

KAY POWER AND PAPER LIMITED
FAMILIARISATION PROGRAMMES
FOR INDEPENDENT DIRECTORS

Preamble

Clause 49 of the Listing Agreement with the Stock Exchanges inter-alia stipulates that the Company shall familiarize the independent directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

Overview of the Familiarisation process

All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company. A Directors' kit containing information about the Company, Memorandum and Articles of Association, Annual Reports for previous 3 years etc is handed over to the new director. The appointment letter issued to Independent Directors inter alia sets out the expectation of the Board from the appointed director, their fiduciary duties and the accompanying liabilities that come with the appointment as a director of the Company.

Independent Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved.

Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors.

Each director of the Company has complete access to any information relating to the company. Independent Directors have the freedom to interact with the Company's management. They are given all the documents sought by them for enabling a good understanding of the Company, its operations and the industry segments of which it is a part. Further, they meet without the presence of the Company's Management Personnel to discuss matters pertaining to the Company's affairs and put forth their combined views to the Chairman and Managing Director. Site visits to plant location are organized for the Directors to enable them to understand the operations of the Company.

Programme and Disclosure

1. Familiarization programme will be conducted on a need basis during the year.
2. Familiarization programme shall be disclosed on the website of the Company and the weblink thereto shall be provided in the Annual Report of the Company.

Review of the program

The Board will review this Programme and make revisions as may be required from time to time.