



International Combustion (India) Limited

Familiarization Programme for Independent Directors for FY 2025-26

Preamble:

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), *International Combustion (India) Limited* (“the Company”) is required to conduct familiarisation programmes for its Independent Directors. These programmes are designed to familiarise them with the Company, their roles, rights and responsibilities, the nature of the industry in which the Company operates, its business model, operations, and other relevant aspects.

Familiarization Process:

At the time of joining the Board:

At the time of appointment, each Independent Director is provided with a comprehensive induction kit, which includes:

- Overview of the Company, its history, business segments, and organisational structure
- Memorandum and Articles of Association
- Annual Reports of the Company for the previous three financial years
- Corporate disclosures
- Brief profiles of the Board of Directors and Key Managerial Personnel

The appointment letter issued to the Independent Director outlines, inter alia, their roles, duties, responsibilities, fiduciary obligations, and liabilities under applicable laws including the Companies Act, 2013 and the Listing Regulations.

Detailed presentations are also made to familiarise the Independent Directors with:

- Their roles, rights and responsibilities
- Code of Conduct for Directors and Senior Management
- Code of Conduct for Prevention of Insider Trading
- Various internal policies and governance frameworks of the Company

To provide better insight into the Company’s operations, Independent Directors are taken through presentations on manufacturing facilities, products, and operational processes. Wherever feasible, visits to plant locations are arranged.

Further, upon induction into any Board Committee, the Independent Director is apprised of their specific roles, scope, and responsibilities as a member of such Committee.

Continuous Process of Familiarisation:

Familiarisation is an ongoing process. The Independent Directors are regularly updated on key aspects of the Company’s business and regulatory environment through:

Presentations at Board and Committee Meetings covering:

- Economic environment and industry outlook

- Business performance and operational updates
- Market developments and product performance
- Risk management framework
- Human resources and organisational updates
- Financial performance (quarterly and annual results)
- Amendments in corporate laws and regulatory requirements

These interactions provide an opportunity for Independent Directors to engage with senior management and gain deeper insights into the Company's operations.

Other Initiatives:

1. The Board is periodically updated on the Company's performance, operations, and significant developments.
2. Independent Directors actively participate in discussions and provide valuable guidance on strategic and operational matters.
3. The Board is informed about key risks and opportunities, including industry trends and competitive landscape.
4. Updates are provided on research & development activities and technological advancements within the Company.
5. Directors are apprised of compliance requirements under applicable laws, and necessary confirmations/affirmations are obtained.
6. Independent Directors have access to interact with Statutory Auditors, Internal Auditors, Cost Auditors, Secretarial Auditors, and other external advisors.

Familiarization Programme conducted during the fy 2025-26:

During the financial year, various initiatives were undertaken to keep the Independent Directors updated on regulatory and business developments.

Presentations and updates were shared on a periodic basis, covering:

- Economic developments and industry outlook
- Business model, operations, markets, and product performance
- Risk management and internal control systems
- Human resource management and organisational development
- Regulatory updates, including changes in roles and responsibilities of the Directors
- Strategic investments and business plan

These programmes enabled the Independent Directors (ID) to deepen their understanding of the Company's business and contribute effectively to Board deliberations.

Summary of the programmes organized is given hereunder:

Sl. No.	Independent Directors	Date of Appointment	2025-26		Cumulative from the date of Joining to till 31 st March, 2026	
			No. of programs attended out of 5 programs	Time spent (approx.) by the ID's in such programs (Hours)	Total No. of programs attended	Time spent (approx.) by the ID's in such programs (Hours)
1.	Mr. Sandipan Chakravorty	07-02-2020	5	2:00	35	13:00
2.	Ms. Nayantara Palchoudhuri	26-07-2022	5	2:00	22	7:45
3.	Mr. Srikumar Menon	25-07-2023	5	2:00	16	6:15