

CESC LIMITED

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

This Familiarization Programme (“the Programme”) for Independent Directors (‘IDs’) of CESC Limited (“the Company”) has been adopted by the Board of Directors pursuant to Clause 49 of the Listing Agreement.

1. Purpose

The Programme aims to provide insights into the Company to enable the IDs to understand its business in depth and contribute significantly to the Company.

2. Familiarization Process

2.1. The Company shall through its Executive Directors / Senior Managerial Personnel conduct Programmes / presentations periodically to familiarize the IDs with the strategy, operations and functions of the Company;

2.2. Such Programmes / presentations will provide an opportunity to the IDs to interact with the senior leadership team of the Company and help them to understand the Company’s strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time;

2.3. The Programmes / presentations shall also familiarize the IDs with their roles, rights and responsibilities;

2.4. The Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time; and

2.5. The Company may conduct an introductory familiarization Programme / presentation, when a new ID comes on the Board of the Company.

3. Meeting of the IDs

The Company shall arrange at least one meeting of the IDs every year to discuss various issues relating to the operations of the Company.

4. Disclosure of the Policy

- 4.1. This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

5. Review of the Programme

The Board will review this Programme from time to time and make revisions as may be required.

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FAMILIARISATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS

At CESC, Senior Management Personnel, through regular interactions, presentations and other programmes periodically familiarize all the Board members including the Independent Directors of the Company to make themselves conversant with the strategy, operations and functions of the Company including its various growth prospects and business complexities. The Senior Management Personnel usually interact with the Independent Directors either before or during every meeting of the Board of Directors (Board includes the Committee(s) of the Board) of the Company to brief them on operational and functional aspects as mentioned above as well as on any latest development(s) and changes in respect thereof.

During 2024-25, all our Independent Directors met the Company's Senior Management Personnel on several occasions before or during the Board Meetings were held during the year and had a detailed discussion for a significant period of time on various facets of the Company's workings. During the year, they also made various suggestions to improve the Company's operations and make it more consumer and environment friendly. The Independent Directors also met on January 10, 2025 without the attendance of Non-Independent Directors and members of management. After the said meeting, they conveyed to the management their satisfaction on the quality, quantity and timeliness of flow of information between the Company's Management and the Board. Independent Directors also made an overview of the status of the Company's compliance with the applicable laws and regulations. Such interactions from time to time between the Independent Directors and the senior management have been a regular practice followed by the Company every year.