

TVS Electronics Limited

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

(In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

OBJECTIVES

- a. To lay down a formal and structured process to familiarise the Independent Directors at the time of their appointment on the Board of the Company so as to enable them to understand the Company - its operations, business, industry and environment in which it functions and the regulatory environment applicable to it.
- b. Further, to update the directors on a continuous basis on any significant changes that may arise/occur during the course of their tenure on the Board.
- c. To take all efforts to keep the directors well informed to enable them to make timely advise and decision.

INITIAL FAMILIARISATION PROGRAMME

- a. Prior to the induction of the director on the Board , the Chairman and/or Managing Director to brief the incoming director about the Company, its line of business and the composition of the present Board etc.
- b. On his appointment a letter of appointment is issued to the new Independent Director detailing their tenure of appointment, roles, duties & responsibilities, remuneration, commitment, insurance cover, performance evaluation process, codes and policies of the Company.
- c. The New Director is also updated on the Company's policies on Board effectiveness, Board Diversity Policy, individual Board Committee Charter, Remuneration Policy, Independent Directors Qualification, Positive Attributes as prescribed under Companies Act, 2013, CSR Policy, Related Party Transaction Policy, Code of Conduct for Prevention of Insider Trading, etc.
- d. The brief overview of the Company and that of the Industry in which the Company is operating, the financials of the Company, Market capitalisation, Organisational Structure etc. is also informed to have an overall understanding of the Company.
- e. Meetings with the Business Unit Heads are also arranged, at the time of attending the first Board Meeting to understand the respective business units.

UPDATION ON A CONTINUOUS BASIS

- a. At every Board and any of the Committee meetings thereof, presentations are made to the Directors on the Company's long term and short term strategy. Each of the Business Units Head presents the performance and future strategy of their respective Business Units. The CEO also presents the way forward and the future growth of the Company.
- b. The directors are also apprised of the Risk matrix and its mitigation measures, Company Policies, Changes in regulatory environment as applicable to the Company and Industry, Quarterly presentations on operations made to the Board includes information on business performance, operations, market share, financial parameters,

working capital management, fund flows, senior management changes, major litigation, compliances, subsidiary information, etc.

- c. Meetings with Company Executives are also arranged to better understand the business and operations of the Company.
- d. Organisation of visits to the factories for directors to facilitate better understanding of the operations in detail.
