

FGP LIMITED

(Note on Familiarising Independent Directors)

A. Preamble:

Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires every listed entity to familiarize its Independent Directors through various programmes about the listed entity including the following:

- a. nature of the industry in which the listed entity operates;
- b. business model of the listed entity;
- c. roles, rights, responsibilities of independent directors; and
- d. any other relevant information

B. Overview of the Familiarisation Process:

All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company. The appointment letter issued to Independent Director inter-alia sets out the expectation of the Board from the appointed Director, their role, duties, responsibilities, remuneration and the accompanying liabilities that come with the appointment as a Director of the Company alongwith the Code of Conduct for acceptance by the Director.

Independent Directors are involved as part of the Board in formulation, review and approval of the statutory policies required to be adopted by the Company in accordance with the applicable laws.

Quarterly results are presented to the during Board and Committee meetings held from time to time. Regulatory updates and compliances are placed before the Board.

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 documents sought by them for enabling a good understanding of the Company.

C. Brief Background of the Company:

- i. The Company was incorporated on June 27, 1962 under the Companies Act, 1956, under the name of 'Fiber Glass Pilkington Limited' as a public limited Company with the objective of manufacturing and trading glass fibres, and all kinds of articles made of or formed from glass fibres and any other glass.

There has been a change in the objects of the Company which has been mentioned in Para D below.

- ii. The name of the Company was changed to 'Fibreglass Pilkington Limited' through certificate of change of name dated June 27, 1963 issued by Registrar of Companies, Maharashtra. The name 'Fibreglass Pilkington Limited' was further changed to the existing 'FGP Limited' through Regional Director, Company Law Board, Western Region, Bombay order dated June 27, 1963.
- iii. The Company's shares are listed on BSE Limited on January 10, 1995. Consequent to Listing, the Corporate Identity Number of the Company was changed to L26100MH1962PLC012406.

D. Business & Nature of Industry in which Company Operates:

The Company is now particularly in the business of providing business centre to other body corporates. It also invests surplus funds into mutual funds units.

E. Details of the Directors and Key Managerial Personnel.

The present directors and key managerial personnel of the company are as under:

Sr. No	Name	Designation
1.	Mr. Hari Narayan Singh Rajpoot	Director, Chairman
2.	Mr. Hemendra Chimanlal Dalal	Director (Independent)
3.	Mr. Prem Kapil	Director (Independent)
4.	Ms. Shweta Musale	Director (Independent)
5.	Mr. Rohin Bomanji (w.e.f August 10, 2022)	Director (Non-Independent)
6.	Ms. Sapana Dubey	Chief Financial Officer
7.	Mr. Suman Kumar Mishra	Manager
8.	Ms. Vandana Joshi	Company Secretary & Compliance Officer

F. Roles, Rights and Responsibilities of Independent Directors:

- i. Roles and functions:
 - (a) The Roles and functions of independent directors as defined in Schedule IV read with Section 149(7) of the Companies Act, 2013 ('the Act') and rules made thereunder are detailed in Para II of Schedule IV of the Act, Excerpts

of Schedule IV – Code for Independent Directors are appended as Exhibit-1.

- (b) Further, Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') also provides for the obligations with respect to independent directors (Text of Regulation 25 of the Listing Regulations is given as Exhibit 2). Further, SEBI has, vide its circular dated January 5, 2017, issued a guidance note on Board Evaluation inter-alia enhancing the role of Independent Directors in bringing an objective view in the evaluation of the performance of board and management.

ii. Rights and Responsibilities:

Every Director of the Company is responsible to perform the professional duties in accordance with Section 166 of the Act and the Rules made there under (Text of Section 166 of the Act given as Exhibit 3).

In addition, as an independent director, responsibility is cast upon for:

- a. Abiding by the provisions laid down in Section 149 (8) of the Act read with Schedule IV- Code for Independent Directors of the Act comprising of
 - I. Guidelines of professional conduct
 - II. Role and functions
 - III. Duties
 - IV. Manner of appointment
 - V. Re-appointment
 - VI. Resignation or removal
 - VII. Separate Meetings
- b. Complying with all statutes, rules and regulations as may be applicable to directors / the Company, including any conditions which may be imposed on directors / the Company by the Central Government.
- c. Observing the Policy on Code of Conduct for Board Members and Senior Management adopted by the Company.
- d. Observing all other Policies and/or Regulations framed and/or adopted by Company to the extent applicable to the Directors from time to time and any non-observance thereof shall be treated as breach of duty and you shall be liable for the same.

