

**FAMILIARISATION PROGRAMMES**

**FOR**

**INDEPENDENT DIRECTORS**

**2023-24**



## **FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS**

### **Preamble**

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Munjal Showa Limited conducts familiarization programmes for its Independent Directors to enable them to understand the Company’s business and environment. These programmes cover, inter alia, the industry in which the Company operates, its business model, and the roles, rights and responsibilities of Independent Directors.

In accordance with Regulation 46(2) of the Listing Regulations, the details of such programmes are disclosed on the Company’s website, including the number of programmes attended and the hours spent by Independent Directors, both on an annual and cumulative basis, along with other relevant information.

Given the Company’s presence in the automotive component sector and its diverse operations, these structured familiarization initiatives are designed to provide Independent Directors with a comprehensive understanding of the Company’s business, operations, regulatory framework and governance practices.

The Company believes that such programmes enhance the effectiveness of Independent Directors and enable meaningful participation in Board and Committee deliberations. The need for ongoing familiarization is also reviewed as part of the Directors’ performance evaluation process.

### **Overview of the Familiarization process**

All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company. A Directors’ kit containing information about the Company, Memorandum and Articles of Association, Annual Reports for previous 2 years, extract of Listing Regulations containing powers, roles and responsibilities of the Board and various Committees, various Codes and Policies, latest financial results, etc is handed over to the new director.

Operational and financial information of the Company are shared with the directors on their appointment to familiarize them with the business and regulatory environment in which the Company operates.

Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Updates on relevant statutory changes are presented to the Board and Board Committees.

Each director of the Company has complete access to any information relating to the Company. Independent Directors have the freedom to interact with the Company’s management. They are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry segments of which it is a part. Further, they meet without the presence of the Company’s Management Personnel to discuss matters pertaining to the Company’s affairs and put forth their combined views to the Management.

**Details of Familiarization Programs for Independent Directors**

<b>DATE OF PROGRAMME</b>	<b>NAME OF INDEPENDENT DIRECTOR WHO ATTENDED THE PROGRAMME</b>	<b>NO. OF HOURS</b>	<b>AREAS COVERED</b>
February 01, 2024	Mr. Devi Singh Mr. Nand Lal Dhameja Mr. Vinod Kumar Agrawal Mr. Ashok Kumar Munjal Mrs. Kavita Venugopal	<b>1 Hour</b>	Discussion on Related Party Transaction
November 11, 2023	Mr. Devi Singh Mr. Nand Lal Dhameja Mr. Vinod Kumar Agrawal Mr. Ashok Kumar Munjal Mrs. Kavita Venugopal	<b>1 Hour</b>	<ul style="list-style-type: none"><li>• Economic Outlook</li><li>• Marketing Review</li></ul>
July 18, 2023	Mr. Devi Singh Mr. Nand Lal Dhameja Mr. Vinod Kumar Agrawal Mr. Ashok Kumar Munjal Mrs. Kavita Venugopal	<b>1 Hour</b>	Presentation on Investor Education Protection Funds (unclaimed dividend payment)
May 28, 2023	Mr. Devi Singh Mr. Nand Lal Dhameja Mr. Vinod Kumar Agrawal Mr. Ashok Kumar Munjal Mrs. Kavita Venugopal	<b>1 Hour</b>	<ul style="list-style-type: none"><li>• Industry outlook &amp; Organizational overview</li><li>• R &amp; D</li></ul>

**Details of familiarisation programmes imparted to Independent Directors during the financial year 2023-24**

Sr. No.	Name of the Independent Directors	No. of Programs Attended	No. of approx. hours spent in such programs
1.	Mr. Devi Singh	4	4
2.	Mr. Nand Lal Dhameja	4	4
3.	Mr. Vinod Kumar Agrawal	4	4
4.	Mr. Ashok Kumar Munjal	4	4
5.	Mrs. Kavita Venugopal	4	4

**Details of Familiarization Programmes on Cumulative basis till March 31, 2024 (From April 1, 2015 to March 31, 2024)**

Sr. No.	Name of the Independent Directors	No. of Programs Attended	No. of approx. hours spent in such programs
1.	Mr. Devi Singh*	25	61
2.	Mr. Nand Lal Dhameja**	28	70
3.	Mr. Vinod Kumar Agrawal***	26	57
4.	Mr. Ashok Kumar Munjal	8	8
5.	Mrs. Kavita Venugopal	8	8

\*Cessation as Independent Director due to completion of Term w.e.f. 31.03.2024.

\*\* Cessation as Independent Director due to completion of Term w.e.f. 31.03.2024.

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