



## **GMR ENTERPRISES PRIVATE LIMITED**

Familiarization Programme for Independent Directors

## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

### **1. PREAMBLE:**

The Companies Act, 2013, *inter-alia* stipulates that the Company shall familiarize the independent directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

### **2. OBJECTIVE**

The Objective of the familiarization programme is to facilitate the director/s to understand about the Company and GMR Group's, businesses and operations, familiarize the director on his / her rights, duties and responsibilities; to have an insight on the activities carried in Group. Director's Appointment Letter includes role, duties and responsibilities, Liability, Performance Evaluation Process, Director Liability Insurance and Code of Conduct.

A familiarization kit is handed over to the new director, which includes the Company's corporate profile, Group's Mission, Vision, Values and Beliefs, Organisation Structure, the Company's history, milestones achieved, Annual Reports, Institutional Building, major policies of the Company, Code of Conduct, fund raising history etc.

When a new Independent Director is inducted on the Board of the Company, a meeting is arranged with the Senior Management / KMPs of the Company and other departmental heads to familiarize him/her with the functioning of the operations of the Company, Subsidiaries, Joint Ventures and Associate Companies.

Site visits to various locations be organized for the directors based on requirement to enable them to understand the operations of the Company and its Subsidiaries. On completion of the familiarization programme, feedback from the directors are taken on the induction process.

At Board/Committee meetings, presentations are made to the Board on business and performance updates of the Company and its key subsidiaries, finance, internal control process, business environment, risk management, company policies/ codes, subsidiary information and changes in the regulatory environment applicable to the corporate sector and to the industry in which it operates and other relevant issue. They are also updated on the new /revision of existing Policies adopted by the Company, their requirements, status update on implementation from time to time.

An update on regulatory changes as applicable are shared with the Board members and presentation is made at the Board/Committee Meetings as applicable. Familiarization is achieved through broad-based engagement, under which business / functional heads interact with the directors during the reviews. The directors also attend programmes and seminars organized by professional bodies.

The Independent Directors including the other Directors are familiarized with respective nature and activities of the Company in which the company operates on periodical basis including but not limited to nature of industry being NBFC-CIC and its core activities, scale of operations, business model, performance, risks, mitigation strategies, corporate governance etc.

Roles, rights, responsibilities of independent directors and any other relevant information are briefed to them at the time of appointment by way of detailed presentation during induction and the same forms part of their appointment terms.

Approximately 6.5 hours were spent by Independent Directors on familiarization and other sessions during FY 2024-25.