



**FAMILIARISATION PROGRAMME FOR INDEPENDENT
DIRECTORS**



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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:

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 Objectives:

To adopt a structured programme for orientation and training of Independent Directors at the time of their joining so as to enable them to understand the Company - its operations, business, industry and environment in which it functions and the regulatory environment applicable to it.

To update the Directors on a continuous basis on any significant changes to enable them to take well-informed and timely decisions.

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 brief insight about the Company, its business, financials, etc. is discussed with the new Independent Directors, which includes, but not limited to; the Company’s Corporate Profile, History, latest Annual Reports, Vision Statement, Organizational structure, Code for Prevention of Insider Trading, the Whistle Blower / Vigil Mechanism Policy, key internal policies, Information on Corporate Social Responsibility (CSR) activities undertaken by the Company.

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 Managing Director, CEO, Chief Financial Officer and other Senior Officials to discuss the functioning of the Board and the nature of the operation of the Company’s business activities.

Continuing Education Process

The Company through its Managing Director, Executive Director & Chief Executive Officer, Key Managerial Personnel and senior management personnel makes presentations in Board Meetings to



familiarize the Independent Directors with the strategy, financial performance, budgets, overview of performance of various businesses, Statutory reporting including Internal Audit Reports, SEBI 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, quality and foreign exchange exposure risk and such other areas as may arise from time to time.

Apart from the quarterly and annual financial results, minutes of the Board and Committee meetings, quarterly updates, if any, and press releases, corporate presentations and other updates related to the Company, if any, shall be regularly circulated to the Directors to keep them updated with the significant developments in the Company.

Independent Directors have the freedom to interact with the Company's management. Active communication channel between executive directors and independent directors, that allows the independent directors to raise query, seek clarifications for enabling a better understanding of the Company and its various operations are available. Interactions happen during Board/Committee meetings, when Business Heads are asked to make presentations about performance of their Business Division to the Board. Apart from this, they also have independent interactions with the Internal Auditors and external advisors appointed from time to time.

Apart from these, there could be additional meetings or sessions on demand on specific topics.

Further, the Directors get an opportunity to visit Company's facilities, where plant head apprise them of the operational and sustainability aspects of the plant to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality, CSR, Sustainability etc.

Also, Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors.

Disclosure of the Programme:

This Programme 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.

Review of the Program

The Board shall periodically review this Program to determine its appropriateness and make revisions as may be required. The Board shall have the authority to amend the Policy, if required.



In terms of regulation 46(2) of the Listing Regulations the details of familiarization programmes imparted to independent directors as on March 31, 2023 is as follows:-

Name of Independent Directors	No. of Programmes/ Meeting attended		No. of hours spent	
	During the FY 2022-23	Cumulative till date from April 1, 2019	During the FY 2022-23	Cumulative till date from April 1, 2019
Mrs. Sujata Rangnekar	6	40	9	78
Mr. Salil Kapoor*	0	5	0	13
Mr. Krishnamoorthy Krishnan	31	87	27	109
Mr. Mahesh Vennelkanti	14	47	22	89

*Mr. Salil Kapoor resigned with effect from March 22, 2022