

## FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") mandates that the Company is required to familiarise the Independent Directors about the Industry and its business operations & business model, and roles, rights, responsibilities of Independent Directors.

The Company has a structured familiarization program for its independent Directors which also extends to other Non-Executive Directors to ensure that Directors are familiarized with their function, role, rights, responsibilities, and the nature of the Company Business viz., automotive component industry and ZF global business model, etc.

The Board of Directors has complete access to the information within the Company. The Company conducts induction program/presentation when a new Independent Director joins the Board of the Company, on various aspects including overall corporate and business overview, and investor relations.

Board of Directors and all Committees of the Board meets periodically and discuss about the Company's operations and its performances in which Senior Management Team also participates. In all the meetings, the Board is being presented about the Company's strategy, business model, performance of the Industry vis-à-vis Company, Economic & Industry update, operations, market segments, organization structure, product offerings, finance, risk management framework, quarterly & annual results, human resources, technology, quality, safety health & environment and such other areas as may arise from time to time including major litigation and compliances, etc. On an annual basis, presentations are made on annual business plans which provide Independent Directors an opportunity to understand the strategic roadmap, review of Enterprise Risk Management programme including risk mitigation strategy & actions and thereby contribute to vision and strategic goals of the Company. Also, Chair of the Audit Committee interacts with statutory and internal auditors periodically and familiarizes with effective controls in place w.r.t. Company's operations and financial reporting and risks arising out of regulatory changes. The Company also circulates news and articles related to the industry and provides specific regulatory updates from time to time for information of the Independent Directors.

The Company has issued the appointment letters to the Independent Directors which also incorporates their role, rights, duties and responsibilities. Summary of familiarization programs imparted to the Independent Directors and hours spent by each Independent Director are as provided here under:-

Name of Directors	No. of programmes attended by Independent Directors		No. of hours spent by Independent Directors	
	During the FY 2022-23	From 1st April 2014 till 31st March 2023 (Cumulative)	During the FY 2022-23	From 1st April 2014 till 31st March 2023 (Cumulative)
Mr. M Lakshminarayan	11	85	24 Hrs. 30 Mins	108 Hrs. 15 mins
Mr. Mahesh Chhabria	14	40	34 Hrs. 05 Mins	78 Hrs.
Dr. Lakshmi Venu	6	45	10 Hrs. 15 Mins	55 Hrs. 45 mins