

## Independent Director Analysis Results

### Narration of the Meeting Context

The meeting is scheduled for September 3rd, 2025, and will be attended by the Chairperson, Executive Directors, Independent Directors, and invitees like the CFO. The central theme revolves around corporate governance, board meetings, and fiduciary duties under Indian laws. The agenda includes key items such as the appointment of a Secretarial Auditor, review of related-party transactions, and compliance with regulatory requirements.

### Key Content Extraction

- Agenda Item 1: Appointment of Secretarial Auditor (Kala Agarwal)
  - Key points: Consent to act as Secretarial Auditor from FY 2025-26 to 2029-30; eligibility and disqualification under Section 204 of the Companies Act, 2013
- Agenda Item 2: Review of Related-Party Transactions
  - Key points: Omnibus approvals for RPTs; threshold limits for material transactions; disclosure requirements under SEBI LODR

### Probing Questions for Independent Directors

#### Financial Exposure & Performance

1. What are the key financial metrics that will be used to evaluate the company's performance, and how do they align with industry benchmarks?
2. How will the company manage its debt obligations and ensure timely repayment?
3. Are there any material events or transactions that may impact the company's financial performance?

#### Risk Management & Due Diligence

4. What risk management processes are in place to identify and mitigate potential risks, such as regulatory non-compliance or reputational damage?
5. How will the company ensure due diligence in its business dealings, including RPTs and material transactions?
6. Are there any critical dependencies on specific suppliers, customers, or partners that may pose a risk to the company?

#### Compliance & Governance

7. What measures are being taken to ensure compliance with regulatory requirements, such as SEBI

LODR and the Companies Act, 2013?

8. How will the board ensure effective governance practices, including independent oversight and accountability?
9. Are there any conflicts of interest or potential biases that may impact decision-making?

### **Strategic & Operational Impact**

10. What are the company's strategic priorities, and how do they align with its operational goals and objectives?
11. How will the company measure and track progress toward its strategic objectives?
12. Are there any material changes in the company's operations or business model that may impact its financial performance?

### **ESG & Stakeholder Considerations**

13. What are the company's ESG priorities, and how do they align with stakeholder expectations?
14. How will the company engage with stakeholders, including shareholders, customers, employees, and suppliers?
15. Are there any material sustainability risks or opportunities that may impact the company's financial performance?

### **Key Responsibilities & Recommendations**

As Independent Directors, it is essential to:

- Demand accountability from management for financial performance and risk management
- Evaluate alternatives and consider different scenarios before making decisions
- Ensure transparency in decision-making processes and disclosures
- Foster a culture of compliance and governance within the organization

Pre-meeting prep tips:

- Review the company's financial statements and regulatory filings
- Familiarize yourself with the company's strategic priorities and operational goals
- Prepare questions that probe the agenda items and seek clarification on key issues

Follow-up actions:

- Verify that management has implemented measures to ensure compliance with regulatory

requirements

- Monitor the company's progress toward its strategic objectives and financial performance
- Engage with stakeholders, including shareholders, customers, employees, and suppliers, to understand their expectations and concerns

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## independent director Draft Note

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## Role Mapping

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## Role Questions

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