

## **Familiarisation Programmes for Independent/ Non-Executive Directors**

*[Pursuant to Regulation 25(7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]*

Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) requires a Company to familiarise its Independent Directors through various programmes 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 independent directors; and
- (d) any other relevant information.

Further, Regulation 46(2) read with Regulation 62(1A) of the Listing Regulations requires the 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.

The Members of the Board of Directors of the Company (“Board”) are afforded many opportunities to familiarise themselves with the Company, its Management and its operations. The Directors are provided with all the documents to enable them to have a better understanding of the Company, its various operations and the industry in which it operates.

All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement.

Executive Directors and Senior Management provide an overview of the operations and familiarize the new Non-Executive Directors on matters related to the Company’s values and commitments. They are also introduced to the organization structure, constitution of various committees, board procedures, risk management strategies etc.

Strategic Presentations are made to the Board where Directors get an opportunity to interact with Senior Management. Directors are also informed of the various developments in the Company through Press Releases, emails etc.

In terms of above, the Company, inter alia, conducts the following familiarisation programmes for its Independent Directors:

- Visit to Company's Plants.
- Review of Strategic Investments of the Company by Strategic Investment Committee.
- Industry outlook at the Board Meetings.
- Regulatory updates at Board and Committee Meetings.
- Presentations on Internal Control over Financial Reporting, Operational Control over Financial Reporting, Prohibition of Insider Trading Regulations, 2015, SEBI Listing Regulations, Framework for Related Party Transactions, sustainability, etc.
- Overview of the operations and matters related to the Company's values and commitments.
- Overview of the organisation structure, culture of the Group, constitution of various Committees, Board procedures, Risk Management strategies, etc.
- Various developments in the Company through Press Releases, e-mails, etc.
- The Company has a web-based Board portal, available to all Directors, which provides access to Board/Committee Minutes, Agendas, Presentations, and other related materials.
- Meetings with Senior Executive(s) of the Company.

The details as required under Regulation 46(2) read with Regulation 62(1A) of the Listing Regulations is mentioned as under:

Name of Directors	Category	No. of Programmes/ Meetings attended		No. of Hours spent	
		During the FY 2025-26	Cumulative till date <sup>1</sup>	During the FY 2025-26	Cumulative till date <sup>1</sup>
Mr. Anand G. Mahindra	Non-Executive Chairman	16	90	14	109
Ms. Nisaba Godrej	Independent Director	11	67	10	88
Mr. Muthiah Murugappan	Independent Director	19	101	15	128
Mr. T.N. Manoharan <sup>2</sup>	Independent Director	7	138	4	183
Ms. Shikha Sharma	Independent Director	19	119	15	149
Ms. Padmasree Warrior	Independent Director	11	22	10	21
Ms. Samina Hamied <sup>3</sup>	Independent Director	8	8	13	13
Mr. M.P. Vijay Kumar <sup>3</sup>	Independent Director	9	9	15	15
Mr. Ranjan Pant	Non-Executive Non-Independent Director	19	38	15	37
Mr. Sat Pal Bhanoo	Non-Executive and Non-Independent Director [Nominee of Life Insurance Corporation of India ("LIC")]	9	21	8	24

<sup>1</sup> Cumulative (number of programmes/meetings and hours attended in the above table) is from the respective date of appointment of the Directors.

<sup>2</sup> Mr. T.N. Manoharan ceased to a Director of the Company with effect from 30<sup>th</sup> July 2025, owing to his unfortunate and untimely demise.

<sup>3</sup> Appointment of Ms. Samina Hamied and Mr. Muthu Raju Paravasa Raju Vijay Kumar as Independent and Non-Executive Directors for a term of 5 (five) consecutive years from 7<sup>th</sup> October 2025 to 6<sup>th</sup> October 2030.