



FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

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

Preface

The Schedule IV of the Companies Act, 2013 and Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**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.

Objective of the Programmes

The objective of the familiarization programme is to enable the Independent Directors to understand the Company, the operations, business, industry and environment in which it functions and the regulatory environment applicable, to facilitate their active participation in various Board and Committee Meetings.

Familiarization Process

As on 31st March, 2025, the Company has seven Independent Directors:

1. Mr. Ramesh Luharuka
2. Ms. Seema Saini
3. Mr. Satish Ramchandra Wate
4. Mr. Subbarao Venkata Munnang
5. Mr. Mahendra Singh Mehta
6. Mr. Dinesh Kumar Jain
7. Mr. Shabbirhusein Shaikhadam Khandwawala

The members of the Board of Directors have complete access to information within the Company. The Company from time to time updates the Board Members about their roles and responsibilities in the following manner:

1. At the time of inducting a newly appointed Director, including Independent Director, discussions are held with the official(s) of the Company including the Chairman, Managing Directors, Chief Financial Officer, & Company Secretary to familiarize the Director with the business model, operational aspects, management structure and other information about the Company. The new inductee is also appraised on the ongoing discussions at the Board meetings to enable him/ her to effectively participate at the Board meetings.
2. At the time of joining, an appointment letter is issued to the Independent Directors, which broadly outlines their statutory duties, roles, responsibilities as an Independent Director. The Independent Directors are also informed of the important policies of the Company including the Directors and Officers liability and Company insurance policy, Code of Conduct for Board of Directors and Senior Management, Code of Conduct for Insider Trading.

The Company keeps all its directors updated on the operations of the Company and key Developments which may impact the Company, its performance and its human resources through presentations made at the meetings of Board or otherwise by the Managing Director of the Company from time to time. Such presentations, inter alia, include details of the industry in which Company operates, performance of the Company, updates on products of the Company, Company plans and strategies budgets, risk management mechanism, mitigation plans, investments plans, capital expenditure plans, expansion plans, opportunities of Mergers and Acquisition, Corporate Social Responsibility Initiatives, investor grievances, performance of the subsidiaries, and such other information as may





be required by them. The Board members are updated on various regulatory and other amendments and developments.

Business / Functional Heads and Company executives are invited at the Board or Committee meetings, as and when required, to provide a platform for interaction with the Company's key executives with the Directors and also to enable them to better understand the business and operations of the Company.

Details of familiarization programs attended by our Independent Directors during the year 2024-25

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 2024-25:

- Company's operations and Strategy;
- Business Overview;
- CSR strategy framework;
- Statutory Compliance;
- Regulatory updates at Board and Audit Committee Meetings;
- Expansion Plan(s);
- Investor Grievances, etc.

Name of the Directors	No. of Programme / Meeting attended by the Independent Director		Number of hours spent by Independent Directors	
	During the year ended 31.03.2025	On a cumulative basis (From FY.2016-17 Onwards)	During the year ended 31.03.2025	On a cumulative basis (From FY.2016-17 Onwards)
Mr. Ramesh Luharuka	9	28	7.5	39
Ms. Seema Saini	8	23	6.75	34
Mr. Satish Ramchandra Wate	8	17	6.75	26
Mr. Subbarao Venkata Munnang	9	17	7.5	25
Mr. Mahendra Singh Mehta	9	13	7.5	18
Dinesh Kumar Jain*	2	2	2.25	2.25
Shabbirhusein Shaikhadam Khandwawala#	1	1	1.5	1.5
Mr. J P Dange@	1	51	1	68.5
Ms. Bhagyam Ramani\$	5	55	3.75	71

*Mr. Dinesh Jain (DIN: 07239310), was appointed as the Independent Director of the Company with effect from 23rd October, 2024.

#Mr. Shabbirhusein Khandwawala (DIN: 10821717), was appointed as the Independent Director of the Company with effect from 18th December, 2024.

@Mr. JP Dange (DIN: 01569430), ceased to be the Independent Director of the Company with effect from close of business hours of 26th May, 2024 due to completion of tenure.

\$Ms. Bhagyam Ramani (DIN: 00107097), ceased to be the Independent Director of the Company with effect from close of business hours of 26th October, 2024 due to completion of tenure.