Excerpts of Schedule IV

Code for Independent Directors

I. Guidelines of professional conduct:

An independent director shall:

1. uphold ethical standards of integrity and probity;
2. act objectively and constructively while exercising his duties;
3. exercise his responsibilities in a bona fide manner in the interest of the company;
4. devote sufficient time and attention to his professional obligations for informed and balanced decision making;
5. not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
6. not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
7. refrain from any action that would lead to loss of his independence;
8. where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
9. assist the company in implementing the best corporate governance practices.

II. Role and functions:

The independent directors shall:

1. help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
2. bring an objective view in the evaluation of the performance of board and management;
3. scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
4. satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
5. safeguard the interests of all stakeholders, particularly the minority shareholders;
6. balance the conflicting interest of the stakeholders;
7. determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in

- appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
8. moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties:

The independent directors shall—

1. undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. strive to attend the general meetings of the company;
6. where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7. keep themselves well informed about the company and the external environment in which it operates;
8. not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10. ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13. not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Manner of appointment:

1. Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge

in the Board so as to enable the Board to discharge its functions and duties effectively.

2. The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
3. The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
4. The appointment of independent directors shall be formalised through a letter of appointment, which shall set out:
 - a) the term of appointment;
 - b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;
 - c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
 - d) provision for Directors and Officers (D and O) insurance, if any;
 - e) the Code of Business Ethics that the company expects its directors and employees to follow;
 - f) the list of actions that a director should not do while functioning as such in the company; and
 - g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
5. The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
6. The terms and conditions of appointment of independent directors shall also be posted on the company's website

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

1. The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
2. An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within three months from the date of such resignation or removal, as the case may be.
3. Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate meetings:

1. The independent directors of the company shall hold at least one meeting in a financial year, without the attendance of non-independent directors and members of management;
2. All the independent directors of the company shall strive to be present at such meeting;
3. The meeting shall:
 - a) review the performance of non-independent directors and the Board as a whole;
 - b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
 - c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation mechanism:

1. The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
2. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

Note:

1. The provisions of sub-paragraph (2) and (7) of paragraph II, paragraph IV, paragraph V, clauses (a) and (b) of sub-paragraph (3) of paragraph VII and paragraph VIII shall not apply in the case of a Government company as defined under clause (45) of section 2 of the Companies Act, 2013 (18 of 2013), if the requirements in respect of matters specified in these paragraphs are specified by the concerned Ministries or Departments of the Central Government or as the case may be, the State Government and such requirements are complied with by the Government companies.
2. The Nomination and Remuneration Committee of the Company, at its meeting held on February 6, 2023, had recommended to the Board, revision in Evaluation Questionnaires for evaluating the performance of Individual Directors, Committees and Board as whole. Th Board at its meeting held on the same day, had approved the revised Evaluation Questionnaires.

Text of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Obligations with respect to independent directors:

- a. No person shall be appointed or continue as an alternate director for an independent director of a listed entity with effect from October 1, 2018.
- b. The maximum tenure of independent directors shall be in accordance with the Companies Act, 2013 and rules made thereunder, in this regard, from time to time.
- (2A) The appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Provided that where a special resolution for the appointment of an independent director fails to get the requisite majority of votes but the votes cast in favour of the resolution exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution, then the appointment of such an independent director shall be deemed to have been made under sub-regulation (2A):

Provided further that an independent director appointed under the first proviso shall be removed only if the votes cast in favour of the resolution proposing the removal exceed the votes cast against the resolution and the votes cast by the public shareholders in favour of the resolution exceed the votes cast against the resolution.

- c. The independent directors of the listed entity shall hold at least one meeting in a financial year, without the presence of non-independent directors and members of the management and all the independent directors shall strive to be present at such meeting.
- d. The independent directors in the meeting referred in sub-regulation (3) shall, *inter alia*-
 - (a) review the performance of non-independent directors and the board of directors as a whole;
 - (b) review the performance of the chairperson of the listed entity, taking into account the views of executive directors and non-executive directors;
 - (c) assess the quality, quantity and timeliness of flow of information between the management of the listed entity and the board of directors that is necessary for the board of directors to effectively and reasonably perform their duties.
- e. An independent director shall be held liable, only in respect of such acts of omission or commission by the listed entity which had occurred with his /her knowledge, attributable through processes of Board of directors, and with his /her consent or connivance or where he/she had not acted diligently with respect to the provisions contained in these regulations.

- f. An independent director who resigns or is removed from the Board of directors of the listed entity shall be replaced by a new independent director by listed entity at the earliest but not later than three months from the date of such vacancy:

Provided that where the listed entity fulfils the requirement of independent directors in its board of directors without filling the vacancy created by such resignation or removal, the requirement of replacement by a new independent director shall not apply.

