

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Of

DHATRE UDYOG LIMITED

(Formerly Known as Narayani Steels Limited)

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(FORMERLY NARAYANI STEELS LIMITED)

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CIN : L24319WB1996PLC82021

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**FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS OF
DHATRE UDYOG LIMITED**

1. TITLE

This policy shall be called the 'Policy on Familiarization Program for Independent Directors.

2. PREAMBLE

The Companies Act, 2013, read with the rules thereunder, as amended (the "Companies Act") read with Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") places increased responsibilities on independent directors of the Company.

3. OBJECTIVE

In order to enable the independent directors to fulfil their responsibilities efficiently and effectively, a familiarization program ("Program") has been put in place by Dhatre Udyog Limited ("Company") to assist them understand details about the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc.

4. FAMILIARIZATION PROCESS:

A. Initial Familiarization

- At the time of appointing an Independent Director, 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.
- At the outset, all the Independent Directors are provided with an overview of the regulatory framework and more specifically —
 - Criteria of independence applicable to Independent Directors as per the Companies Act, 2013;
 - Code of Conduct for Directors;
 - Code of Conduct for Prevention of Insider Trading;
 - Performance Appraisal & Evaluation process;
 - Disclosures and Business Interests;
 - Appointment term including Remuneration;
 - Memorandum of Association & Articles of Association;
 - Various Committees Terms of Reference;
 - Corporate Social Responsibility Policy;
 - Various Policies inclusive of Vigil Mechanism Policy;

B. Ongoing Familiarization

- The Company conducts orientation programs / presentations / training sessions, periodically at regular intervals, to familiarize the independent directors with the strategy, operations and functions of the Company as and when required.
- Such orientation programs / presentations / training sessions 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, group structure, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities, risk management strategy, governance policies, designated channels for flow of information and such other areas as deemed necessary.
- The programs / presentations also familiarize the independent directors with their roles, rights and responsibilities.
- Quarterly results / press releases of the Company are shared with the Directors to provide them with an update on the overall affairs of the Company.
- The Company may conduct an introductory familiarization program / presentation when a new Independent Director comes on the Board of the Company or at a desirable time as decided mutually between the management and the director.
- Independent Directors have the freedom to interact with the Company's management and the senior leadership team of the Company. Presentations are made regularly to the Board of Directors and its various Committees. This helps them to understand the Company's strategy, business model, operations, products, markets, organization structure, facilities, risk management and such other areas
- 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 and research initiatives;
- The Directors get an opportunity to attend the annual and periodic conferences conducted by the Company where the entire staff of the Company is present. This helps the directors to interact with the staff and capture a clear picture of the culture followed in the Company.

5. REVIEW OF THE PROGRAM

The Company may periodically review this Program and make suitable revisions, as may be deemed necessary, from time to time.

6. PROGRAM AND DISCLOSURE:

- The Program will be conducted "as needed" basis during the year.
- As and when the Program is conducted the same will be disclosed on the website of the Company and a web link thereto shall also be given in the annual report of the Company.

- The details of the training programs attended on cumulative basis attended by the Directors including Independent Directors from FY 2022-23 to FY 2025-26 required under Regulation 46(2) of the Listing Regulations are provided in

Annexure A

Note on Past Period: The Company underwent a complete management takeover and board reconstitution under the Corporate Insolvency Resolution Process (CIRP) during the Financial Year 2022-23. Data for the period prior to the takeover is unavailable with the current management framework.

TABLE A: Nature and Details of Familiarisation Programmes Conducted

Financial Year	Sr. No.	Nature / Subject of Programme	Date of Programme	Duration	No. of Independent Directors Attended
2022-23	1	Initial Familiarisation & Post-Takeover Orientation: Covering Board Roles, Code of Conduct, Insider Trading Code, and Committee Terms of Reference.	Friday, November 11, 2022	2 Hours	03
	2	Ongoing Familiarisation Presentation: Covering Business Model, Corporate Strategy, and Corporate Governance Obligations.	Tuesday, February 14, 2023	1 Hour	03
2023-24	3	Review of updated disclosure timelines, material event definitions, and enhanced compliance tracking.	Thursday, August 10, 2023	1 Hour	03
	4	Companies Act, 2013 Statutory Compliance: roles, judicial liabilities, and fiduciary duties of Independent Directors.	Monday, January 22, 2024	1 Hour	03
2024-25	5	SEBI Prohibition of Insider Trading (PIT) Regulations: Overview of structured digital databases (SDD), institutional mechanisms for checking leaks, and	Wednesday, August 14, 2024	2 Hours	03

		code of conduct updates.			
	6	Statutory Auditing & Secretarial Standards: Review of revisions in Secretarial Standards (SS-1 and SS-2).	Thursday, January 30, 2025	1 Hour	03
2025-26	7	SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and its Recent Amendments.	Friday, August 08, 2025	2 Hours	03
	8	Corporate Governance & Annual Board Evaluation: Legal reviews of performance evaluation systems, whistleblower policy (Vigil Mechanism), and SEBI enforcement actions.	Wednesday, February 11, 2026	2 Hours	03

TABLE B: Performance, Attendance, and Training Hours Log

Sr. No.	Name of Independent Director	Year-Wise Tracking Metrics	F.Y. 2022-23	F.Y. 2023-24	F.Y. 2024-25	F.Y. 2025-26
1	Asit Baran Bhattacharjee	Programmes Attended (During the Year) Programmes Attended (Cumulative basis till date)	2 2	2 4	2 6	2 8
		Hours Spent (During the Year) Hours Spent (Cumulative basis till date)	3 Hours 3 Hours	2 Hours 5 Hours	3 Hours 8 Hours	4 Hours 12 Hours
2	Ajit Kumar Nath	Programmes Attended (During the Year) Programmes Attended (Cumulative basis till date)	2 2	2 4	2 6	2 8
		Hours Spent (During the Year) Hours Spent (Cumulative basis till date)	3 Hours 3 Hours	2 Hours 5 Hours	3 Hours 8 Hours	4 Hours 12 Hours
3	Varsha Kedia	Programmes Attended (During the Year) Programmes Attended (Cumulative basis till date)	2 2	2 4	2 6	2 8
		Hours Spent (During the Year) Hours Spent (Cumulative basis till date)	3 Hours 3 Hours	2 Hours 5 Hours	3 Hours 8 Hours	4 Hours 12 Hours