



**FAMILIARISATION PROGRAMME FOR
INDEPENDENT DIRECTORS**

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1. PREAMBLE

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Schedule IV of Companies Act, 2013 stipulates that the Company shall familiarise the Independent Directors through various programmes about the Company, nature of the industry in which the Company operates, business model of the Company, their roles, rights, responsibilities as Independent Directors of the Company, etc., through various programmes. As per the Listing Regulations the details of the Familiarisation programme for Independent Directors shall be disseminated on the website of the Company.

2. PURPOSE AND OBJECTIVE OF THE PROGRAMME

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.

3. FAMILIARISATION UPON INDUCTION OF NEW INDEPENDENT DIRECTORS

- a. All the Independent Directors are made aware of their roles and responsibilities at the time of appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement.
- b. The Company has in place a structured Induction and Familiarisation Programme for its Directors to understand and update themselves with the Company's business and operations on a continuous basis. A new Director attends a familiarisation programme which is tailored to the needs of their appointment. This includes a presentation by the Managing Director & CEO giving a broad overview of the Company. The induction pack to be provided to a new Director includes the Company's Board and Committee framework, the Company Policies and procedures, statutory declarations, forms and other documentation.

4. CONTINUAL FAMILIARISATION PROGRAMME

The Company through its Managing Director & CEO, Key Managerial Personnel and Senior Management Personnel makes presentations in Board Meetings to familiarize the Independent Directors with the strategy, financial performance, budgets, statutory reporting including 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 Personnel of the Company and help them understand the Company's strategy, operations, product offerings, markets, organization structure, finance, human resources, technology, quality and foreign exchange exposure risk and such other areas as may arise from time to time.

Independent Directors and Company's management interactions happen during Board/Committee meetings. Apart from this, they also have independent interactions with the Auditors and external advisors appointed from time to time.

5. DISCLOSURE OF THE POLICY

This Policy 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.

FAMILIARISATION PROGRAMMES CONDUCTED FOR F.Y. 2022-2023

In terms of above, the Company conducted the following familiarisation programmes for its Independent Directors. The Programmes were part of the Board/Committee Meetings held during the Financial Year 2022-23.

- Overall industry in which the Company operates, Company's operations and Strategy and Annual Budget of the Company;
- Internal Control Systems;
- CSR strategy framework;
- Human Resources - Organisation Structure, Leadership Program and Talent Management;
- Risk Management;
- Internal Audit Plans and findings;
- Regulatory updates at Board and Audit Committee Meetings;
- Utilization of the omnibus limits of related party transactions;
- Auditor's independence, performance and effectiveness of Audit process;
- Compliances with various applicable laws;
- Financial Results and Performance of the Company and its Subsidiary Companies;
- Visit to Company's Plants.

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

Name of Independent Directors	No. of Programmes/ Meeting attended	No. of hours spent
Mr. Homi Adi Katgara	05	06.00
Mr. Vinod Rao	13	16.00
Mrs. Gurveen Singh	13	16.00
Mr. Shashank Samant	06	09.00

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