

NOTE ON FAMILIARISATION PROGRAMME CONDUCTED BY MADHWESH K(PCS)

The Company organised a familiarisation programme on **28th May 2025**, conducted by **Mr. Madhwesh K, Practicing Company Secretary**, on the theme *“Understanding Recent SEBI Regulatory Developments – 2024 and 2025”*.

The objective of the programme was to apprise the Directors, Senior Management Personnel, and other relevant functionaries of the Company of the latest amendments and regulatory expectations under the SEBI framework, with specific focus on governance and compliance requirements.

During the session, Mr. Madhwesh provided detailed insights on:

1. Listing Compliances (SEBI LODR Regulations, 2015)

- Recent amendments in 2024 and 2025 and their implications.
- Strengthening the role of Audit Committees and Independent Directors.
- Disclosure requirements relating to material events and transactions.
- Industry standards for reporting and internal controls.

2. Related Party Transactions (RPTs)

- Legal framework under the Companies Act, Accounting Standards, and SEBI Regulations.
- Requirements for Audit Committee, Board, and Shareholders’ approvals.
- Thresholds for materiality and disclosure.
- Implementation of internal controls and SOPs for monitoring and reporting RPTs.

3. Senior Management Personnel (SMPs)

- Expanded scope under SEBI Regulations.
- Disclosures, affirmations, succession planning, and remuneration governance.

4. Disclosure of Material Events

- Regulatory framework under Regulation 30 of SEBI LODR.
- Stricter timelines and industry standards for determining materiality.
- SOPs for information flow, rumor verification, and timely dissemination to stock exchanges.

5. Prohibition of Insider Trading (PIT Regulations, 2015)

- Amendments in 2024, including changes in definitions and compliance requirements.

- Internal control systems for identification of insiders and designated persons.
- Prevention of UPSI (Unpublished Price Sensitive Information) leakage.
- Role of Compliance Officers, Audit Committees, and Board oversight.

The programme highlighted the importance of **robust internal control systems, timely disclosures, enhanced governance practices, and effective monitoring mechanisms** to ensure compliance with SEBI's evolving regulatory landscape.

The session was interactive and provided practical guidance for strengthening the Company's governance framework. The Directors and Senior Management gained valuable understanding of their roles and responsibilities in ensuring transparency, accountability, and regulatory compliance.