



VISAGAR POLYTEX LIMITED

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Familiarization Programme for Independent Directors

[Pursuant to Regulations 25(7) and 46 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Introduction:

In accordance with Regulation 25(7) and Regulation 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Companies Act, 2013, **Visagar Polytex Limited** (hereinafter referred to as "the Company") has designed a Familiarization Programme for its Independent Directors. This Programme aims to familiarize the Independent Directors with the Company, its business operations, industry context, and their roles, rights, and responsibilities to enhance their effectiveness in decision-making and governance.

The Familiarization Programme has been designed considering the specific needs of contemporary Corporate Governance and the expected obligations of Independent Directors in view of the onerous responsibility conferred by the Companies Act, 2013 and the Listing Agreement as amended from time to time.

Purpose & Objective:

The objectives of this Programme are:

- To provide Independent Directors with an overview of the Company's operations, business model, and industry landscape.
- To enable Independent Directors to understand their roles, responsibilities, and rights in alignment with corporate governance standards and regulatory expectations.
- To facilitate meaningful participation in Board and Committee deliberations by equipping them with relevant knowledge and insights.

Applicability: The Familiarization programmes will be conducted for new and continuing Independent Directors of the Company.

Components of the Familiarization Programme**1. At the Time of Appointment**

- An appointment letter is issued to each Independent Director detailing their roles, responsibilities, duties, tenure, and remuneration.
- A comprehensive induction programme is conducted, which includes personalized interactive sessions with the Executive Directors and heads of key business functions.

2. Ongoing Familiarization

- **Orientation and Training:** Regular orientation sessions and structured training programmes are organized, focusing on:
 - Business operations, performance metrics, and financial strategies.
 - Industry dynamics, including market trends and regulatory changes.
 - Risk management practices and the Company's internal control framework.
- **Board Presentations:** Periodic presentations are made to the Board covering:
 - Business performance, financial results, and operational updates.
 - Risk management strategies, sustainability initiatives, and corporate governance practices.

- Key policy updates, regulatory developments, and their impact on the Company.
- **Expert Engagement:** The Company engages external experts or consultants to provide insights on specialized areas such as regulatory changes, emerging industry trends, and global best practices.

3. Interactive Opportunities

- **One-to-One Sessions:** Independent Directors have access to one-on-one interactions with Executive Directors and senior management to discuss Company-specific matters.
- **Access to Information:** Independent Directors are provided unrestricted access to Company-related information, including operational data, performance reports, and strategic plans.
- **Meetings without Management:** Independent Directors have the opportunity to meet without the presence of management personnel to discuss Company affairs and share their collective views with the Chairman and Managing Director.

Programme Conduct and Disclosure

- The Familiarization Programme is conducted on a "need basis" and is customized to meet the specific requirements of Independent Directors.
- Details of the Familiarization Programmes conducted during the financial year, including the number of hours spent and the topics covered, are disclosed on the Company's website. A web link to these details are provided in the Annual Report in compliance with regulatory requirements.

Administration

The Nomination and Remuneration Committee of the Company is responsible for administering and monitoring the Familiarization Programme. The Committee ensures that the Programme is effectively implemented and updated in line with changing regulatory requirements and the evolving needs of Independent Directors.

Review and Updates

The Familiarization Programme is reviewed periodically by the Board of Directors, considering regulatory amendments, industry developments, and feedback from Independent Directors. Necessary updates are incorporated to ensure the Programme remains relevant and comprehensive.