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**भारत संचार निगम लिमिटेड**  
( भारत सरकार का उपक्रम )  
**BHARAT SANCHAR NIGAM LIMITED**  
(A Govt. of India Enterprise)

***FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF BSNL***

DISCLOSURE UNDER REGULATION 25 (7) AND 62 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The familiarization programme is structured to assist the Independent Directors to understand the Company and its business model so as enable him in effective discharge of his duties.

**At the time of the appointment**, the Independent Directors are informed about their role and responsibilities and are given an overview of business, operations and business model of the Company including an overview on Telecom Sector. As part of familiarization / induction exercise , the Board was apprised the overview of the Company, functioning of the organization setup including different division/ departments, its business operations, market share of the company, and other important aspects of the company.

Further immediately after appointment independent director are also provided with copies of the following (i) Annual Reports of the Company of the last three years (ii) Criteria of Independence applicable on Independent Directors as per the Regulation 16(b) of the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013 (iii) Copies of code of conduct and Ethics for Board Members and Code for prevention of Insider Trading (iv) The Independent Director are provided with internal policies to enable them to familiarize with the Company's procedures and practices.

**Regular Familiarization**

Presentations on the business and performance of the Company are made at the Board Meetings to familiarize the Independent Directors with the strategy, operations and functions of the Company. The Programme aims to provide insights into the Company to enable the Independent Directors to be in a position to take well-informed timely decisions and contribute significantly to the Company. Each director of the Company has complete access to any information relating to the Company. Board Members are promptly updated on any change and new development with regard to relevant regulatory requirement such as SEBI regulations, Companies Act etc.

Familiarization programmes are also proposed to be conducted on need basis during the term of the directors. Further, the Directors are nominated to the trailing programmes organized by various Institutions such as DPE, SCORE, IOD, IICA etc. on the issues related to Corporate Governance, Companies Act 2013, and SEBI LODR etc.

<b>During the Financial year 2022-23 , Familiarization Programme to Independent Directors</b>			
Name of the Directors	Date and topics of the Programme , Number of the Programmes organized by BSNL/ other Institute	Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)
(1) Shri Ravindra Ramdas Borawake (2) Shri Manoj Kumar (3) Shri Seikhojam Kipgen (4) Ms. Trupti Kamlesh Patel.	<b>As per Annexure-I</b>	5	60 Hours

**Annexure-I**

S.No.	Date and topics of the Programme, Number of the Programmes organized by BSNL/ other Institute.	Topics Covered
1.	Programme organized by Institute of Directors (IOD) on 03-04th June 2022, on International conference on CSR.	Board Leadership for Strategizing CSR initiatives and Social purpose, CSR Impact assessment-planning - monitoring audit and evaluation, CSR the bridge between Business and Inclusive growth, The future of CSR- Opportunities and Challenges to its implement, Effective HR practices for Organisation Excellence, CSR reporting and measuring performance, Successful implementation of the CSR practices.
2.	Programme organized by Institute of Directors (IOD) on August 25 & 26, 2022.	Promoting Climate-Resilient Economic Growth through effective Leadership and Board Strategy, Eco-Innovation and Energy Efficiency, Leadership & Strategy for Environmental Governance with India's Net Zero mission and also its transitioning to renewable energy, while driving our economy towards Self Reliant India and inclusive growth.
3.	Programme organized by Institute of Directors (IOD) on 23 <sup>rd</sup> Sep 2022,	Emerging Challenges for Board Leadership in the New Economy, Board's role in integrating ESG into corporate decision making, Sustainable Energy Solutions.
4.	Programme organized by CSR research foundation on 28 <sup>th</sup> Nov, 2022	CSR Regulatory Framework and challenges of Corporate Social Responsibility from the perspective of the Companies Act, Financial Reporting, Statutory Audits & it's Reporting, Income Tax provisions, GST implications and role of Implementing Agencies, CSR spending and processes to formulate policies-Need Based Assessment, Stakeholder Engagement, Methodologies for Implementation, Performance Evaluation, Statutory Reporting, and Tax Aspects.
5.	Programme organized by Indian Institute of Corporate Affairs (IICA) on 23-25 Jan,2023	Corporate Governance & the Companies Act 2013 / SEBI LODR Provisions, Effectiveness of role of Board Committees, with special focus on Audit Committee, Business Case of CG & Responsible Business Conduct, Risk governance and compliance, Board roles, Oversight and Value Creation, Board challenges in corporate crises and distress, Internal Finance Controls, Related Party Transactions, Driving Financial Performance, Effective Board Practices & Resolving deadlock in the boardroom, Corporate Reporting, Regulatory, Requirements, Emerging Trends, Boards and culture, relationship dynamics, ESG, Sustainability & CSR, Leadership with and without authority, effective decision making Processes and behaviors.

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