

LEAD INDEPENDENT DIRECTOR

Mr. T. N. Manoharan, Independent Director and Chairman of Governance, Nomination and Remuneration Committee has been appointed as the Lead Independent Director with effect from 8th August, 2024.

As a Lead Independent Director, Mr. Manoharan has been entrusted, inter alia, with the following roles and responsibilities:

- i. Provide leadership to the independent directors and liaise between the chairperson of the Board and independent directors without inhibiting direct communication between them;
- ii. Ensure Board effectiveness to maintain high-quality governance of the Company and the effective functioning of the Board;
- iii. Convene the exclusive Meeting(s) of Independent Directors, set agenda, preside over the meetings of the independent directors and providing feedback to the chairperson/board of directors after such meetings;
- iv. Preside over meetings of the Board at which the Chairperson is not present;
- v. Identify the most critical issues for the Board to deal with and assist the Board in achieving consensus on important issues;
- vi. Communicate to the Chairman and management, as appropriate, any decisions reached, suggestions, views or concerns expressed by Independent Directors at their Meetings or outside of the Board meetings;
- vii. Play the role of a facilitator outside the Boardroom, especially, on contentious issues;
- viii. Provide candid feedback to MD or CEO, CFO post Meeting of Independent Directors;
- ix. Take the lead role, along with Chairman in assessing the performance evaluation of the Board and that of individual director.