



Familiarisation Programme for Independent Directors

Preamble

Regulation 25(7) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 inter-alia stipulates that the Company shall familiarize the Independent Directors with the Company, their rules, rights, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company etc. through various programmes.

Purpose and Objectives

The familiarization programme is structured to assist all the Independent Directors to understand the Company and its business so as enable them in effective discharge of their duties.

Overview of the Familiarisation process at the time of Appointment

At the time of appointment, the Independent Directors are informed about their role and responsibilities and are given an overview of business, operations and business model of the Company including Cable divisions. Independent Directors are also provided with copies of the following documents:

- A) Annual Report of the Company
- B) Criteria of Independence applicable on Independent Directors as per the Regulation 16(b) of the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.
- C) Code of conduct for Board Members under Regulation 26 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- D) Code of conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015.
- E) Memorandum and Articles of Association of the Company
- F) Scope of Committee as and when appointed in any Committee.

Regular Familiarization Modules

Presentations on the business and performance of the Company are made at the Board Meetings to familiarize the Independent Directors with strategy, operations, future plans and functions of the Company. The Programme aims to provide insight into the Company to enable the Independent Directors to be in a position to take well informed timely decisions and contribute significantly to the Company.

FY 2018-19

Independent Directors are made aware of SEBI (LODR) (Amendment) Regulations, 2018, through PPT at the Meeting, as a part of familiarization programme.

FY 2019-20

Independent Directors are made aware of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018 through PPT at the Meeting as a part of familiarization programme.

FY 2020-21

Explained various amendments of Companies Act, 2013, SEBI Regulations and other statutory regulations as amended during the COVID period and how it affected the company.

FY 2021-22

Independent Directors are made aware of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, through PPT at the Meeting and as a part of familiarization programme.

FY 2022-23

Independent Directors are made aware of the amendments enacted during this period related to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 through PPT at the Meeting and as a part of familiarization programme.

FY 2023-24

Independent Directors are made aware of the amendments and circulars issued under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and other applicable corporate laws through PPT at the Meeting and as a part of familiarization programme.

FY 2024-25

Independent Directors are made aware of recent amendments in SEBI Regulations, Companies Act, 2013 and other statutory enactments applicable to listed entities through PPT at the Meeting(01) and as a part of familiarization programme.

FY 2025-26

Independent Directors are made aware of the latest regulatory developments and amendments under SEBI Regulations, Companies Act, 2013 and other applicable laws through PPT at the Meeting(01) and as a part of familiarization programme.