

## **ENDURANCE TECHNOLOGIES LIMITED**

**CIN: L34102MH1999PLC123296**

### **Familiarisation Programmes for Independent Directors during the financial year 2024-25**

Independent Directors inducted on the Board are given a formal introduction about the Company and its operations. This is enabled through a meeting with the Managing Director, Whole Time Directors and members of the senior management team. The objective is to provide them an insight about the industry in which the Company operates and comprehensive information about the Company's business, its operations and management.

Various familiarisation initiatives are carried out throughout the year on an on-going basis which include comprehensive update at the Board and Committee meetings on the Company's performance and industry scenario, and information on specific functions / departments through presentations by the senior executives. Further, an analysis on amendments in corporate laws and regulations applicable to the Company including its implications thereof are also compiled and circulated for information of the Board members.

Details of familiarisation initiatives undertaken by the Company are made available on the website of the Company at [www.endurancegroup.com/investor-relations](http://www.endurancegroup.com/investor-relations).

The aim of the familiarisation programmes is to give the Non-executive Directors an update on:

- i. the industry in which the Company operates;
- ii. business model and strategic plans of the Company;
- iii. roles, rights, responsibilities of independent directors; and
- iv. other relevant / significant information pertaining to or affecting the Company to enable them take informed decisions.

Independent Directors on the Board have diverse background with rich experience and expertise in their respective domains. They have an aptitude to keep themselves abreast with changes in the industry and applicable regulations.

The Company undertakes following initiatives to apprise them with significant and relevant information, which helps in effective discharge of their duties and responsibilities as independent directors of the Company:

#### **I. Appointment of the Director(s)**

A formal letter of appointment is issued to a director, *inter alia*, giving details of the Committee(s) where he / she is also appointed as member along with the terms of reference, information about other Board constituted committees, roles and responsibilities as independent director. The Director is also provided with a handbook, which gives an overview on the Company and the management comprising, amongst others, the following information:

- a. Corporate overview:
  - i. Purpose, Philosophy, Vision, Mission and Goal of the Company;
  - ii. Company's values;
  - iii. Descriptive input on products manufactured by the Company; and
  - iv. Organogram of the Endurance Group, which details the subsidiaries and their shareholding pattern.

- b. Board and Management overview:
  - i. Constitution of the Board and various Committees of the Board along with their terms of reference and names of the members;
  - ii. Profile of the Board members; and
  - iii. Names and contact details of the members of the core management team.
- c. Reference documents:
  - i. Code of Conduct for the Directors and Senior Management Personnel;
  - ii. Code of Conduct for the Prevention of Insider Trading;
  - iii. Corporate policies of the Company approved by the Board which, *inter alia*, include Vigil Mechanism-Cum-Whistle Blower Policy, Corporate Social Responsibility Policy, Nomination & Remuneration Policy, Risk Management Policy; and
  - iv. Powers of the Board, liabilities of the Directors, their duties and responsibilities, etc. as enumerated in the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

## II. **Updates at the Board Meetings**

Frequency: At periodic intervals (annual / bi-annual / quarterly)

Presentations are made by the head of functions / senior executives of the Company to the Board. These are with an aim to keep the Non-executive Directors apprised and updated on various matters, *inter alia*, encompassing:

- i. Company's performance *vis-à-vis* industry performance, business trends, update on plant operations, new orders / share of business of customers, initiatives on Research & Development and other significant matters like, setting up of new facility/ies, acquisition(s);
- ii. Detailed review on operating and financial performance of the Company's overseas subsidiaries including business trends based on economic and geo-political specific influence;
- iii. Strategic business plans including annual budgets;
- iv. An overview on key functions like Environment, Health & Safety ("EHS"), Research & Development ("R&D"), Marketing, Sourcing, Human Resources, their staffing, relevant updates and initiatives & progress in their respective areas including SWOT analysis.
- v. Risk assessment and mitigation plans as per the adopted Risk Management framework;
- vi. Amendments to the Act, the Listing Regulations and other applicable laws;
- vii. Adequacy of internal controls systems including internal financial controls;
- viii. Any significant information relating to the subsidiaries;
- ix. Significant internal audit findings / observations;
- x. Corporate Social Responsibility initiatives undertaken;
- xi. Changes at senior level management;
- xii. Litigations and compliance; and

xiii. Performance evaluation of the Board – as a whole, its committees and individual Directors.

They are given visibility and apprised on the details of Company's online compliance management system *Anupalan*, to provide insight on the reporting and monitoring mechanism for all relevant acts, regulations and statutes applicable to the Company.

At periodic intervals Board meetings are held at one of the Company's plants in India or at a subsidiary overseas, during which factory visits are also organised for the Directors.

### III. **Event based updates**

In terms of the Listing Regulations, events stipulated as material or those assessed to be material based on the criteria laid down in the 'Policy for Determination of Materiality of Event / Information' ("Policy") are shared with the independent directors, simultaneous to its dissemination to all the shareholders of the Company by way of corporate announcements through stock exchanges and uploading on the Company's website.

