

Programme for Independent Directors (IDs)

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "SEBI Listing Regulations, 2015) effective from December 01, 2015, the Company is required to conduct the Familiarisation Programme for Independent Directors (IDs) to familiarise them about their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and any other relevant information through various initiatives.

The Board of Directors is encouraged to take up / participate in various training sessions to ensure that the Board members are kept up to date.

A few initiatives under familiarisation program are as follows:

Familiarisation Programme – At the time of appointment**Induction Kit:**

The new Director is welcomed to the Board of Directors of the Company by sharing inter alia the following documents of the Company for his / her references:

- Memorandum of Association and Articles of Association
- Mission, Vision and Core Values
- Latest Annual Report
- Neelamalai Code of Conduct for Board of Directors and Senior Executives
- Organizational Chart and a brief profile of all the Directors and the Key Managerial Personnel (KMPs)
- Latest Shareholding Pattern
- Corporate Announcements and Press Releases
- Policy Handbook comprising of policies on various business aspects and practices
- Shareholders' Referencer, a handbook for shareholders which serves as an easy guide for the investor's share and dividend related queries and inter-alia covers the shareholders' grievance redressal mechanism and their duties & responsibilities
- Investor's Presentation
- Composition of the Board of Directors and various Board Committees (including terms of reference)
- Remuneration payable to Directors
- Various disclosures and declarations
- Summary of Directors' and Officers' Liability Policy

Familiarisation Programme – Ongoing basis

Regulatory and Business Awareness:

- **Statutory Updates:** As a part of the detailed Board Meeting agenda note, Significant Statutory Updates on a quarterly basis are circulated to the Board of Directors through which Directors are made aware of the significant news developments and highlights from various regulatory authorities viz. Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) etc.
- **Presentations:** Presentations are made at the Board Meeting / Audit Committee where Directors get an opportunity to interact with Senior Managers / KMPs. Presentations, inter alia, cover business strategies, management structure,

A presentation was also made to the Board of Directors on “Board Evaluation” which inter alia covered the legal requirements, global best practices, evaluation framework and criteria and evaluation outcomes.

Other Initiatives:

- **Committee Nomination:** Independent Directors are members in various Board Committees and their participation leads to a high quality of debate with healthy discussions and strategic guidance.
- **Committee meeting minutes:** Gist of the minutes of various Committee meetings along with the minutes are circulated as a part of detailed agenda note to all the directors for better understanding of the nuances of the business.
- **Presentation by Statutory Auditors in Audit Committee meetings:** At every Audit Committee meeting of the Company, the Statutory Auditor makes presentation on important audit related matters and special areas of emphasis. Also, brief the Board / Audit Committee members on the various latest legislative developments w.r.t. regulatory landscape and special areas of emphasis, if any.
- **Free flow of information:** Board has open channels of communication with executive management which allows free flow of communication among Independent Directors in terms of raising query, seeking clarifications and other related information.
- **Dissemination of Information:** Directors are also informed of the various developments in the Company through e-mails, newsletters, internal magazines etc.
- **Personal visits:** The Directors of the Company are encouraged to visit the Office of the Company to keep them abreast of the latest happenings and progress of the Company.

Familiarisation Programme – Specific

Disclosure of details of Familiarisation Programmes imparted to Independent Directors pursuant to Regulation 46 of SEBI Listing Regulations, 2015

Date of Familiarisation Programme (Specific)	Area Covered	Duration of Programme (Hours)
FY 2019-20		
	Presentation on SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.	2
FY 2020-21 12-02-2021		
	Summary of Codes and Policies – Key Highlights & Key Changes during the Financial Year 2019-20. Present on Recent regulatory updates by the Securities and Exchange Board of India (SEBI), and the Ministry of Corporate Affairs (MCA) on account of Covid-19 pandemic.	2
FY 2021-22 11-02-2022		
	Summary of Codes and Policies – Key Highlights & Key Changes during the Financial Year 2021- 22. Present on Recent regulatory updates by the Securities and Exchange Board of India (SEBI), and the Ministry of Corporate Affairs (MCA).	2
FY 2022-23 14-02-2023		
	Summary of Codes and Policies – Key Highlights & Key Changes during the Financial Year 2022-23. Presentation on review of the business activities and performance of the Company during the Financial Year 2022-23 and the business strategy of the Company for the ensuing Financial Year 2023-24. Present on Recent regulatory updates by the Securities and Exchange Board of India (SEBI), and the Ministry of Corporate Affairs (MCA).	2

FY 2023-24 14-02-2024		
	Presentation on review of the business activities and performance of the Company during the Financial Year 2023-24 and the business strategy of the Company for the ensuing Financial Year 2024-25. Present on Recent regulatory updates by the Securities and Exchange Board of India (SEBI), and the Ministry of Corporate Affairs (MCA).	2
Date of Familiarisation Programme (Specific)	Area Covered	Duration of Programme (Hours)
FY 2024-25 13-02-2025		
	Summary of Codes and Policies – Key Highlights & Key Changes during the Financial Year 2024-25. Presentation on review of the business activities and performance of the Company during the Financial Year 2024-25 and the business strategy of the Company for the ensuing Financial Year 2025-26. Present on Recent regulatory updates by the Securities and Exchange Board of India (SEBI), and the Ministry of Corporate Affairs (MCA).	2
FY 2025-26 13-02-2026		
	Summary of Codes and Policies – Key Highlights & Key Changes during the Financial Year 2025-26. Presentation on review of the business activities and performance of the Company during the Financial Year 2025-26 and the business strategy of the Company for the ensuing Financial Year 2026-27. Present on Recent regulatory updates by the Securities and Exchange Board of India (SEBI), and the Ministry of Corporate Affairs (MCA).	2



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Sl. No.	Name of Independent Director	Number of Programmes held during the tenure of the Director								Number of Programmes attended								Number of hours spent							
		FY 2019-20	FY 2020-21	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	Cumulative till date	FY 2019-20	FY 2020-21	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	Cumulative till date	FY 2019-20	FY 2020-21	FY 2021-22	FY 2022-23	FY 2023-24	FY 2024-25	FY 2025-26	Cumulative till date
		20	21	22	23	24	25	26		20	21	22	23	24	25	26		20	21	22	23	24	25	26	
1	Mr. A.D. Bopana (upto 31.03.2022)	1	1	1				3	1	1	1					3	2	2	2					6	
2	Mr. F. S. Mohan Eddy (upto 31.03.2024)	1	1	1	1	1		5	1	1	1	1	1			5	2	2	2	2	2			10	
3	Mrs. Kavitha Vijay (w.e.f. 30.06.2020)		1	1	1	1	1	6		1	1	1	1	1	1	6		2	2	2	2	2	2	2	12
4	Mr. M. Meyyappan (w.e.f. 01.04.2022)				1	1	1	4				1	1	1	1	4				2	2	2	2	8	
5	Mr. S. Ganesan (w.e.f. 01.04.2024)						1	2						1	1	2						2	2	4	