. Nageswara Rao, Mr. GP Kundargi, Mr. K. Durga Prasad, Mrs. B. Shanti Sree attended and participated in the familiarization program, except Mr. A. Indra Kumar who requested leave of absence due to pre-occupation.

Key/Senior Management Personnel also attended the program as special invitees.

Independent directors of the Company attended 1 (one) program during the year and the total programs attended by them are 7 (Seven) till date.

Independent directors of the Company spent 2 (two) hours in this program and the total hours spent by them in all such programs are 14 (fourteen) hours till date.

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# NAVA BHARAT VENTURES LIMITED

NAVA BHARAT CHAMBERS, RAJ BHAVAN ROAD, HYDERABAD-500082, TELANGANA, INDIA

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## 8<sup>th</sup> Familiarization Program conducted on March 30, 2021

The Company familiarized the independent directors on the following:

- 1) The roles, rights, responsibilities of independent directors along with suitable case laws; and
- 2) The latest and important amendments to the regulations of Securities and Exchange Board of India (SEBI) and the provisions of the Companies Act, 2013.

All Independent Directors, namely Dr. D. Nageswara Rao, Mr. GP Kundargi, Mr. K. Durga Prasad, Mr.A.Indra Kumar and Mrs. B. Shanti Sree attended and participated virtually in the familiarization program.

Key/Senior Management Personnel also attended the program as special invitees.

Independent directors of the Company attended 1 (one) program during FY 2020-21 and the total programs attended by them are 8 (eight) till date.

Independent directors of the Company spent 2 (two) hours in this program and the total hours spent by them in all such programs are 16 (sixteen) hours till date.

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## **9<sup>th</sup> Familiarization Program conducted on January 28, 2022**

The Company familiarized the independent directors on the following:

- 1) The latest and important amendments to the regulations of Securities and Exchange Board of India (SEBI) and the provisions of the Companies Act, 2013
- 2) The nature and business model of the Company; and

All Independent Directors, namely Mr. K. Durga Prasad, Mr. GP Kundargi, Mr. A. Indra Kumar, Mrs. B. Shanti Sree and Mr. Balasubramaniam Srikanth attended and participated virtually in the familiarization program.

Key/Senior Management Personnel also attended the program as special invitees.

Independent directors of the Company attended 1 (one) program during FY 2021-22 and the total programs attended by them are 9 (nine) till date.

Independent directors of the Company spent 1 (one) hour in this program and the total hours spent by them in all such programs are 17 (seventeen) hours till date.

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## **10<sup>th</sup> Familiarization Program conducted on March 29, 2022**

The Company familiarized the Independent Directors on the roles and responsibilities of directors with special focus on Cyber Security, Insider Trading, Related Party Transactions, Social Media Policy, Stakeholders' Relationship and Data Confidentiality / Information Security including few case studies thereto.

All Independent Directors, namely Mr. K. Durga Prasad, Mr. GP Kundargi, Mr. A. Indra Kumar, Mrs. B. Shanti Sree and Mr. Balasubramaniam Srikanth attended and participated virtually in the familiarization program.

Key Managerial / Senior Management Personnel also attended the program as special invitees.

Independent directors of the Company attended 2 (two) programs during FY 2021-22 and the total programs attended by them are 10 (Ten) till date.

Independent directors of the Company spent 1.5 (one and half) hours in this program and the total no of hours spent by them in all such programs is 18.5 (Eighteen and half) hours till date.

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