

## **FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS**

### **Introduction:**

Aether Industries Limited (referred to as 'Company') is mainly engaged in business of manufacturing basic cum specialty chemicals along with research and development activities.

Company values integrity, commitment, standards and ethics and also believes that such principles and standards govern the behavior of the Company and its' employees. High moral and ethics are always essential for long term achievements and vision of the Company.

### **Preamble:**

The Company shall familiarize the Independent Directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. through various programs.

The details of such familiarization programs shall be disclosed on the website of the Company and a web link thereto shall be given in the Annual Report.

This familiarization program for the Independent Directors has been adopted by the Board of Directors.

The Members of the Board are afforded many opportunities to familiarize themselves with the Company, its Management and its operations. The Board of Directors has provided with all the documents to enable them to have a better understanding of the Company, its various operations and the industry in which it operates.

The programme aims to provide insights into the Company to enable the Independent Directors to understand its business and contribute significantly to the Company.

The enactment of the Companies Act, 2013 (the Act, 2013) has brought to the fore a number of provisions which will help the directors and the companies to ensure better corporate governance. In terms of Regulation 25(7) of SEBI (Listing Obligations Disclosure Requirements) Regulations 2015 (LODR), Companies should familiarize the Independent Directors through various programmes so as to provide insights about the background of the company, their roles, responsibilities etc. In order to increase the Board's effectiveness, training needs are identified as being a mandatory requirement to enhance the skills and competencies. This programme aims to provide the Independent Directors insights into the Company to enable them to understand the Company's business and operations so that they are able to play a meaningful role in the overall governance processes of the Company.

## **Applicability of Requirement to Training of Directors or Familiarization Program:**

### **Provisions under Schedule IV of the Companies Act, 2013:**

Part III under Schedule IV requires the independent directors to regularly undertake induction for updating and refreshing their skills and knowledge and familiarity with the company. The said Schedule also lays down the roles, responsibilities and the duties to be performed by Independent Directors.

### **SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015:**

Regulation 25(7) of SEBI (LODR) Regulations, 2015 requires the company to familiarize the independent directors with the nature of the industry in which the listed entity operates, business model of the listed entity, roles, rights, responsibilities of independent directors amongst others. The same does not lay down specific requirements that the same is to be for new director inducted on the board or that there should be a regular familiarization program for the directors. There is no prescribed periodicity under the Act regarding induction/training of the directors except that it should be regular. Further, as per Regulation 46(2)(i) of the LODR, the company is required to disclose the details of such familiarization programs on the company's website.

### **Familiarisation process:**

All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment which also stipulates various terms and conditions of their engagement.

Strategic presentations are made to the Board where Directors get an opportunity to interact with Senior Management.

Directors are also informed of the various developments in the Company, periodically.

The Company may through its Non-Independent Non-Executive Directors/Senior Management Personnel conduct program / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

Such programs / presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team 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, risk management and such other areas as may arise from time to time.

The programs / presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities.

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

### **Aether Industries Limited**

**Registered Office:** Plot No. 8203, GIDC Sachin, Surat-394230, Gujarat, India.

**Phone:** +91-261-6603000 || **Email:** accounts@aether.co.in || **Web:** www.aether.co.in || **CIN:** U24100GJ2013PLC073434

**Factory:** Plot No. 8203, Beside Shakti Distillery, Near Rajkamal Chokdi, Road No. 8, Sachin GIDC, Sachin, Surat-394230, Gujarat, India.

The purpose and objective of this policy is to provide insights into the Company and to enable the Independent Directors to understand their roles, responsibilities in the Company and to understand the Company's business in depth that would facilitate their active participation in managing the Company and get updated on the business and operations of the Company.

### Contents of Familiarization Program:

In this regard, we have enlisted an outline for the familiarization program which is not exhaustive, yet it is intended to give an idea about the correct mix of criteria which should be made a part of the programme.

Topics		To be undertaken by
Background of the Company	Nature of the business/ Industry company is engaged in	Executive Director(s)
	Different Products of the Company	Senior Management Personnel
	Business Segment of the Company	Senior Management Personnel/Executive Director(s)
	Annual Operating plan /Performance of the Company	Chief Financial Officer
	Details of other group Companies	Chief Financial Officer
	Strategic Investment of the Company	Chief Financial Officer
	Downstream Investments of the Company	Chief Financial Officer
	Major Customers of the Company	Senior Management Personnel
Background of the Board of Directors of the Company and the various roles and responsibilities entrusted on them	Background of the other directors of the Company	Company Secretary
	Orientation of Statutory Compliances	Company Secretary / Functional Heads
	Various Board Committees	Company Secretary
	Roles - i. Role of different committees of Board; ii. Role of Independent Dire	Company Secretary
	Rights - i. Right to seek legal opinion; ii. Right to information; iii. Right to inspect books of	Company Secretary

### Aether Industries Limited

**Registered Office:** Plot No. 8203, GIDC Sachin, Surat-394230, Gujarat, India.

**Phone:** +91-261-6603000 || **Email:** accounts@aether.co.in || **Web:** www.aether.co.in || **CIN:** U24100GJ2013PLC073434

**Factory:** Plot No. 8203, Beside Shakti Distillery, Near Rajkamal Chokdi, Road No. 8, Sachin GIDC, Sachin, Surat-394230, Gujarat, India.

	accounts of the Company; iv. Right to participate in board meetings; v. Right to receive the notice for attending general meetings of the Company; vi. Right to call board meetings, subject to the Articles of the Company	
	Responsibilities – i. Duties of Directors under Section 166 of the Companies Act, 2013; ii. Duties of the Independent Directors under Schedule IV Part 3 of the Companies Act, 2013; iii. Duties and responsibilities arising from the LODR; iv. General responsibilities of the Directors. v. Penal provisions for non-compliance of the above under various laws applicable to the Company	Company Secretary
Expectations of the Company from the Independent Directors		Executive Director(s)

**Disclosures:**

This programme shall be uploaded on the website of the Company for public information and a web link thereto shall also be provided in the Annual Report of the Company.

**Review:**

This Familiarisation Process shall be reviewed and revised by the Board as and when required. The Programme may be reviewed and updated from time to time as when required with the requirement of the law.