

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Preamble:

Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“the Listing Regulations”**) mandates the Company to familiarize the independent Directors with the Company.

Accordingly, the Company familiarizes the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the Industry in which the Company operates, business model of the Company etc., through various programmes by way of presentations / interaction.

Purpose and Objective of the Programmes

To provide insights into the Company to enable the Independent Directors to understand the Company’s business in depth that would facilitate their active participation in various Board and Committee Meetings.

Initial Familiarization

A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and insurance cover is issued for the acceptance of the Independent Directors.

The Independent Directors are also provided with copy of latest Annual Report, the Company’s Code of Conduct for Prevention of Insider Trading, Code of Conduct for Directors and Senior Management Personnel and Schedule of upcoming Board and Committee meetings.

When a new Independent Director comes on the Board of the Company, a meeting is arranged with Senior Management of the Company to discuss the functioning of the Board and the nature of the operation of the Company’s business activities of the Company and its Wholly Owned Subsidiaries.

Continuing Education Process

The Company through its Managing Director, Key Managerial Personnel and senior management personnel makes presentations in Board and Committee Meetings to familiarize the Independent Directors with the strategy, financial performance, budgets, overview of performance of various businesses, statutory reporting, Internal Audit Reports and compliance related certifications of the Company.

Such presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company's strategy, operations, product offerings, markets, organization structure, finance, human resources, technology and such other areas as may arise from time to time.

The presentation covers, overall industry in which the Company operates, Company's operations and strategy and annual budget of the Company; internal audit, internal financial control systems, CSR strategy framework, merger & acquisitions, statutory compliance; human resources-organization structure, leadership program, talent management & remuneration to seniors management and key managerial personnel, regulatory updates, information technology, risk management, investor grievances etc.

The Company also highlights to the Board on the changes in the key regulations impacting the Company or the functioning, roles and responsibilities of the Board members.

At Board and Risk Management Committee are also apprised of the risk management process and its outcome, Company policies and changes / revisions thereof.

Independent Directors have the freedom to interact with the Company's management. Interactions happen during Board / Committee meetings, when Business Heads make presentations about performance of their business division to the Board. Apart from this, they also have independent interactions with the Statutory Auditors, Internal Auditors and external advisors appointed from time to time.

Disclosure:

The details of such familiarization programmes shall be uploaded on the Company's website for public information and web link for the same shall also be provided in the Annual Report of the Company.

Familiarization Programme conducted during F.Y. 2023-24

In terms of above, the Company conducted the several familiarization programmes for its Independent Directors. The Programmes were part of the Board / Committee Meetings / Board Calls.

The details as required under Regulation 46(2) of the Listing Regulations are mentioned as under:

| Name of Independent Directors | No. of Programmes /Meetings attended | | No. of Hours spent | | | |
|-------------------------------|--------------------------------------|----------|--------------------------------|--------------------------|----------|--------------------------------|
| | During financial 2021-22 | the year | Cumulative till March 31, 2022 | During financial 2021-22 | the year | Cumulative till March 31, 2022 |
| Ms. Rekha Warriar | 26 | | 26 | 12.20 | | 12.20 |
| Mr. S Narayan | 25 | | 25 | 11.50 | | 11.50 |

| Name of Independent Directors | No. of Programmes /Meetings attended | | No. of Hours spent | | | |
|-------------------------------|--------------------------------------|----------|--------------------------------|--------------------------|----------|--------------------------------|
| | During financial 2022-23 | the year | Cumulative till March 31, 2023 | During financial 2022-23 | the year | Cumulative till March 31, 2023 |
| Ms. Rekha Warriar | 21 | | 47 | 4.58 | | 16.78 |
| Mr. S Narayan | 23 | | 48 | 7.42 | | 18.92 |

| Name of Independent Directors | No. of Programmes /Meetings attended | | No. of Hours spent | | | |
|-------------------------------|--------------------------------------|----------|--------------------------------|--------------------------|----------|--------------------------------|
| | During financial 2023-24 | the year | Cumulative till March 31, 2024 | During financial 2023-24 | the year | Cumulative till March 31, 2024 |
| Ms. Rekha Warriar | 24 | | 71 | 10.75 | | 27.53 |
| Mr. S Narayan | 23 | | 71 | 11.25 | | 30.17 |
| Ms. Revathy Ashok | 4 | | 4 | 2.5 | | 2.5 |