



VLCC HEALTH CARE LIMITED

CIN: U74899DL1996PLC082842

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS
(the “Programme”)

Type: Policy	Owner: Board of Directors	Custodian: Head – HR & Chief People Officer and Company Secretary
Effective Date:	Latest Review:	Communication Plan: Web
Version: 1	Privacy Classification: Open General	Doc. No. Listing Policy / FY 21-22

1. PREAMBLE

In accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013, VLCC Health Care Limited (the “**Company**”) shall familiarize the independent directors on the board of directors of the Company with the Company, the roles, rights and responsibilities of the independent directors in the Company, nature of the industry in which the Company operates, business model of the Company, *etc.*, through various programmes.

In terms of the Listing Regulations (*as defined below*), the details of such familiarization programmes shall be disclosed on the Company’s website including details of number of programmes attended and number of hours spent by independent directors on such programmes, during the year on a cumulative basis.

Further, a web link where details of such familiarization programmes imparted to independent directors is disclosed shall be given in the annual report of the Company.

2. DEFINITIONS

- a) “**Act**” means the Companies Act, 2013 along with rules, notifications and circulars made / issued thereunder, as amended from time to time.
- b) “**Applicable Law(s)**” include any statute, law, regulation, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, notification and clarification issued by any governmental, regulatory or statutory authority or other governmental instruction and/or mandatory standards, as may be applicable to the Company, and as amended from time to time.
- c) “**Board of Directors**” or “**Board**” means the board of directors of the Company, or a duly constituted committee thereof.
- d) “**Listing Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Any other terms used in this document, and not defined herein, shall have the same meaning as assigned to such terms under the Act, the Listing Regulations or any other Applicable Law.

3. OVERVIEW OF THE FAMILIARIZATION PROCESS

All independent directors shall have been briefed about their roles, functions and responsibilities in the Company. A formal letter of appointment together with the induction kit shall be provided to the independent directors at the time of their appointment, setting out their roles, functions, duties, responsibilities and their fiduciary duties as a director of the Company. Information about various service lines shall be provided to the

independent directors.

Independent directors shall be provided with, amongst other documents, copy of the constitutional documents of the Company, latest annual report and internal policies to familiarize them with the Company's procedures and practices.

Interactions shall be held between the directors and senior management of the Company to familiarize the independent directors with the organizational set-up, functioning of various departments, internal control processes and relevant information pertaining to the Company. Apart from the above, periodic presentations shall also be made at the meetings of the Board/ various committees of the Board, to familiarize the independent directors with the Company's strategy, business performance, business environment, regulatory framework, operations review, risk management and other related matters.

The entire Board, including independent directors, have access to the Company's management, wherever required, for informed decision making. This facilitates the independent directors to understand and comprehend the business of the Company.

4. ORIENTATION PROGRAMME FOR NEW DIRECTORS

The Company shall conduct a formal induction programme for the new independent directors, which may include familiarization of such independent director with the following:

- a) Nature of industry in which the Company operates;
- b) Business model of the Company;
- c) Roles, rights and responsibilities of the independent director and the Board as a whole;
- d) Criteria of independence applicable to independent directors as per the Listing Regulations and the Act;
- e) Directors responsibility statement forming part of the Boards' report;
- f) Company's vision, core values, ethics and corporate governance practices;
- g) Business structure and overview, corporate strategy, business plans and annual targets;
- h) Familiarization with Company's business operations, performance, financial statements, other financial matters, internal control processes and statutory compliances, risk management systems and framework;
- i) Vigil mechanism, code of business ethics and conduct, insider trading code, fair disclosure code, anti-bribery and anti-corruption policy and others as may be formed by the Company from time to time; and

j) Board evaluation process and procedures.

5. REVIEW OF THE PROGRAMME

The Company may review the Programme and make necessary revisions, as and when required.

6. DISCLOSURE REQUIREMENT

The details of the Programme shall be disclosed on the Company's website and a web link thereto shall be given in the annual report.

7. AMENDMENT AND CONFLICT

Any subsequent amendment/modification in the Applicable Laws shall automatically apply to this Programme. The Board has the right to amend or modify this Programme in whole or in part, at any time without assigning any reason, whatsoever. In the event of conflict between this Programme and any Applicable Laws, Applicable Laws shall prevail.