

Familiarization Programme for Independent Directors

Disclosure under Regulation 25 and Regulation 46 of SEBI (LODR) Regulations, 2015

Purpose

To familiarize the independent directors with the Company, their roles, rights, responsibilities in the Company, nature of the Company in which the Company operates, business model of the Company etc.

Overview of the familiarization Process

- A formal letter of appointment is issued to the Independent Directors containing detailed terms including their role, function, responsibilities and fiduciary duties as a Director of the Company.
- At the time of joining the Board, a meeting is arranged with the Chairman and Managing Director of the Company to discuss the functioning of the Board and the nature of operation of the Company's business activities.
- The Company conducts an introductory familiarization presentation, when a new Independent Director comes on the Board of the Company.
- New Directors are provided with the necessary documents / brochures, annual reports, investors' presentations, memorandum and articles of association of the Company, internal policies including code of conduct to enable them to familiarize with the Company's procedures and practices.
- As part of the familiarization program, Independent Directors are provided with ongoing updates to enable them to familiarize with the Company's procedures and practices.
- Presentations are made regularly by the Senior Management Personnel / Business Heads at the Board / Committees' Meetings on the respective business operations and performance updates of the Company, global business environment, industry scenario, market trends, business strategy, internal controls & risk management etc.
- The Board of Directors including the Independent Directors have complete access to the information within the Company. They have the freedom to interact with the Company's management. Interactions happen during Board / Committee meetings, when Business Heads are asked to make presentations about performance of their Business Division to the Board. Further, they meet regularly without the presence of any management personnel to discuss the matters relating to the Company's affairs and put forth their combined views to the Board of Directors / Chairman and Managing Director of the Company.
- Factory visits are organized, as and when required, for the Directors to enable them to understand the operations of the Company.
- Periodical updates on the statutory laws applicable to the Company and the compliances under the Companies Act, 2013, Listing Regulations, SEBI Regulations etc.

Details of programmes during FY2024-25 (April 1, 2024 to March 31, 2025):

S. No.	Name of the Independent Director	No. of Programs attended	No. of approx. hours spent in such programs
1.	Mr. Sudipto Sarkar ¹	3	5
2.	Mr. Jitendra Kumar Dadoo ²	7	17
3.	Mr. Siraj Azmat Chaudhry ³	7	17
4.	Mr. Manoj Kumar Kohli ⁴	6	14
5.	Dr. Rajender Pal Singh ⁴	7	17
6.	Dr. Meena Hemchandra ⁵	7	17

Details of familiarization programmes on cumulative basis till March 31, 2025 (from April 1, 2016 to March 31, 2025):

S. No.	Name of the Independent Director	No. of Programs attended	No. of approx. hours spent in such programs
1.	Mr. Sudipto Sarkar ¹	40	71
2.	Mr. Jitendra Kumar Dadoo ²	36	61
3.	Mr. Siraj Azmat Chaudhry ³	10	23
4.	Mr. Manoj Kumar Kohli ⁴	6	14
5.	Dr. Rajender Pal Singh ⁴	9	21
6.	Dr. Meena Hemchandra ⁵	8	19

Cumulative number of programmes and hours in the above table are from the respective date of appointment of the directors.

Notes:

¹Mr. Sudipto Sarkar was appointed as director w.e.f. November 7, 2015 and ceased to be a director on account of tenure completion on September 13, 2024.

²Mr. Jitendra Kumar Dadoo was appointed as director w.e.f. May 21, 2019.

³Mr. Siraj Azmat Chaudhry was appointed as director w.e.f. July 25, 2023.

⁴Mr. Manoj Kumar Kohli & Dr. Rajender Pal Singh were appointed as directors w.e.f. August 12, 2023.

⁵Dr. Meena Hemchandra was appointed as director w.e.f. January 30, 2024.