FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

[Pursuant to Regulation 62N(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

PREAMBLE:

In accordance with the requirements of Regulation 62N(8) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, the Company shall familiarize the Independent Directors with the Company, their roles, rights, responsibility in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various programmes.

OBJECTIVES

- To adopt a structured programme for orientation and training of Independent Directors at the time of their joining so as to enable them to understand the Company – its operations, business, industry and environment in which it functions.

- To update the Directors on a continuing basis on any significant changes therein so as to be in a position to take well-informed and timely decisions.

OVERVIEW OF THE FAMILIARISATION PROGRAMME

A. Orientation Programme upon Induction of New Directors

- When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Managing Director, Chief Financial Officer and members of the Senior Management to discuss the functioning of the Board and the Company's business activities. The Independent Directors are also familiarized with their roles, rights and responsibilities.

- A detailed Appointment Letter incorporating the role and responsibilities, duties and liabilities, remuneration and performance evaluation process, insurance cover, Tata Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors. The terms of the said letter are also uploaded on the Company's website.

- The Company through its Managing Director, Key Managerial Personnel and Members of Senior Management, conducts programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

- Such programmes / presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and helps them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology and risk management processes and such other areas as may arise from time to time.

B. Other Initiatives to update the Directors on a Continuing Basis

- Atleast one Board Meeting in a year has a detailed Budget and Strategy session with the Senior Management team of the Company. Presentations are made to the Board members which *inter-alia* covers the industry scenario, strategic priorities for the Company and the business model of the Company.

- The Board is updated on a timely basis about the regulatory changes impacting the Company and its functioning and the roles and responsibilities of the Board members.

- At various Board Meetings during the year, presentations are made to the Board on Ethics and Sustainability issues, Risk Management, Company policies, changes in the regulatory environment applicable to the corporate sector and to the industry in which the Company operates and other relevant issues.

- Quarterly presentations on operations made to the Board includes information on business performance, operations, financial parameters, liquidity management, fund flows, compliances, senior management changes, etc. Periodic presentations are made to the Board / Board Committees on Human Resources Strategy and Succession Planning, Corporate Social Responsibility and sustainability initiatives, investor and customer complaints and its redressals, etc.

- Presentation on Business Excellence by external assessors under the Tata Business Excellence Model are also made to the Board, wherein various measurables and areas of improvement are presented.

- One-to-one meetings are held with Directors to apprise them of complex issues to enable them to understand the same in depth.

DISCLOSURE

This familiarization programme shall be uploaded on the Company's website for public information.

DETAILS OF FAMILARISATION PROGRAM IMPARTED TO INDEPENDENT DIRECTORS

During FY 2025-26, the following familiarization programmes for Independent Directors were conducted:

Sr. No.	Subject Matter of the Programme	No. of Programmes attended by the Independent Directors	No. of hours spent by the Independent Directors
1.	Session on Sustainability & Environmental, Social and Governance	1	1 hour
2.	Session on Prohibition of Insider Trading Code	1	1 hour
3.	Session on Artificial Intelligence	1	1.5 hour

DETAILS OF FAMILARISATION PROGRAM IMPARTED TO INDEPENDENT DIRECTORS

During FY 2024-25, the following familiarization programmes for Independent Directors were conducted:

Sr. No.	Subject Matter of the Programme	No. of Programmes attended by the Independent Directors	No. of hours spent by the Independent Directors
1.	Induction Programme for new Independent Directors	1	3 hours
2.	Session by former Deputy Governor of RBI on Corporate Governance and Role of Independent Directors	1	1.5 hours
3.	Conference of Large NBFCs by RBI on Strengthening the NBFCs	1	5 hours

DETAILS OF FAMILARISATION PROGRAM IMPARTED TO INDEPENDENT DIRECTORS

During FY 2023-24, the following familiarization programmes for Independent Directors were conducted:

Sr. No.	Subject Matter of the Programme	No. of Programmes attended by the Independent Directors	No. of hours spent by the Independent Directors
1.	Session by ICRA on Global Banking Crisis & NBFC Outlook	1	1.5 hours
2.	Session by TransUnion CIBIL on Retail Lending Industry Insights	1	2 hours

DETAILS OF FAMILARISATION PROGRAM IMPARTED TO INDEPENDENT DIRECTORS

During FY 2022-23, the following familiarization programmes for Independent Directors were conducted:

Sr. No.	Subject Matter of the Programme	No. of Programmes attended by the Independent Directors	No. of hours spent by the Independent Directors
1.	Discussion on India and Global macroeconomics	2	1.5 hours
2.	Presentation on Independent Review of Related Party Processes by an external party	1	2 hours
3.	Session by iSpirt on the architecture of the next wave of growth in India	1	2 hours
4.	Session by Colliers on Real Estate Industry	1	2 hours
5.	Session by ICRA on Indian Economy Updates	1	2 hours
6.	Update on Construction Finance business	1	30 Minutes

DETAILS OF FAMILARISATION PROGRAMME IMPARTED TO INDEPENDENT DIRECTORS

During FY 2021-22, the following familiarization programmes for Independent Directors were conducted:

Sr. No.	Subject Matter of the Programme	No. of Programmes attended by Independent Directors	No. of hours spent by Independent Directors
1.	Presentation on Business Updates	1	30 minutes
2.	Presentation on Information Technology Trends in the NBFC sector	2	2 hours
3.	Presentation on Cyber Security and Key Technologies in the Financial Services Sector	1	2 hours
4.	Presentation on regulatory aspects under SEBI Listing Regulations	1	1 hour
5.	Presentation on Independent Review of Related Party Processes by an external party	1	30 minutes
6.	Induction Programmes for new Independent Director	7	5 hours

SUMMARY OF FAMILIARISATION PROGRAMME OF INDEPENDENT DIRECTORS WITH EFFECT FROM APRIL 1, 2021

Total number of programmes attended by the independent directors (during the year and on a cumulative basis till date)	22 programmes
Total of hours spent by the independent directors in such programmes (during the year and on a cumulative basis till date)	24.5 hours