

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Preamble:

In accordance with the requirements of Schedule IV to the Companies Act, 2013 and Regulation 25 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, Vidhi Specialty Food Ingredients Limited (Formerly known as Vidhi Dyestuffs Manufacturing Limited) (“the Company”) has introduced a programme to familiarize the Independent Directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. (“the Programme”)

Purpose:

The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

Objective:

- ✚ To enable them to understand the Company and the industry and business environment it operates in.
- ✚ To enable them to understand their roles and responsibilities.
- ✚ To keep the Independent Directors updated on an ongoing basis about the significant changes which occur concerning the Company or its industry and business environment so that they are in a position to take well-informed decisions at appropriate time.

Familiarization Process:

- a) At the time of induction of the newly appointed Independent Director (ID), he/she is apprised adequately about the Company, its latest financial statements and their analysis, its business model, Industry scenario, competition, significant recent developments and also the Board processes by the Chairman and Managing Director, the Chief Financial Officer, the Company Secretary and the Senior Management. In addition, a ‘welcome kit’ may be given to the ID comprising the following documents:
 - Latest Annual Report of the Company;
 - Copy of the Code of Conduct for Prevention of Insider Trading;
 - Copy of Code of Conduct as per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - Copy of Vigil Mechanism/Whistle Blower Policy;
 - Copy of Risk Management Policy;
 - Copy Corporate Social Responsibility Policy;
 - Copy of Policy on Related Parties Transactions;
 - Copies of Nomination and Remuneration Policy and Board Diversity Policy;
 - Copies of Policy for Determination of Materiality of Events, Policy for Preservation of Documents and Archival Policy;

- b) As a part of the process of induction of the ID, his/her visit to the various factories of the Company located at different places are also arranged. The ID is given an overview of the plant operations, the organization structure and key team members. He/she is also briefed about the various important raw materials, production processes, finished goods, principal suppliers, customers, utilities, safety, health, environment and applicable laws, Sustainability, etc. ID are also given presentation on operation of various plants / factories as part of induction program.
- c) In every Board meeting, a detailed presentation on business is made wherein the Chief Financial Operator (C.F.O.) / Unit Head(s) of the Company explains in respect of the business, the vision, performance, analysis of financial statements, significant operational issues, strategy and growth plans relating to Company.
- d) The presentations also provide an opportunity to the Independent Directors to interact with the senior team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management.
- e) At every meeting of the Board, presentations are also made covering performance of the different businesses, financial analysis, financial position including liquidity, borrowings and investments, financial projections, significant changes in applicable laws and regulations, if any, external communication made to various Stakeholders, and operational/strategic issues of importance.
- f) The Board members are updated about the statutory amendments from time to time.

Review of the Programme:

The Board shall review the Programme from time to time to make necessary revisions as may be required.

Disclosure of the Programme:

The Programme shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.