



DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF THE COMPANY DURING F.Y. 2023-24:

The Company is imparting familiarization programme for its Independent Directors to emphasize on:

- a) Criteria of independence applicable to Independent Directors as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act 2013;
- b) Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, corporate social responsibility, stakeholders conflicts, Board effectiveness, strategic direction, meetings and performance assessment;
- c) Roles, functions, duties, responsibilities and liabilities of Independent Directors;
- d) Directors responsibility statement forming part of Boards Report;
- e) Vigil mechanism including policy formulation, disclosures, code for Independent Directors;
- f) Risk management systems & framework; and
- g) Board evaluation process and procedures.

As part of the process, the Company has over the years been familiarizing the Independent Directors on its Board, on a quarterly basis, with detailed presentations by leadership team on the Company and its operations and business plans, the nature of industries in which the Company operates and the model of its respective businesses including its subsidiaries. This has helped them understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time. In each quarter for Approx. 2 hours, the Independent Directors have participated.

Regular interactions are held between statutory and internal auditors and independent directors on quarterly/ on-need basis.

As part of annual strategy planning process, the Company had organised the familiarization programme to its Independent Directors at Plumeria Hall, Hotel Taj West End, Race Course Road, High Grounds, Bengaluru – 560001 for two days on 31st January, 2024 and 1st February, 2024 for Approx. 5 hours, where all the Independent Directors were present. This programme provides detailed insight on Company's strategic road-map.

Existing independent directors attended 13 hours of program during the year as a part of familiarization program.

During the year under review, there was no induction of new Independent Director on the Board of the Company.

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DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF THE COMPANY DURING F.Y. 2022-23:

The Company is imparting familiarization programme for its Independent Directors to emphasize on:

- a) Criteria of independence applicable to Independent Directors as per SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and the Companies Act 2013;
- b) Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, corporate social responsibility, stakeholders conflicts, Board effectiveness, strategic direction, meetings and performance assessment;
- c) Roles, functions, duties, responsibilities and liabilities of Independent Directors;
- d) Directors responsibility statement forming part of Boards Report;
- e) Vigil mechanism including policy formulation, disclosures, code for Independent Directors;
- f) Risk management systems & framework; and
- g) Board evaluation process and procedures.

As part of the process, the Company has over the years been familiarizing the Independent Directors on its Board, on a quarterly basis, with detailed presentations by leadership team on the Company and its operations and business plans, the nature of industries in which the Company operates and the model of its respective businesses including its subsidiaries. This has helped them understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time. In each quarter for Approx. 2 hours, the Independent Directors have participated.

Regular interactions are held between statutory and internal auditors and independent directors on quarterly/ on-need basis.

As part of annual strategy planning process, the Company had organised the familiarization programme to its Independent Directors at Plumeria Hall, Hotel Taj West End, Race Course Road, High Grounds, Bengaluru - 560001 for two days on 23rd January, 2023 and 24th January, 2023 for Approx. 7.5 hours, where all the Independent Directors were present. This programme provides detailed insight on Company's strategic road-map.

Existing independent directors attended 15.5 hours of program during the year as a part of familiarization program.

During the year under review, there was no induction of new Independent Director on the Board of the Company.

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DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF THE COMPANY DURING F.Y. 2021-22:

The Company is imparting familiarization programme for its Independent Directors to emphasis on:

- a) Criteria of independence applicable to Independent Directors as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act 2013;
- b) Time allocation by the Independent Directors on financial controls, overseeing systems of Risk Management, financial management compliance, Corporate Social Responsibility, Stakeholders conflicts, Board effectiveness, strategic direction, Meetings and performance assessment;
- c) Roles, rights, functions, duties, responsibilities and liabilities of Independent Directors;
- d) Directors Responsibility Statement forming part of Board's Report;
- e) Vigil mechanism including policy formulation, disclosures, code for Independent Directors;
- f) Risk management systems & framework; and
- g) Board evaluation process and procedures.

As part of the process the Company has over the years been familiarizing the Independent Directors on its Board, on a quarterly basis, with detailed presentations by leadership team on the Company and its operations and business plans, the nature of industries in which the Company operates and the model of its respective businesses including its subsidiaries. This has helped them understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time. In each quarter for Approx. 2 hours, the Independent Directors have participated.

Regular interactions are held between statutory and internal auditors and independent directors on quarterly/ on-need basis.

