

## **FAMILIARISATION PROGRAMME FOR NON-EXECUTIVE DIRECTORS**

*[Pursuant to Regulations 25 and 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

### **Background:**

In compliance with Regulation 25(7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company has a structured programme for orientation and training of Directors at the time of their joining and thereafter, to enable them to understand the nature of the industry in which the Company operates in, business model of the Company, their rights and responsibilities as independent directors.

### **Familiarisation programme on induction and on continuous basis:**

- All Directors on their appointment are taken through a detailed induction and familiarisation programme when they join the Board of the Company. They are provided with Company's Code of Conduct for Directors, Code of Conduct for Prevention of Insider Trading and the schedule of Board and Committee meetings during that financial year.
- The Independent Directors ("IDs") are made aware of their roles and responsibilities at the time of their appointment and a detailed Letter of Appointment is issued to them. The terms of the said letter are also uploaded on the Company's website.
- The Executive Management organises sessions with new Directors wherein the Managing Director & CEO and Management team make presentations to familiarise the new director with the Company's organisation structure, business model, operations, markets, finance, technology, Compliance, risk management, challenges and strategy.
- The Directors also visit the Company's manufacturing locations.
- At every quarterly Board meeting/committee meeting, presentations are made to the Directors on performance highlights, update on operations, technology, financial results, business development and ESG.
- For the Directors to exercise their judgement and discharge their duties with sufficient knowledge, the Directors are updated, through regular emails, with changes in laws, regulations, relevant judicial or regulatory orders, and compliance requirements.
- Awareness session and case studies are communicated to the Designated Persons (including the Directors) under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**PIT Regulations**"), sensitizing on the menace of Insider Trading through various communications and flyers sent on regular basis.

- The Company has adopted an automated portal through which the agenda papers, minutes are circulated to the Directors.
- The details of training programme attended by Independent Directors forms part of the document as **Annexure A**.

**Annexure-A**

**Familiarisation Programmes organised by the Company during the Financial Year 2023-24**

<b>Sl. No.</b>	<b>Name of Directors</b>	<b>Category</b>	<b>No. of Programmes /Meetings attended</b>	<b>No. of hours spent</b>	<b>Name of Programs attended</b>
1.	Mr. Sunjay Kapur	Non-Executive Director & Chairperson	13	7	<ol style="list-style-type: none"><li>1. <b>Board Meeting Programs:</b> Board Presentations including performance highlights, financial update, Operations Update, Technology Update, ESG Update, Business Development update and status update on the Implementation of Digital Personal Data Protection.</li><li>2. <b>Presentation on Cyber Security.</b></li><li>3. <b>Monthly regulatory updates</b></li><li>4. <b>Case studies under the PIT Regulations and awareness emails.</b></li></ol>
2.	Mr. Amit Dixit	Non-Executive Director	12	6.83	<ol style="list-style-type: none"><li>1. <b>Board Meeting Programs:</b> Board Presentations including performance highlights, financial update, Operations Update, Technology Update, ESG Update, Business Development update and status update on the Implementation of Digital Personal Data Protection.</li><li>2. <b>Conduct of training &amp; awareness session on ethics including Prevention of Money laundering Act, 2022 and Anti-Bribery &amp; Corruption Policy, Governance &amp; Trade Embargo.</b></li><li>3. <b>Monthly regulatory updates</b></li><li>4. <b>Case studies under the PIT Regulations and awareness emails.</b></li></ol>

3.	Mr. BVR Subbu	Independent Director	14	8.08	<ol style="list-style-type: none"> <li>1. <b>Board Meeting Programs:</b> Board Presentations including performance highlights, financial update, Operations Update, Technology Update, ESG Update, Business Development update and status update on the Implementation of Digital Personal Data Protection.</li> <li>2. <b>Presentation on Cyber Security.</b></li> <li>3. <b>Conduct of training &amp; awareness session on ethics including Prevention of Money laundering Act, 2022 and Anti-Bribery &amp; Corruption Policy, Governance &amp; Trade Embargo.</b></li> <li>4. <b>Monthly regulatory updates.</b></li> <li>5. <b>Case studies under the PIT Regulations and awareness emails.</b></li> </ol>
4.	Mr. Jeffrey Mark Overly	Independent Director	14	8.33	<ol style="list-style-type: none"> <li>1. <b>Board Meeting Programs:</b> Board Presentations including performance highlights, financial update, Operations Update, Technology Update, ESG Update, Business Development update and status update on the Implementation of Digital Personal Data Protection.</li> <li>2. <b>Presentation on Cyber Security.</b></li> <li>3. <b>Conduct of training &amp; awareness session on ethics including Prevention of Money laundering Act, 2022 and Anti-Bribery &amp; Corruption Policy, Governance &amp; Trade Embargo.</b></li> <li>4. <b>Monthly regulatory updates.</b></li> <li>5. <b>Case studies under the PIT Regulations and awareness emails.</b></li> </ol>

5.	Mr. Prasan Abhaykumar Firodia	Independent Director	12	6.66	<p>1. <b>Board Meeting Programs:</b> Board Presentations including performance highlights, financial update, Operations Update, Technology Update, ESG Update, and Business Development update.</p> <p>2. <b>Monthly regulatory updates.</b></p> <p>3. <b>Case studies under the PIT Regulations and awareness emails.</b></p>
6.	Mrs. Shradha Suri	Independent Director	11	5.66	<p>1. <b>Board Meeting Programs:</b> Board Presentations including performance highlights, financial update, Operations Update, Technology Update, ESG Update, and Business Development update.</p> <p>2. <b>Monthly regulatory updates.</b></p> <p>3. <b>Case Laws under PIT and awareness emails.</b></p>
7.	Ms. Manisha Girotra	Independent Director	8	5.66	<p>1. <b>Board Meeting Programs:</b> Board Presentations including performance highlights, financial update, Operations Update, Technology Update, ESG Update, Business Development update and status update on the Implementation of Digital Personal Data Protection.</p> <p>2. <b>Conduct of training &amp; awareness session on ethics including Prevention of Money laundering Act, 2022 and Anti-Bribery &amp; Corruption Policy, Governance &amp; Trade Embargo.</b></p> <p>3. <b>One-to-one interaction with management of the Company</b></p> <p>4. <b>Monthly regulatory updates</b></p> <p>5. <b>Case studies under the PIT Regulations and awareness emails.</b></p>
		<b>Total-FY 2023-24</b>	<b>84</b>	<b>48.22</b>	

Total number of hours of programs attended by the **Non-Executive Directors** in the Financial Year 2023-24: **48.22 hours (including 34.39 hours by only Independent Directors)**.

Total number of hours of programs attended by the **Independent Directors** in the Financial Year 2022-23: **59.35 hours**.

The **Cumulative number** of hours of programs attended by the **Independent Directors** since Financial Year 2022-23 till Financial Year 2023-24: **93.74 hours**