

V-GUARD INDUSTRIES LIMITED

FAMILIARIZATION PROGRAMME 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 programmes.

Further, the details of such familiarization programme(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 in the decision making process. Familiarization methods 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. On Induction:

A new director is apprised of the operations of the Company, various Policies and Code of conduct adopted as per various Statutes and in the ordinary course of business. Investor Presentation and con-call transcripts of previous Investor Meets are shared, to understand better the industry and market.

3. On-Going Basis for each Financial Year

During the Financial Year 2019-20:

- The Board was regularly apprised of all policy frameworks and the changes applicable to including Risk Management Frameworks, Internal Controls, Audit Plans, CSR programmes etc.

- 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 its 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 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.
- Also, during the year under review, presentation on various regulatory updates on amendments to Companies Act, 2013 and SEBI Regulations were made.

Further, as per the requirements of Regulation 46(2)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of familiarisation programmes (No. of Hours) attended by Independent Directors during the Financial Year 2019-20 are as follows:

Details of programmes	Mr. Cherian N Punnoose	Mr. A K Nair*	Mr. Ullas K Kamath	Mr. C J George	Mrs. Radha Unni	Cumulative Hours
Performance of Company	8	4	8	8	8	36
Strategy and Strategic initiatives	10	4	8	10	10	42
Regulatory updates	5	2	5	5	5	22
Presentation on Internal Financial Controls	2	2	2	2	2	10
Total	25	12	23	25	25	110

**Mr. A K Nair, retired from the Board of the Company on July 28, 2019*