



VECTUS INDUSTRIES LIMITED

*Familiarisation Programme
for
Independent Directors*



Preamble:

Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) requires Vectus Industries Limited (“**Company**”) to have a familiarization programme for Independent Directors. The Company shall 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.

Objective:

The familiarisation programme for the Independent Directors aims to provide insight into the Company to enable Independent Directors to understand their role, rights, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company etc., through various programmes.

Familiarisation Module:

Various programmes / presentations are conducted to make Independent Directors familiarize with the functioning of the Company.

The management of the Company makes presentations/introductory familiarization programme to Independent Directors when a new Independent Director is inducted on the board of the Company.

The Company circulates news and articles related to the industry in which Company operates on a regular basis and provide specific regulatory updates from time to time including but not limited to updates on new development/laws/regulations issued by Securities and Exchange Board of India, the Ministry of Corporate Affairs, the stock exchanges etc.

At the outset, all Independent Directors are provided an overview of;

- Criteria of independence applicable to Independent Directors;
- Role, functions, Duties, Responsibilities and liabilities of Independent Directors;
- Directors Responsibility Statement forming part of the Boards' Report;
- Vigil Mechanism including Policy formulation, disclosures, Code of Conduct for Independent Directors
- Financial controls, overseeing risk management process, financial management matters, Corporate Social Responsibility (CSR) initiatives adopted by the Company, stakeholders



matters, board effectiveness, strategic direction, competition update, Company's performance update on periodic basis etc.;

- Risk management systems & framework
- Board evaluation Process

The above initiatives help the Independent Directors to understand the Company, its business and regulatory framework in which the Company operates and equips them to effectively fulfill their role as Directors of the Company.

The Company conducts programs / presentations to familiarise Independent Directors with the functioning of the Company. Such programs / presentations provide an opportunity to Independent Directors to understand the Company's strategy, business model, operations, service and product offerings, markets, Organisation structure, facilities and risk management and such other areas.

Review:

The Board of Directors shall review this programme and make revisions as may be required from time to time.

Programme and Disclosure

- The programme will be conducted on "as needed" basis during the year.
- As and when the programme is conducted, the same will be disclosed on the website of the Company and a web link thereto shall also be given in the annual report of the Company.

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