



XOLOPAK INDIA LIMITED

FAMILIARIZATION PROGRAM FOR
INDEPENDENT DIRECTORS

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1. Preamble

Xolopak India Limited (the "Company") emphasizes appropriate induction for Independent Directors as they bring rich, multi-faceted experience and diverse backgrounds to the Board. The Company believes an effective induction program is not only required under **Schedule IV read with Section 149(8) of the Companies Act, 2013** (the "Act") but also enhances the strategic direction taken by the Board.

2. Objective

The familiarization program assists Independent Directors in updating and refreshing their skills and knowledge. It builds deep familiarity with the Company, its sustainable manufacturing and business model.

Furthermore, it clarifies their statutory roles, duties, and liabilities, facilitating active participation and enabling them to discharge their fiduciary duties toward the Company, its shareholders, and other stakeholders.

3. Definitions and Interpretation

In this Policy, words and expressions shall have the meanings assigned to them below:

- **"Board"** means the Board of Directors of the Company.
- **"Directors"** means all members of the Board of Directors of the Company, including the Independent Directors.
- **"Company"** means Xolopak India Limited.
- **"Independent Directors"** means a Director other than a managing director, whole-time director, or nominee director, who fulfills the criteria of independence specified under Section 149(6) of the Act.

4. Initiatives for Induction on Joining the Board

A new Independent Director will be welcomed to the Board by sharing an **Orientation Kit** containing the following documents for reference:

- Formal Letter of Appointment as an Independent Director of the Company.
- Statutory criteria of Independence applicable under Section 149 of the Act.
- The Code of Conduct for Directors and Senior Management of the Company.

- Note on Directors' roles, functions, duties, statutory responsibilities, and limits on liability under Section 149(12) of the Act.
- Policy Handbook of the Company comprising policies on various business aspects, practices, and governance frameworks (e.g., Vigil Mechanism).
- Organizational chart of the Company and profiles of all Directors and Senior Managerial Personnel (SMPs).
- List of contact details of the Directors, SMPs, and their personal/executive assistants.
- The internal Board evaluation process and procedures.
- The Memorandum of Association (MoA) and Articles of Association (AoA) of the Company.
- Audited Financial Statements and Annual Reports for the last three consecutive financial years.
- Corporate publicity and marketing material explaining the range of sustainable products offered by the Company.
- Scheduled interactions with the Managing Director and Chief Financial Officer (CFO) to discuss the functioning of the Board, capital expenditure plans, and the operational landscape.

5. Details of Familiarization Program

The Company has established an orientation process for new Independent Directors conducted by the senior management team. This program generally spans up to two days and covers:

- A comprehensive briefing on their statutory roles, responsibilities, and obligations as Board members.
- nature of the industry in which the Company operates.
- nature of business and business model of the Company, Company's strategic and operating plans.
- Core matters relating to corporate governance, compliance, risk management frameworks, and internal financial controls.
- Specific insights relevant to any Board Committee (e.g., Audit Committee) whenever an Independent Director is newly inducted into such a committee.

6. Initiatives for Continual Familiarization

To refresh the Independent Directors' knowledge on a regular basis, the management will execute the following steps:

Strategic Presentations: The Board will periodically organize management presentations to keep directors updated on the Company's business strategy, raw wood sourcing channels, supply chain stability, and pricing trends.

Management Access: Regular opportunities will be provided to interact directly with Senior Management, Plant Heads, and Statutory/Internal Auditors.

Site Visits: Directors shall get opportunities to visit the Company's manufacturing plants to gain a first-hand understanding of wood processing, quality standards, and worker health and safety initiatives.

Regulatory Updates: During Board meetings, the Company Secretary will apprise directors of changes in the regulatory environment, specifically concerning the Companies Act, environmental/forestry clearances, industrial regulations, and tax frameworks.

Performance Briefings: The management will provide quarterly presentations on business performance, working capital management, fund flows, major litigation, and corporate social responsibility (CSR) activities

7. Statutory Disclosures

In compliance with the statutory provisions governing unlisted public companies in India:

- A summary of the familiarization programs conducted during the year shall be disclosed in the annual **Board's Report** (Directors' Report) under the appropriate governance section.
- The programs will be conducted on an "as needed" or periodic basis throughout the financial year.

8. Amendments and Review

This Policy will be reviewed, amended, or modified by the Board of Directors as and when deemed appropriate to align with amendments to the Companies Act, 2013, or operational shifts in the sustainable manufacturing industry.

9. Effective Date

This Policy shall come into effect from the date of its adoption by the Board of Directors.