

## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

### **Regulatory Requirement:**

Regulations 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), stipulates that the listed entity shall familiarize the independent directors through various programs about the Company, including the following:

- (a) nature of the industry in which the Company operates;
- (b) business model of the Company,
- (c) roles, rights, responsibilities of the Independent Directors and
- (d) any other relevant information.

Further Regulation 46(2) of the SEBI Listing Regulations requires a Company to disseminate on its website the details of familiarization programmes imparted to Independent Directors including the following details:-

- (i) number of programmes attended by independent directors (during the year and on a cumulative basis till date),
- (ii) number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and
- (iii) other relevant details

### **Objectives:**

The objectives of the Familiarisation Programme is to provide insight to the Independent Directors of the Company, to enable them to understand their roles, rights, obligations and responsibilities, abide by the Code of Conduct, the Company's operations, business model, industry and environment in which the Company operates & the regulatory environment applicable to it and updating amendments thereto etc.

### **Practice followed by the Company on a continuous basis:**

In order to meet aforesaid objectives, the Independent Directors of the Company are appraised by the Company through formal and informal ways, from time to time and as and when a new Independent Director is appointed on the Board. Periodic presentations are being made to them at the Board and its various Committees meetings to update on the Budget, Capital Expenditure, Business Plan (including that of Subsidiaries), growth strategy and strategic priorities, hedging operations & forex and performance of the Company etc. The vertical heads are invited at the meetings of the Board and its committees to update about its business and performance at regular intervals. Beside that the Independent Directors interact with the Company's senior management to get insight on the business developments, competition in the market, regulatory changes and its impact on the business and any other external challenges etc.

The Independent Directors are also made aware of their roles, rights, responsibilities at the time of their appointment/re-appointment through a formal letter of appointment/re-appointment along with the terms and conditions of their engagement.

**Details of the Familiarization Programmes imparted to Independent Directors during FY2017-18:**

<b>Sr. No.</b>	<b>Subject matter of programmes</b>	<b>No. of programmes attended</b>	<b>No. of hours spent</b>
1.	Long term Strategy Plan of the Company	1	4 hours
2.	Presentation of Good and Service Tax Act, 2017	2	4 hours
3.	Presentation on Budget and Planning	2	10 hours
4.	Subsidiary oversight	2	1 hour
5.	Initiatives taken on safety, quality, CSR, sustainability and HR initiatives	4	4 hours
6.	Presentation on Related Party Transactions and Transfer Pricing	4	2 hours
7.	Presentation on Internal Control over Financial Reporting	4	4 hours
8.	Status of Risk Assessment and Minimization Procedures and Internal Audit Plans	4	2 hours
9.	Update on Terms of Reference of Committees and Role of Audit Committee	4	1 hour
10.	Corporate Governance and Business Responsibility Statement	1	1 hour
11.	Regular Update on the regulatory changes (Secretarial Standards, Companies Amendment Act, 2017, Listing Regulations and various circulars, notifications issued from time to time)	3	3 hours

**Details of the Familiarization Programmes imparted to Independent Directors during FY2018-19:**

<b>Sr. No.</b>	<b>Subject matter of programmes</b>	<b>No. of programmes attended</b>	<b>No. of hours spent</b>
1.	Long term Strategy Plan of the Company	4	8 hours
2.	Presentation on amendments in the Listing Regulations post acceptance of recommendations made by Kotak Committee	3	2 hours
3.	Presentation on Budget and Planning	2	5 hours
4.	Subsidiary oversight	2	1 hour
5.	Initiatives taken on safety, quality, CSR, sustainability and HR initiatives	4	2 hours
6.	Presentation on Related Party Transactions and Transfer Pricing	4	2 hours
7.	Presentation on Internal Control over Financial Reporting	4	2 hours
8.	Status of Risk Assessment and Minimization Procedures and Internal Audit Plans/Reports	4	2 hours
9.	Update on Terms of Reference of various Committees of the Board and Role of Audit Committee	4	2 hours
10.	Management Discussion and Analysis, Corporate Governance and Business Responsibility Statement	1	1 hour
11.	Regular Update on the regulatory changes (Companies Act, 2013, SEBI (Prohibition of Insider Trading (Amendment), Regulations, 2020 and various circulars, notifications issued from time to time)	1	1 hour

