TVS Holdings Limited
[Formerly known as Sundaram-Clayton Limited]

FAMILIARISATION PROGRAM OF INDEPENDENT DIRECTORS

Preamble

Regulation 25 (7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates that the Company shall familiarize the independent directors (IDs) through various programs about their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc.

Outline of the Familiarisation process

IDs of the Company are made aware of their roles, responsibilities and liabilities at the time of their appointment / re-appointment, through a formal letter of appointment, which also stipulates various terms and conditions of their engagement. The Board including all IDs were provided with relevant documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices from time to time.

Periodic presentations were made at the Board and Board Committee Meetings, on business and performance updates of the Company, business strategy and risks involved. Updates on relevant statutory changes on laws concerning the Company, if any are informed to the entire Board on every board / committee meetings.

IDs are facilitated to meet without the presence of the Company's management and non-independent directors to discuss and review the performance of the Chairman, non-independent directors and the board as a whole and also matters pertaining to the Company's affairs.

The Company organised visits to the plants for the Directors to facilitate them to understand the operations of the Company in detail.

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The details of familiarization program imparted to IDs are as under:

Date of the Program	No. of hours	Subject matter of the program
FY 2013 – 14	5	➢ Corporate Social Responsibility, ➢ Operations & Performance, ➢ Future Outlook & Strategy
FY 2014 – 15	14	➢ Related Party Transactions / Transfer Pricing Regulations, ➢ Corporate Social Responsibility, ➢ Operations & Performance, ➢ Salient features of the revised clause 49 of the Listing Agreement, ➢ Future Outlook & Strategy, ➢ Corporate Laws
FY 2015 – 16	19	➢ Internal Financial Control, ➢ Salient features of the Prohibition of Insider Trading Regulations, 2015, ➢ Factory visit, ➢ Productions and Operations of the Company, ➢ Corporate Laws, ➢ Risk Management Program, ➢ Operations & Performance, ➢ Future Outlook & Strategy
FY 2016 – 17	16.5	➢ Internal Financial Control, ➢ Risk Management Program, ➢ Indian Accounting standards – Applicability and Implementation, ➢ Operations & Performance, ➢ Future Outlook & Strategy, ➢ Corporate Social Responsibility, ➢ Plant Visit, ➢ Presentation on Goods and Service Tax (GST)

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Date of the Program	No. of hours	Subject matter of the program
FY 2017-18	16	➢ Internal Financial Control, ➢ Risk Management Program, ➢ Operations & Performance, ➢ Future Outlook & Strategy, ➢ Corporate Social Responsibility
FY 2018-19	15	➢ Internal Financial Control, ➢ Risk Management Program, ➢ Operations & Performance, ➢ Future Outlook & Strategy, ➢ Corporate Social Responsibility, ➢ performance of the vehicle industry and of the die casting division of the Company.
FY 2019-20	16	➢ Amendments in Listing Regulations, ➢ Whistle blower policy, ➢ Amendments to various policies adopted as per Companies Act 2013 and Listing Regulations, ➢ Internal Financial Control, ➢ Risk Management Program, ➢ Operations & Performance, ➢ Future Outlook & Strategy, ➢ Corporate Social Responsibility.
FY 2020-21	13	➢ Impact of Covid-19 on performance of the Company, ➢ Initiatives taken towards COVID 19 risk mitigation by the Company, ➢ Financial impact and Economic outlook consequent to COVID 19, ➢ Corporate Social Responsibility, ➢ Operations & Performance, ➢ Future Outlook & Strategy.

FY 2021-22	8	➢ Impact of Covid-19 on performance of the ➢ Company and risk mitigation initiatives, ➢ Internal Financial Control, ➢ Risk Management Program, ➢ Operations & Performance, ➢ Future Outlook & Strategy, ➢ Corporate Social Responsibility, ➢ Performance of the vehicle industry and of the die casting division of the Company.
FY 2022-23	10	➢ Internal Financial Control, ➢ Risk Management Program, ➢ Cyber Security, ➢ Operations & Performance, ➢ Future Outlook & Strategy, ➢ Corporate Social Responsibility, ➢ Indian and Global Economy, ➢ Performance of the vehicle industry and of the die casting division of the Company.
FY 2023-24	8	➢ Indian and Global Economy, ➢ Regulatory Updates, ➢ Risk Management Program, ➢ Cyber Security, ➢ Internal Financial Control, ➢ Operations & Performance, ➢ Future Outlook & Strategy, ➢ Corporate Social Responsibility

FY 2024-25	6	➢ Indian and Global Economy, ➢ Regulatory Updates, ➢ Risk Management Program, ➢ Internal Financial Control, ➢ Operations & Performance, ➢ Future Outlook & Strategy, ➢ Corporate Social Responsibility ➢ Policies and Updates / Information required on Core-Investment Company
FY 2025-26	7	➢ Indian and Global Economy, ➢ Regulatory Updates, ➢ Cyber Security, ➢ Risk Management Program, ➢ Internal Financial Control, ➢ Operations & Performance, ➢ Future Outlook & Strategy, ➢ Corporate Social Responsibility ➢ Updates / Information required on Core-Investment Company

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