- g. The listed entity shall familiarize the independent directors through various program about the listed entity, including the following:
- (a) nature of the industry in which the listed entity operates;
 - (b) business model of the listed entity;
 - (c) roles, rights, responsibilities of independent directors; and
 - (d) any other relevant information.
- h. Every independent director shall, at the first meeting of the board in which he participates as a director and thereafter at the first meeting of the board in every financial year or whenever there is any change in the circumstances which may affect his status as an independent director, submit a declaration that he meets the criteria of independence as provided in clause (b) of sub-regulation (1) of regulation 16 and that he is not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.
- i. The Board of directors of the listed entity shall take on record the declaration and confirmation submitted by the independent director under sub-regulation (8) after undertaking due assessment of the veracity of the same.
- j. With effect from January 1, 2022, the top 1000 listed entities by market capitalization calculated as on March 31 of the preceding financial year, shall undertake Directors and Officers insurance ('D and O insurance') for all their independent directors of such quantum and for such risks as may be determined by its board of directors.

It is to be noted that although FGP Ltd doesn't fall under the top 1000 listed entities as on March 31, 2023, still it had obtained Directors and Officers Insurance Policy for the FY 2023-24, and which is valid upto March 30, 2024.

- k. No independent director, who resigns from a listed entity, shall be appointed as an executive / whole time director on the board of the listed entity, its holding, subsidiary or associate company or on the board of a company belonging to its promoter group, unless a period of one year has elapsed from the date of resignation as an independent director.
- l. A 'high value debt listed entity' shall undertake Directors and Officers insurance (D and O insurance) for all its independent directors for such sum assured and for such risks as may be determined by its board of directors.

Text of Section 166 of the Companies Act, 2013:

166. Duties of directors

- (1) Subject to the provisions of this Act, a director of a company shall act in accordance with the articles of the company.
- (2) A *director* of a company shall act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- (3) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgement;
- (4) A director of a company shall not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company;
- (5) A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company;
- (6) A director of a company shall not assign his office and any assignment so made shall be void;
- (7) If a director of the company contravenes the provision of this section such director shall be punishable with fine which shall not be less than one lakh rupees but which may extend to five lakh rupees.

Version: February 2, 2024

Details of Familiarisation Programmes/ sessions attended by Independent Directors

Particulars	Financial Year	Name of Independent Director						
		Mr. H. C. Dalal	Mr. Prem Kapil	Ms. Shruti Joshi*	Mr. Vimal Kejriwal#	Mr. Rajesh Shirambekar\$	Ms. Dhanshree Gandhi%	Ms. Shweta Musale@
No. of Programme(s) attended	2015-16	1	1	1	1	N.A.	N.A.	N.A.
	2016-17	1	1	1	1	N.A.	N.A.	N.A.
	2017-18	1	1	1	1	N.A.	N.A.	N.A.
	2018-19	1	1	1	1	N.A.	N.A.	N.A.
	2019-20	1	1	N.A.	N.A.	1	1	N.A.
	2020-21	1	1	N.A.	N.A.	1	1	N.A.
	2021-22	1	1	N.A.	N.A.	N.A.	N.A.	1
	2022-23	1	1	N.A.	N.A.	N.A.	N.A.	1
	Cumulative till date	8	8	4	4	2	2	2
No. of Hours spent in the Programme(s) attended	2015-16	01:00	01:00	01:00	01:00	N.A.	N.A.	N.A.
	2016-17	01:00	01:00	01:00	01:00	N.A.	N.A.	N.A.
	2017-18	01:00	01:00	01:00	01:00	N.A.	N.A.	N.A.
	2018-19	00:30	00:30	00:30	00:30	N.A.	N.A.	N.A.
	2019-20	01:00	01:00	N.A.	N.A.	01:00	01:00	N.A.
	2020-21	00:30	00:30	N.A.	N.A.	00:30	00:30	N.A.
	2021-22	00:30	00:30	N.A.	N.A.	N.A.	N.A.	00:30
	2022-23	00:30	00:30	N.A.	N.A.	N.A.	N.A.	00:30
Cumulative till date	06:00	06:00	03:30	03:30	01:30	01:30	01:00	

*Term expired w.e.f. September 30, 2019

Resigned w.e.f. March 30, 2019

% Resigned w.e.f. November 15, 2021

\$ Resigned w.e.f. January 11, 2022

@ Appointed w.e.f. November 12, 2021