FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS

DETAILS OF FAMILARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Regulations 25(7) read with Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter-alia stipulates that the Company shall familiarize the independent directors through various programmes about the listed entity, including the following:

1. Nature of the industry in which the Company operates;
2. Business model of the Company;
3. Roles, rights, responsibilities of independent directors; and
4. any other relevant information.

The Company strongly believes that effective familiarization programme helps the Independent Directors, not only to have greater insight into Company's business but also contribute effectively in decision making at Board / Committee meetings.

Considering that **'SPARK MINDA'** is a group having interests in automotive component manufacturing businesses, it is important that the Independent Directors are well versed with the business and all the related activities including but not limited to the nature of industry, products, markets, operations, subsidiaries and its businesses, policies, regulatory aspects affecting the Company, etc. This is achieved through a structured familiarization plan. Certain programme activities are merged with the Board/Committee meetings for the convenience of the directors. Also, individual programs are conducted separately for them as per the requirement.

All new non-executive directors inducted to the Board are introduced to our Company culture through orientation sessions. Current executive directors and senior management provide an overview of our operations, and familiarize the new non-executive directors on matters related to our values and commitments. They are also introduced to our organization structure, our services, group structure and subsidiaries, constitution, board procedures, matters reserved for the Board, and our major risks and risk management strategy.

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 three financial years, Investor Presentations, and recent Media Releases etc. are handed over to the new director. The Independent Directors are made aware of their role, responsibilities and liabilities at the time of their appointment through a formal letter of appointment, which also stipulates their roles and responsibilities and various terms and conditions of their appointment. Independent Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

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.

Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors.

The Directors are also being made conversant with the following matters on regular basis:

1. Business Development
2. Applicability of various Provisions of the Companies Act, 2013 and SEBI (LODR)
3. Statutory Compliance Report
4. Directors –Meetings, Duties, Directorships & Report
5. Corporate Social Responsibility aspects
6. Key Management Personnel
7. Projects and their contours
8. Related Party Transactions
9. Consolidation of Accounts
10. Audit and Auditors
11. New changes in the relevant laws and regulations applicable to the Company
12. Sharing of information on all the matters of subsidiaries and step-subsidiaries with respect to point no. 1 to 10 above.
13. Movement of shares of the Company in stock market to evaluate market sentiments.
14. Review of major business risks.

Detailed presentations are made on matters which inter alia, cover:

1. Company strategy and its business model;
2. Operations of the Company including safety measures etc.;
3. Financials of the Company;
4. Risk Management Framework –Risks faced by the Company & mitigation plans thereof;
5. Loans, Corporate Guarantees, Investments made by the Company;
6. Contingent Liabilities;
7. Related party transactions;
8. Internal Controls, identification of weakness, if any, and improvisation in such controls;
9. Performance Evaluation;
10. Financials, Operations and investments made by Subsidiary Companies;
11. Structural changes in the management of the Company along with its subsidiaries
12. Companies CSR activities being undertaken through Spark Minda Foundation from time to time.
13. Formulations of various policies viz. –Related Party Transactions, Vigil Mechanism, Corporate Social Responsibility, etc.;
14. Roles, Responsibilities, duties, etc. of directors as Board and Committee members;

15. Issues and findings during Internal Audit

Each director of the Company has complete access to any information relating to the Company. 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 Chairman and Group CEO.

Site visits to various plant locations are organized for the Directors to enable them to understand the operations of the Company.

Cumulative details of Familiarization Programme imparted to Independent Directors till September 30, 2026 is as follows:

S. No.	Familiarization Programme	Hours Spent - FY 2026-27 (Apr-Sept)				Cumulative Hours Spent during the Tenure
		Ms. Pratima Ram	Mr. Gajanan Vithal Gandhe	Mr. Ravi Sud	Mr. R. Laxman	
1	Operations Reviews	2	2	2	2	**34.75**
2	Risk Management Framework and mitigation	0	0	2	2	**14**
3	Manufacturing / Strategy Arrangements	2	2	2	2	**34.75**
4	SEBI Regulations, Secretarial Standards and other regulatory updates	2	2	2	2	**68**
5	Business Updates- Subsidiaries/JVs and Associate Companies	2	2	2	2	**34.75**
6	HR Strategy including Long term incentive	1	1	1		**19**
7	Compliances	2	0	2	2	**42**
	Cumulative Hours Spent during the Tenure	**213.25**	**69**	**53**	**52**	

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