

# **ADANI GREEN ENERGY LIMITED**

**FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

**TABLE OF CONTENTS**

<b>SN</b>	<b>Particulars</b>	<b>Page Nos.</b>
1.	Purpose	3
2.	Familiarization Process	3
3.	Disclosure of the Policy	4
4.	Review of the Program	4
5.	Disclosure under Regulation	5

## FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS OF ADANI GREEN ENERGY LIMITED

The Familiarization Program (“**the Program**”) for Independent Directors of Adani Green Energy Ltd. (“**the Company**”) has been adopted by the Board of Directors pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

### 1. Purpose

The program formulated with the objective of making the Independent Directors of the Company accustomed to their roles and responsibilities is divided into various modules with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

The Program has been designed considering the specific needs of contemporary Corporate Governance and the expected obligations of Independent Directors in view of the onerous responsibility conferred by the Companies Act, 2013 and the Listing Regulations as amended from time to time.

### 2. Familiarization Process

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

The program essentially has two broad components - technical and behavioral. The technical component shall enable the participants to understand Company business, strategies, industry dynamics and its growth plans and prepare them for an active role in Company. The behavioral component shall empower the participants to understand board procedures and help them to be effective in board activities. The Program also aims to offer a conceptual framework based upon current expectations which require the Independent Directors to adhere to a code and standard of ethics and integrity for fulfillment of their responsibilities in a professional and faithful manner to promote confidence of the investor community particularly minority shareholders, regulatory authorities and the stakeholders at large.

The program shall be conducted in such manner as to facilitate and convenience the Independent Directors and enable them to attend the same in view of their busy schedules.

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

The Company may conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.

### **3. Disclosure of the Policy**

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.

### **4. Review of the Program**

The Board will review this program and make revisions as may be required.

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**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF ADANI GREEN ENERGY LIMITED (“THE COMPANY”)**

**DURING FY 2018-19:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	One Programme i) 07.02.2019
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	Approx. one Hour during the year 2018-19 being the first year after adoption of the policy, cumulative time is also approx. one hour only
Purpose of Programme	1) To update Independent Directors of the Company regarding scale and details of its operations; 2) Business Model and new acquisitions made by the Company; 3) Rights and Responsibility of Independent Directors; 4) Recent Changes in the regulatory framework.

**DURING FY 2019-20:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	One programme: ii) 27.12.2019
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	Approx. one hour during the year Cumulative time approx. two hours
Purpose of Programme	1) Presentation on Cyber Security

**DURING FY 2020-21:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	Three programmes: iii) 08.09.2020 iv) 09.01.2021 v) 05.03.2021
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	Approx. four hours during the year ➤ Cumulative time approx. six hours
Purpose of Programme	1) Deep dive into Group philosophy 2) Project Execution excellence 3) Hybrid Projects execution 4) Revolving Construction Facility 5) ESG implementation in Hybrid cluster

**DURING FY 2021-22:**

The Company organizes an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	Two programmes: i) 02.07.2021 ii) 07.10.2021
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	Approx. five hours during the year  Cumulative time approx. eleven hours
Purpose of Programme	1) Deep dive into different functional departments 2) Presentation on Environment, Social and Governance (ESG) aspects 3) Presentation on Capital Management Plan

**DURING FY 2022-23:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	Two programmes: i) 15.12.2022 ii) 24.03.2023
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	Approx. eight hours during the year  Cumulative time approx. nineteen hours
Purpose of Programme	1) Induction to Group policy on governance 2) ESG Series Overview

**DURING FY 2023-24:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

<p>Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)</p>	<p>Five programmes:                      i) 25.08.2023;                      ii) 29.09.2023;                      iii) 23.10.2023;                      iv) 24.11.2023 &amp; 25.11.2023; and                      v) 23.02.2024</p>
<p>Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)</p>	<p>Approx. forty hours during the year                       Cumulative time approx. fifty nine hours</p>
<p>Purpose of Programme</p>	<ol style="list-style-type: none"> <li>1) Update on Capital Markets and Adani Airports</li> <li>2) An overview of ESG Bravus Australia &amp; ESG Global Trends</li> <li>3) Credit summary, Hydrogen Business &amp; Data Centre site visit</li> <li>4) Update on Industry and Business of the Company</li> <li>5) Credit Summary, ABEX Assurance &amp; Renewable Site visit</li> </ol>

**DURING FY 2024-25:**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	Four programmes: i) 28.06.2024 & 29.06.2024; ii) 23.08.2024 & 24.08.2024; iii) 22.11.2024; and iv) 20.02.2025 & 21.02.2025
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	Approx. thirty two hours during the year  Cumulative time approx. ninety one hours
Purpose of Programme	1) Digital initiatives & Digital Dividend; 2) FY25 Performance (Financials, ESG, Credit); 3) Cyber Security landscape; 4) Adani Foundation; 5) ESG & Climate Solutions: a force multiplier for India; 6) Business immersion; 7) Risk Management Framework, Audit & Assurance; 8) Consumer Centricity (B2C businesses); and 9) Adani – Leading with purpose and Branding and Digital dexterity

**DURING FY 2025-26 (till June, 2025):**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	One programme: i) 06.06.2025
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	Approx. eight hours during the year (till June, 2025)  Cumulative time approx. ninety nine hours
Purpose of Programme	1) FY25 Adani Portfolio Update; 2) Project Excellence at Adani; 3) Expected Credit Loss (Ind AS 109); 4) Crisil Infrastructure Year Book - Key Findings; and 5) Related Party Transaction Framework at Adani