

Familiarization programme for Independent Directors

Version: 9.0

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Preamble:

Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates that the Company shall familiarise the Independent Directors with the nature of industry in which the Company operates, business model of the Company, roles, rights, responsibilities in the Company, etc., through various programmes.

Further, Regulation 46 and Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that the details of such familiarisation programmes shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

Details of familiarization programme for Independent Directors:

All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company. A kit containing information about the Company, Memorandum and Articles of Association, Annual Reports for previous 3 years, Investor Presentations, recent Media Releases etc., are shared with the new director.

The appointment letter issued to Independent Directors inter alia sets out the expectation of the Board from the appointed director, their fiduciary duties and the accompanying liabilities that come with the appointment as a director of the Company.

Independent Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

The Board and Committee meetings of the Company are held on quarterly basis for a day and periodic presentations are made at the meetings on business strategy and performance updates of the Company. The members of the Board meet and discuss with key functional/business heads to get themselves more familiarised with the business operations.

During the year 2015-16, the Company had presented to its independent directors of the Board on matters relating to Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, Code of Business Conduct, Risk Management, Compliance Programs, Internal Financial Control and other regulatory updates, etc. for about 10 hours.

During the year 2016-17, the Company provided updates to its independent directors on the Board covering the areas provided in Regulation 25 of SEBI (LODR) Regulations, 2015 through presentations made by senior executives, internal auditors, statutory auditors with reference to the nature of the industry in which the company operates, necessary updates on subsidiaries and compliances thereof, business updates, matters relating to Companies Act, 2013 and SEBI (LODR) Regulations, 2015, requirement of Business Responsibility Report, 'Guidance Note on Board Evaluation' issued by SEBI, Indian Accounting Standards (Ind-AS), etc. for about 12 hours.

During the year 2017-18, the Company provided updates to its independent directors on the Board on matters relating to the Companies (Amendment) Act, 2017; recommendations of Kotak Committee on Corporate Governance; decisions of the SEBI Board on Kotak Committee recommendations and the implications thereof to the Company through presentations made by the senior executives, auditors for about 10 hours.

During the year 2018-19, the Company provided updates to its independent directors on the Board about amendments in Section 178, Section 196 and Section 197 of the Companies Act, 2013 notified during FY 2018-19; SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018; SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and the implications thereof to the Company through presentations made during the meetings by the senior executives, auditors for about 10 hours.

During the year 2019-20, the Company provided updates to its independent directors on the Board about amendments in Taxation Laws (Amendment) Ordinance, 2019, Companies (Amendment) Second Ordinance, 2019, Securities and Exchange Board of India (Buy-Back of Securities) (Second Amendment) Regulations, 2019. Updates about first Audit Quality Review Report released by NFRA, SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019, SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2019 and Special Measures under Companies Act, 2013 in view of Covid-19 outbreak etc. and the implications thereof to the Company through presentations made during the meetings by the senior executives, auditors for about 10 hours.

During the year 2020-21, the Company provided updates to its independent directors on the Board about amendments in enhanced reporting norms in CARO 2020, Guidance Note issued by ICAI on CARO 2020 and relaxations thereof, General circulars and notifications issued by MCA. Key updates about SEBI (Prohibition of Insider Trading) Amendment Regulations, 2020, Companies (Management and Administration) Amendment Rules, 2020, Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 and the implications thereof to the Company through presentations made during the meetings by the senior executives, auditors for about 10 hours.

During the year 2021-22, the Company provided updates to its independent directors on the Board about amendments to Schedule III applicable from April 1, 2021 and Reclassification of items as per Ind AS 116, Interest rate benchmark reform and applicability of Ind AS 109.B5.4.5 and Ind AS 116.42, MCA clarification on Spend of CSR Funds For Covid-19 -Eligible Activities, Amendments to Regulation 23 Related Party Transactions (RPTs), Amendments to SEBI (Share based Employee Benefits and Sweat Equity) Regulations 2021 vide notification through presentations made during the meetings by the senior executives, auditors for about 10 hours.

During the year 2022-23, the Company provided updates to its independent directors on the Board about appointment and removal of Independent Directors as per amendment to Regulation 25(2A) of listing regulations, applicability of Business Responsibility and Sustainability Report (BRSR) for listed entities, applicability of maintenance of electronic records pursuant to Companies (Accounts) Fourth Amendment Rules, 2022, applicability on implementation of audit trail effective from 1 April 2023 pursuant to Companies (Accounts) Second Amendment Rules, 2022 through presentations made during the meetings by the senior executives, auditors for about 10 hours.

During the year 2023-24, the Company provided updates to its independent directors on the Board about timeline fixed for appointment of KMP, Compliance Officer and Director's, Increase in the governance measure in listed entity by mandatory shareholder's resolution for directors' having permanent board position, introduction of regulating sale of undertaking by listed entity and WOS, introduction of provision of BRSR Core assurance report on listed entity and supply chain partners, introduction of enhanced disclosures has been added in Annual Corporate Governance Report, streamlining of Judgmental disclosure in Para A Part B Schedule III with quantitative criteria, vide amendments to SEBI (LODR) Regulations and other relevant changes in the regulatory environment through presentations made during the meetings by the senior executives/ auditors for about 10 hours.

During the year 2024-25, the Company provided updates to its independent directors on the Board about vital changes related to the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 which included details about meetings for independent directors, can now be held twice in a financial year. There were also timelines set for filling vacancies in Board Statutory Committees, it was noted that appointing a Secretarial Auditor for listed entities now requires



a mandatory Shareholder's Resolution. Additionally, the independent directors on the audit committee can now rectify any related party transactions. The definition of relatives under the SEBI (Prohibition of Insider Trading) Regulations, 2015 was expanded. Furthermore, any scheme involving Compromises, Arrangements, or Amalgamations between a foreign holding company and its wholly owned Indian subsidiary now needs prior approval from the Reserve Bank of India, as per the Companies (Compromises, Arrangements and Amalgamations) Amendment Rules, 2024. These updates, along with other relevant regulatory changes and the implications thereof to the Company, were thoroughly discussed during presentations made by senior executives and auditors over the course of about 10 hours in meetings.
