

## **V-GUARD INDUSTRIES LIMITED**

### **FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS**

#### **PREAMBLE**

In accordance with Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), the Company is required to familiarize the Independent Directors with the Company, 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, the details of such familiarization program (s) shall be disclosed on the Company's website and a web link shall also be given in the Annual Report.

#### **FAMILIARISATION PROGRAM IN V-GUARD INDUSTRIES LIMITED**

In V-Guard Industries Ltd., (the Company) the Independent Directors are afforded every opportunity to familiarize themselves with the operations of the Company, its management, the industry to which the Company belongs, and their roles and responsibilities, so that they can contribute significantly towards the growth of the Company.

The programs designed are aimed to provide insights into the Company and the industry to which it belongs, to enable the Independent Directors to understand the business in depth and contribute significantly to the decision-making process. Familiarization programs consists of the following:

##### **1. Formal Letter of Appointment:**

Formal letter of appointment is issued to Independent Directors incorporating, inter alia, their duties, roles, responsibilities, liabilities as director of the Company.

##### **2. Induction:**

A new director is apprised of the operations of the Company, business model, various Policies and Code of conduct adopted as per various Statutes. Investor Presentation and concall transcripts of previous Investor Meets are shared to understand better the industry, market and the performance of the Company.

##### **3. On-Going Basis for each Financial Year**

During the Financial Year 2022-23:

- Detailed agenda for all the meetings of the Board and Sub-committees of the Board, were forwarded to all the Directors in advance, to enable the Board members to perform their duties and role effectively. Agenda of quarterly meetings covers all the statutory information to be provided in accordance with the provisions of Companies Act, 2013 and Listing Regulations.
- The Company facilitated, detailed deliberations on each agenda item of the meetings of the Board and Sub-committees of the Board.
- Quarterly presentations on operations made to the Board included information on product wise Sales Analysis, Contribution to total turnover, EBITDA analysis, Financial Highlights, Expenses comparison, Strategies and progress of various strategic initiatives, performance of the industry to which the company belongs, projections etc.

- Also, during the year under review, presentation on regulatory updates on CSR projects undertaken/ to be undertaken by the Company pursuant to the provisions of the Companies Act, 2013 were made and changes to be considered in various policy framework was also considered. The Board was also apprised of the procedures involved in Mergers and Acquisitions.

Further, as per the requirements of Regulation 46(2)(i) of the Listing Regulations details of familiarization programs (No. of Hours) attended by Independent Directors during the Financial Year 2022-23 & cumulative till date are as follows:

Details of programs	Mr. Cherian N Punnoose		Mr. Ullas K Kamath		Mr. C J George		Mrs. Radha Unni		Mr. George Muthoot Jacob		Prof. Biju Varkkey	
	No. of Hours	Cumulative till date	No. of Hours	Cumulative till date	No. of Hours	Cumulative till date	No. of Hours	Cumulative till date	No. of Hours	Cumulative till date	No. of Hours	Cumulative till date
Performance of Company	5	140	5	100	3	100	5	54	5	17	3	11
Strategy and Strategic initiatives	10	161	10	121	6	115	10	73	10	32	5	17
Regulatory updates	1	148	1	108	1	108	1	62	1	17	1	5
No. of programs attended during the year and on a Cumulative basis till date	9	35	9	34	9	34	9	23	9	15	9	12