



VITAL CHEMTECH LIMITED

**POLICY FOR FAMILIARIZATION PROGRAMME FOR
INDEPENDENT DIRECTORS**

(Regulation 25 (7) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”))

POLICY FOR FAMILIARIZATION PROGRAMME FOR
INDEPENDENT DIRECTORS

1. Introduction

Schedule IV to the Companies Act, 2013 read with Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, requires the Company to familiarize the Independent Directors with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programs.

Further, as per Code of Conduct under Schedule IV of the Companies Act, 2013, the Independent Directors are required to keep themselves abreast of the regulatory provisions and the knowledge, skill and expertise required being an Independent Directors.

2. Purpose & Objective

Through the Program, the Company aims to achieve the following objectives:

- To apprise the directors about the operating system and nature of the industry in which the Company carries its business operations.
- To apprise them about the business model of the Company;
- To inform them about their roles, rights, responsibilities in the Company with respect to Corporate Governance;
- To inform them of all the laws, rules, regulations and guidelines applicable to the Company.
- To make them aware of the rules, responsibilities, liabilities pursuant to the Companies Act, 2013.
- To generate and obtain valuable and informed decision from the directors on the matters to be brought or discussed at the Board Meetings.

3. Familiarization Process

- a) The Company will conduct orientation programs / presentations / training sessions, periodically at regular intervals, to familiarize the independent directors with the strategy, operations and functions of the Company.
- b) Such orientation programs / presentations / training sessions provide an opportunity to the independent directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, group structure, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities, risk management strategy, governance policies, designated channels for flow of information and such other areas as deemed necessary.
- c) The programs / presentations also familiarize the independent directors with their roles, rights and responsibilities. The Company may include such other details and information, as required, during the introductory familiarization program/ presentation, when a new independent director comes on the board of the Company.
- d) Initiatives for Induction on joining the Board of the Company
 - a. Formal letter of appointment as Independent Director of the Company.
 - b. Memorandum of Association and Articles of Association of the Company.
 - c. Annual Reports of last three consecutive years.
 - d. Criteria of Independence applicable to Independent Directors as per Clause 49 of the Listing Agreement and Companies Act, 2013.
- e. Code of Conduct for Independent Directors.
- f. Code of Conduct for Directors and Senior Managerial Personnel.
- g. Code of Internal Procedures and Conduct for Prevention of Insider Trading.

- h. Note on Directors roles, functions, duties, responsibilities and liabilities of Independent Directors under the Companies Act, 2013 and Clause 49 of the Listing Agreement.
 - i. A detailed note introducing other directors on the Board of the Company, and also detailing composition of various Committees of the Board, their roles, duties and terms of reference etc.
 - j. Policy of the Company comprising of policies on various business aspects and practices.
 - k. Organizational Chart of the Company
 - l. List of Contact details of the Directors, Senior Management Personnel, Key Managerial Personnel and their personal/ executive assistants, if any.
 - m. Publicity material of the Company that explains the range of services and solutions offered by the Company to its clients.
 - n. Board evaluation process and procedures.
- e) Periodic presentations, as may be needed, will be made to the Independent Directors to update them on all business related issues and new initiatives undertaken by the Company including any regulatory changes that may have impact on the operations of the Company. Regular updates on relevant statutory and regulatory changes to be informed to the independent directors of the Company

4. Review of the Programme

The Company may periodically review this Program and make suitable revisions, as may be deemed necessary, from time to time. The Familiarization program for Independent Directors will be administered and monitored by the Board.

5. Disclosure:

The Program will be conducted “as needed” basis during the year. As and when the Program is conducted the same will be disclosed on the website of the Company under Investor Relations section and a web link thereto shall also be given in the annual report of the Company.

6. Amendment

In case there are any modification(s) / amendment(s) / notification(s) / circulars(s), guidance note(s), informal guidance(s) issued by SEBI / MCA or judgements made by the Tribunal or any Court which has the effect of amendment in the Regulation(s) / Section(s) / Rule(s) made thereunder. The Managing Director or Whole time Director is authorized to make amendments in the Policy / Code as to the extent applicable. The amended Policy / Code shall be taken note by the Board of Directors / Committee in their ensuing Meeting(s).

7. Effective Date

Provisions of the regulations under this policy are applicable to the company from the date the securities of the company are listed on Stock Exchanges.
