Your success is our success

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

I. Background

Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, (the "SEBI Listing Regulations") requires a company to familiarize Independent Directors with the following:

i. Nature of the industry
ii. Business Model
iii. Roles, rights, responsibilities of independent directors, and
iv. Any other relevant information

Further, Regulation 46(2) of the SEBI Listing Regulations requires a company to disseminates on its website the details of Familiarization Programme 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

II. **METHOD OF FAMILIARISATION**

1. Initial Familiarisation

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Company conducts an introductory familiarisation program / presentation, when a new Independent Director comes on the Board of the Company.

All the Directors are sent with the orientation documents including in particular-

- Memorandum and Article of Association of the Company
- Annual Reports for last three financial years
- Code of Conduct for Directors
- Emkay Insider Trading Policy
- Organization Chart
- List of Directors with details
- Board Committees Chart

The Managing Directors of the Company and other members of the Senior Management also meet with the newly appointed Independent Directors and brief him/her on matters relating to Finance, Strategy, Business Operations, Risk Management, Compliance & Governance Framework, Internal Audit, Human Resources, CSR activities of the Company and Information Technology/Security.

The above updates help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfill his role as a Director of the Company.

2. **Continual Familiarization:**

Presentations are made at quarterly Board Meetings which include updates on performance review, strategy and key regulatory developments including specifically all new SEBI Circulars/ notifications/ guidelines issued from time to time. Specific presentations as per the terms of reference of the respective Board sub-Committees are also made at regular intervals- like updates on CSR projects in the CSR Committee, etc.

The Independent Directors are also members of various Committees and at each Committee meeting, they are presented with the necessary information to enable them to review and grant approvals as per the terms of reference of the Committee. Presentations are made at Committee meetings which *inter alia* covers specific industry overview, new digital initiatives, etc. Periodic meetings are also conducted on a one-on-one basis between the independent directors and senior functional heads for more elaborate understanding of various aspects of business.

The details of programs conducted in FY 2026 included the following:

- Quarterly reviews including Business performance update and Financial review;
- Presentations made by Internal Auditors and Statutory Auditors;
- Industry Outlook, Competition update;
- Statutory/Regulatory updates, impact, actionable and implementation status at Board and various Committees of the Board;
- Briefing on CSR activities;
- Update on Company’s remuneration policies, Code of Conduct for Directors, KMPs and Senior Management;
- Formulation, amending and reviewing of various policies at the Board/Committee level;

- News, articles related to the Company;
- Key disclosures made to Stock Exchanges;
- Prevention of Insider Trading Regulations, SEBI Listing Regulations;
- Discussions on Internal Control over Financial Reporting, Internal Control Processes, Framework for Related Party Transactions, etc.;
- Updates on Roles, Rights and Responsibilities of Directors and Company's Policies.

The details of familiarization programmes imparted to Independent Directors as required under Regulation 46(2) of the SEBI Listing Regulations are given hereunder:

Name of the Independent Directors	**No. of Programme / Meeting attended**		**No. of hours invested**	
	During FY 2025-26	**From 1st April, 2015 till 31st March, 2026**	**During FY 2025-26**	**From 1st April, 2015 till 31st March 2026**
Dr. Satish Ugrankar	5	54	4 hours 10 minutes	46 hours 20 minutes
Dr. Bharat Kumar Singh	5	33	4 hours 20 minutes	30 hours 40 minutes
Mrs. Hutokshi Wadia	6	35	4 hours 50 minutes	31 hours 20 minutes
*Mr. Anantha Dhananjaya	1	2	1 hour 30 minutes	2 hours 10 minutes
#Mr. Ajay Mahajan	1	1	40 minutes	40 minutes

**Mr. Anantha Dhananjaya resigned as an Independent Director of the Company with effect from 11th September, 2025;*
#Mr. Ajay Mahajan was appointed as an Independent Director of the Company with effect from 1st December, 2025

Date : 31st March, 2026
Place : Mumbai