**Details of the Familiarization Programmes imparted to Independent Directors during FY2019-20:**

<b>Sr. No.</b>	<b>Subject matter of programmes</b>	<b>No. of programmes attended</b>	<b>No. of hours spent</b>
1.	Long term Strategy Plan including acquisition, investment, disinvestment, Merger, Amalgamation and issue of securities of the Company	7	14 hours
2.	Presentation on Business Plan, Budget and Planning	1	1.30 hours
3.	Subsidiaries oversight	2	3 hours
4.	Initiatives taken on safety, quality, CSR, sustainability and HR initiatives	1	1.30 hours
5.	Presentation on Related Party Transactions and Transfer Pricing	4	2 hours
6.	Presentation on Internal Control over Financial Reporting	4	2 hours
7.	Status of Risk Assessment and Minimization Procedures and Internal Audit Plans/Reports	4	1 hour
8.	Update on Company's Policies and amendment thereto	1	1 hour
9.	Management Discussion and Analysis, Corporate Governance and Business Responsibility Statement	1	1 hour
10.	Regular Update on the regulatory changes (Companies Act, 2013, Listing Regulations SEBI (Prohibition of Insider Trading, Regulations, 2015) and various circulars, notifications issued from time to time)	1	1 hour

**Details of the Familiarization Programmes imparted to Independent Directors during FY2020-21:**

<b>Sr. No.</b>	<b>Subject matter of programmes</b>	<b>No. of programmes attended</b>	<b>No. of hours spent</b>
1.	Long term Strategy Plan including delisting, restructuring, investment, divestment of the Company	5	10 hours
2.	Presentation on Business & Capex Plan, Budget and Planning, Related Party Transactions and Transfer Pricing, Internal Control over Financial Reporting	4	4 hour
3.	Initiatives taken on safety, quality, CSR, sustainability and HR initiatives	1	1 hour
4.	Status of Risk Assessment and Minimization Procedures and Internal Audit Plans/Reports	4	1 hour
5.	Management Discussion and Analysis, Corporate Governance and Business Responsibility Statement	1	1 hour
6.	Update on the regulatory changes including due to Covid-19 (Companies Act, 2013- Corporate Social Responsibility Provisions, Listing Regulations, SEBI (Prohibition of Insider Trading, Regulations, 2015) and various circulars, notifications issued from time to time)	2	3 hours

**Details of the Familiarization Programmes imparted to Independent Directors during FY2021-22:**

<b>Sr. No.</b>	<b>Subject matter of Programmes</b>	<b>No. of programmes attended</b>	<b>No. of hours spent</b>
1.	Induction for Independent Directors by briefing the role, rights and responsibilities as Independent Directors, Enlightening the charter of each Committees, Code of Conduct and Company's policies	1	2 hours
2.	Updates on Company's Business Mode, Capex plan, financial performance, Industry Structure & its developments, Opportunities & Threats of the Business, Segment-wise operation and performance of the Company. Demonstration of Subsidiaries Performance, Investment Strategy and its operations	4	8 hours
3.	Elucidate the long term strategy plans, proposed restructuring and arrangement of the Company	3	4.30 hours
4.	Understanding the Corporate Social Responsibility obligations, activities to be carried out and annual projections for FY 2021-22 on CSR expenditure.	1	1 hour
5.	Presentation on Related Party Transactions, Transfer Pricing, Internal Control over Financial Reporting	4	4 hours
6.	Update on the various legislative changes in regulatory framework having or may have an impact on the Company, such as Companies Act, SEBI Listing Regulations and various circulars, notifications issued thereunder from time to time and decoding the applicability of the same to the Company.	2	2 hours
7.	Detailing about laws/rules/regulations applicable to the Company and the Compliance Management for the same	1	1 hour

**Details of the Familiarization Programmes imparted to Independent Directors during FY2022-23:**

<b>Sr. No.</b>	<b>Subject matter of programmes</b>	<b>No. of programmes attended</b>	<b>No. of hours spent</b>
1.	Detailing the Long-term Strategy Plan including acquisition, investment, disinvestment, Merger, Amalgamation, Demerger and issue of securities of the Company and its Subsidiaries	3	6 hours
2.	Elucidate the Business plan, Budget and Capex Plan of the Company, Standalone and Consolidated, for FY2022-2023	2	2 hours
3.	Overview of Policies of the Company	3	3 hours
4.	Presentation on Related Party Transactions on quarterly basis	4	3 hours
5.	Update on Material Subsidiaries of the Company and its investments	1	1 hour
6.	Contour of the revised Terms of Reference of the Committees of the Board	2	2 hours
7.	Briefing on Internal Control System over Financial Reporting, status of Risk Assessment and Risk Minimization Procedures and Internal Audit Plans/Reports	5	4 hours
8.	Analysis of the Management Discussion and Analysis Report, Corporate Governance Report and Business Responsibility Report	1	2 hours
9.	Regular Update on the regulatory changes (Companies Act, 2013, SEBI (Prohibition of Insider Trading (Amendment), Regulations, 2020 and various amendments, circulars and notifications issued from time to time)	1	1 hour
10.	Highlights on the Environmental, Social and Governance norms and adoption of relevant policies	1	1 hour

**Summary of Familiarization Programmes of the Independent Directors:**

	<b>For FY 2022-23</b>	<b>Cumulative till March 31, 2023 (from April 01 2017 to March 31, 2023)</b>
Total No. of programmes attended by the Independent Directors	23	146
No. of hours spent by the Independent Directors	25 hours	159.30 hours