

Framework for Separate Meeting of Independent Directors

As required by the provisions of Schedule IV to the Companies Act, 2013 and the provisions of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,, a 'Framework for Separate Meeting of Independent Directors' is as follows:-

The Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non-independent Directors and members of the management.

Chairman shall be elected by Independent Directors among themselves.

The meeting shall:

- review the performance of Non-independent Directors and the Board as a whole;
- review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-executive Directors;
- assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

This meeting could be held prior or after the Board Meeting.

The Independent Directors are free to call such meeting at any point of time, as desired.



Familiarisation Programme for Independent Directors

Pursuant to the provisions of Schedule IV to the Companies Act, 2013 and Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to develop a Familiarisation Programme for the Independent Directors of the Company. Accordingly, the Company hereby puts in place a system to familiarize its Independent Directors about the Company, industry, business etc. as per details set out below:-

- An induction programme for new Independent Directors will be conducted to familiarize them with their roles, rights, responsibilities in the Company along with the industry, business, operations and business model of the Company.
- Independent Directors will be made aware of code of conduct and other policies of Company from time to time.
- Updates on relevant regulatory changes and new developments will be given to Independent Directors from time to time as may be necessary.
- Updates will be given to Independent Directors on business developments (achievements / awards & recognition / new products / expansion / strategy / budgets), industry, operations, technology & financial statements of the Company in its quarterly Board / Committee meetings.

The Familiarization program for Independent Directors will be monitored and administered either by the Nomination and Remuneration Committee or by the Board itself.
