



## **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

*[Pursuant to Regulation 25(7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015]*

### **Preamble:**

In accordance with the requirement of Regulation 25 (7) of SEBI (Listing Obligation and Disclosure Requirement) Regulation 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 programs.

### **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,

**TATA CAPITAL LIMITED**

Corporate Identity Number U65990MH1991PLC060670

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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 Continuing Basis**

- At least 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, information and performance of the subsidiary, compliances, senior management changes, joint venture and associate companies, major litigations, etc. Periodic presentations are made to the Board/Board Committees on HR Strategy and Succession Planning, CSR 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 program shall be uploaded on the Company's website for public information.

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## **DETAILS OF FAMILARISATION PROGRAM IMPARTED TO INDEPENDENT DIRECTORS**

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

<b>Sr. No.</b>	<b>Subject Matter of the Programme</b>	<b>No. of Programmes attended by the Independent Directors</b>	<b>No. of hours spent by the Independent Directors</b>
1.	Training Programme for Directors of listed companies by National Institute of Securities Market and Excellence Enablers.	1	3.5 hours
2.	Induction Programme for new Independent Directors	2	6 hours
3.	Session by former Deputy Governor of RBI on Corporate Governance and Role of Independent Directors	1	1.5 hours
4.	Conference of Large NBFCs by RBI on Strengthening the NBFCs	1	5 hours

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**DETAILS OF FAMILARISATION PROGRAM IMPARTED TO INDEPENDENT DIRECTORS**

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

<b>Sr. No.</b>	<b>Subject Matter of the Programme</b>	<b>No. of Programmes attended by the Independent Directors</b>	<b>No. of hours spent by the Independent Directors</b>
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

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## **DETAILS OF FAMILARISATION PROGRAM IMPARTED TO INDEPENDENT DIRECTORS**

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

<b>Sr. No.</b>	<b>Subject Matter of the Programme</b>	<b>No. of Programmes attended by the Independent Directors</b>	<b>No. of hours spent by the Independent Directors</b>
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

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## **DETAILS OF FAMILARISATION PROGRAM IMPARTED TO INDEPENDENT DIRECTORS**

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

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

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**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)	20 programmes
Total number of hours spent by the independent directors in such programmes (during the year and on a cumulative basis till date)	40 hours 30 mins

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