

Mahindra Holidays & Resorts India Limited

Familiarization Programmes for Independent Directors in Financial Year 2025-26

Preamble

In terms of Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) Company is required to familiarize its Independent Directors through various programmes about the Company, including the following:

- (a) nature of the industry in which the Company operates;
- (b) business model of the Company;
- (c) roles, rights, responsibilities of Independent Directors; and
- (d) any other relevant information.

Further, Regulation 46(2) of the SEBI Listing Regulations requires the Company to disseminate on its website the details of familiarization programmes imparted to Independent Directors including the following details :-

1. number of programmes attended by Independent Directors (during the year and on a cumulative basis till date);
2. number of hours spent by Independent Directors in such programmes (during the year and on a cumulative basis till date); and
3. other relevant details.

In compliance with the aforesaid statutory requirements, the Management familiarizes Independent Directors through various modes including but not limited to providing the necessary documents, periodic updates, business overview and timely information to enable them to have a better understanding of the Company, its operations and the sector in which it operates.

All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement. The Independent Directors are also familiarized on the matters related to the Company’s values, commitments, organization structure, terms of reference of the Committees, board procedures and management strategies etc.

In view of the above, the Company conducts the following familiarization programmes for its Independent Directors. The details of programs conducted in FY 2026 included the following:

- Quarterly review of Business performance, industry outlook, update on new projects and Financial review;
- Presentations made by Internal Auditors and Statutory Auditors;
- Updates on Risk Management: identification, mitigation and management of various risks likely to impact the Company;
- Review of strategic initiatives including update on business strategy;
- Review of Annual Budget and investments made;
- Update on Information Technology and Digitalization initiatives;



- Statutory/Regulatory updates, status of action taken report arising from the meetings of Boards and Committees;
- Briefing on CSR activities, BRSR performance and ESG initiatives;
- Update on Company's remuneration policies, Code of Conduct for Directors, KMPs and Senior Management;
- Formulation, amending and reviewing of various policies at the Board/Committee level;
- Update on Insider Trading, reporting of any violations to the Insider Trading Code/ Regulations;
- Performance and investments made by subsidiary companies; and
- Discussions on Internal Control over Financial Reporting, Internal Control Processes, Framework for Related Party Transactions, etc.

The details as required under the SEBI Listing Regulations are mentioned as under:

Name of Independent Director	No. of Programmes / Meetings attended		No. of hours spent	
	During FY 2025-26	Cumulative till date from 1 st April, 2015	During FY 2025-26	Cumulative till date from 1 st April, 2015
Ms. Sangeeta Talwar	13	58	21.20	95.02
Mr. Diwakar Gupta	11	55	20.32	84.14
Mr. Rajat Kumar Jain	9	30	18.47	55.29