As part of annual strategy planning process, the Company had organised the familiarization programme virtually to its Independent Directors on 17th February, 2022 and 18th February, 2022 for Approx. 6 hours, were all the Independent Directors were present. This programme provides detailed insight on Company's strategic road-map.

Existing independent directors attended 14 hours of program during the year as a part of familiarisation program.

During the year under review, there was no induction of new Independent Director on the Board of the Company.

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DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF THE COMPANY DURING F.Y. 2020-21:

The Company is imparting familiarization programme for its independent directors to emphasis on:

- a) Criteria of independence applicable to Independent Directors as per SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and the Companies Act 2013;
- b) Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, corporate social responsibility, stakeholders conflicts, Board effectiveness, strategic direction, meetings and performance assessment;
- c) Roles, functions, duties, responsibilities and liabilities of Independent Directors;
- d) Directors responsibility statement forming part of Boards Report;
- e) Vigil mechanism including policy formulation, disclosures, code for Independent Directors;
- f) Risk management systems & framework; and
- g) Board evaluation process and procedures.

As part of the process the Company has over the years been familiarizing the Independent Directors on its Board, on a quarterly basis, with detailed presentation on the Company and its operations and business plans, the nature of industries in which the Company operates and the model of its respective businesses. This has helped them understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

Apart from above, the Company had organised the familiarization programme to its Independent Directors on 3rd February, 2021 for Approx. 4 hours, were all the Independent Directors were present.

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DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF THE COMPANY DURING F.Y. 2019-20:

The Company is imparting familiarization programme for its independent directors to emphasis on:

- a) Criteria of independence applicable to Independent Directors as per SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and the Companies Act 2013;
- b) Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, corporate social responsibility, stakeholders conflicts, Board effectiveness, strategic direction, meetings and performance assessment;
- c) Roles, functions, duties, responsibilities and liabilities of Independent Directors;
- d) Directors responsibility statement forming part of Boards Report;
- e) Vigil mechanism including policy formulation, disclosures, code for Independent Directors;
- f) Risk management systems & framework; and
- g) Board evaluation process and procedures.

As part of the process the Company has over the years been familiarizing the Independent Directors on its Board, on a quarterly basis, with detailed presentations on the Company and its operations and business plans, the nature of industries inwhich the Company operates and the model of its respective businesses. This has helped them understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

Apart from above, the Company had organised the familiarization programme to its Independent Directors at The Plumeria Hall, ITC Gardenia, 1, Residency Rd, Ashok Nagar, Bengaluru, Karnataka 560 025 on 23rd January, 2020 for Approx. 6 hours, wereall the Independent Directors were present.

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DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF THE COMPANY DURING F.Y. 2018-19:

The Company is imparting familiarization programme for its independent directors to emphasis on:

- a) Criteria of independence applicable to Independent Directors as per SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and the Companies Act 2013;
- b) Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, corporate social responsibility, stakeholders conflicts, Board effectiveness, strategic direction, meetings and performance assessment;
- c) Roles, functions, duties, responsibilities and liabilities of Independent Directors;
- d) Directors responsibility statement forming part of Boards' Report;
- e) Vigil mechanism including policy formulation, disclosures, code for Independent Directors;
- f) Risk management systems & framework; and
- g) Board evaluation process and procedures.

As part of the process the Company has over the years been familiarizing the Independent Directors on its Board, on a quarterly basis, with detailed presentations on the Company and its operations and business plans, the nature of industries in which the Company operates and the model of its respective businesses. This has helped them understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

Apart from above, the Company had organised the familiarization programme to its Independent Directors at Shangri-La Hotel, Board Room, No.56-6B, Palace Rd, Abshot Layout, Vasanth Nagar, Bengaluru, Karnataka 560 052 on 7th February, 2019 for Approx. 6 hours, were all the Independent Directors were present.

Details of familiarization programme imparted to Independent Directors in the FY 2017-18

Familiarisation programmes were imparted to all the Directors of the Board. The Directors including Independent Directors spent around eight hours in a workshop on Design Thinking, customer experience development centre and strategy meet presentations by the Senior Management of the Company.

These programmes were organised in the Company's office located at Sonata Towers, Global Village, RVCE Post, Mysore Road, Bengaluru- 560 059 on 6th February, 2018.

An expert and a pioneer who runs 'Ideafarms', which is currently India's leading Design Thinking providers, conducted and engaged the Directors in a session on 'Design Thinking'. This session was followed by briefing the Directors about 'Customer Experience development Centre' which is located at the premises of the above mentioned venue. Later, the Senior Management of the Company conducted a strategy meet for the Board members.