The updated Policy is placed on the Company's website at <https://www.endurancegroup.com/wp-content/uploads/2022/11/Policy-for-Determination-of-Materiality-of-Events-v7.pdf>

Quarterly updates on the performance of the Company and auto industry, both in India and overseas are also shared with the Independent Directors. These primarily contain overview on the:

- Company containing updates on performance and key events such as acquisitions, new business wins, and new technology offerings;
- Regulatory and auto industry updates including Electric Vehicles; and
- Original Equipment Manufacturer specific performance.

### IV. **Interactions with the Senior Management team of the Company**

The Directors have unrestricted access to information and are free to interact with the senior management officials of the Company. The Independent Directors with domain expertise are invited to attend internal management review meetings where key strategic deliberations relating to the business plans, human resources initiatives, etc. are discussed.. Such forums provide an opportunity to the Board members to interact with project / functional teams, which gives an insight from business perspective and provides a platform for the Management to receive strategic inputs from the Directors.

Details of familiarisation programmes undertaken during financial year 2024-25:

Sr. No.	Date	Particulars of Familiarisation	No. of hours spent
1	24 <sup>th</sup> April, 2024	Annual Business Plan by the Managing Director of the Company, the Director and Chief Executive Officer of Endurance Overseas SpA, Italy, the Director and Group Chief Financial Officer of the Company and the Head Marketing and Business Development of the Company, on budget.	4

Sr. No.	Date	Particulars of Familiarisation	No. of hours spent
2		Presentation on status update of the EHS function of the Company, <i>inter alia</i> , encompassing the following for FY 2023-24: <ul style="list-style-type: none"><li>• Group Safety Performance including measures implemented;</li><li>• Corporate Safety initiatives; and</li><li>• Environment Initiatives / Sustainability performance.</li></ul>	1
3	16 <sup>th</sup> May, 2024	Presentation by the Director and Chief Executive Officer of Endurance Overseas SpA, Italy on the European operations and the Director and Group Chief Financial Officer of the Company on the financial performance of the Company, both standalone and consolidated, for FY 2023-24.	1.5
4		Presentation on setting up a greenfield project for die casting components by the General Manager, Corporate Operations.	1
5		Presentation by the Managing Director of Maxwell Energy Systems Private Limited (a subsidiary of the Company) giving an overview on company's performance including key products, its business targets and strategies to achieve the same.	1
6	13 <sup>th</sup> August, 2024	Presentation by the Director and Chief Executive Officer of Endurance Overseas SpA, Italy on the European operations and the Group Chief Financial Officer of the Company on the financial performance of the Company, both standalone and consolidated, for the quarter ended on 30 <sup>th</sup> June, 2024.	1.5
7		Update by the Company Secretary and Executive Vice President-Legal of the Company on amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	0.5
8		Presentation by the Legal and Secretarial function of the Company.	0.5
9	23 <sup>rd</sup> / 24 <sup>th</sup> August, 2024	Visit to certain villages where the Company has undertaken the CSR Projects / Programmes.	2
10		Visit to plant situated in Chh. Sambhajinagar - E-92.	2
11	6 <sup>th</sup> November, 2024	Presentation by the Director and Chief Executive Officer of Endurance Overseas SpA, Italy and the Group Chief Financial Officer of the Company on the financial performance of the Company, both standalone and consolidated for the quarter and half year ended 30 <sup>th</sup> September, 2024.	1.5
12		Presentation on mid-year capital expenditure review by Treasurer and Head – Treasury & Investor Relations and the Deputy General Manager – Treasury.	1
13		Presentation by Chief Sustainability Officer and Regional Head – Corporate EHS on Sustainability roadmap, <i>inter alia</i> , covering the following points – <ul style="list-style-type: none"><li>• Overview on the Group Safety Performance;</li><li>• Environment, Social and Governance ("ESG") focus; and</li><li>• Environmental initiatives and Sustainability performance.</li></ul>	1
14	12 <sup>th</sup> February, 2025	Presentation by the Director and Chief Executive Officer of Endurance Overseas SpA, Italy and the Group Chief Financial Officer of the Company on the financial performance of the Company, both standalone and consolidated for the quarter and nine months ended 31 <sup>st</sup> December, 2024.	1.5
15		Presentation by the Sourcing Function of the Company.	1.5
Total number of hours			21.5

Attendance of the independent directors for the above programmes:

<b>Sr. No.</b>	<b>Name of Director</b>	<b>Whether attended</b>	<b>No. of hours spent up to previous year 2023-24</b>	<b>No. of hours spent during current year for 2024-25</b>	<b>Cumulative No. of hours spent as on 31<sup>st</sup> March, 2025</b>
1.	Mr. Roberto Testore*	Yes	73	11	84
2.	Mr. Soumendra Basu	Yes	93	21.5	114.5
3.	Ms. Anjali Seth	Yes	93	18.5	111.5
4.	Mr. Indrajit Banerjee	Yes	53.5	21.5	75
5.	Mr. Anant Talaulicar	Yes	65	21.5	86.5
6.	Mr. Alfredo Altavilla^	Yes	Not Applicable	5.5	5.5

\* Ceased to be a Director of the Company w.e.f. 31<sup>st</sup> August, 2024.

^ Appointed as a Director of the Company w.e.f. 1<sup>st</sup> September, 2024.