

VEGEPRO FOODS & FEEDS LIMITED

Familiarization programme for Independent Directors pursuant to Part III of Schedule IV of Companies Act, 2013 and clause 49 (II) (B) (7) of the Listing Agreement.

Determination of qualification, positive attributes and independence test for the Independent directors to be appointed.

- The role and duties of the Independent Director shall be clearly specified by highlighting the committees they are expected to serve on, as well as the expectations of the Board from them;
- At the time of selection, Board shall review the candidature on skill, experience and knowledge to ensure an overall balance in the Board so as to enable the Board to discharge its functions and duties effectively;
- The Independent Director shall confirm having read and complied with the Vegepro's Code of Conduct. They shall also need to confirm and sign the Independence Test;
- To familiarize the new directors to Vegepro, an induction kit shall usually be shared with them. The kit shall include at the minimum –
 - ✓ Mission, Vision and Values of Vegepro
 - ✓ Group Business Structure
 - ✓ Brief profile of the Board of Directors
 - ✓ Composition of Committees of the Board
 - ✓ Brief profile of Senior Managerial Personnel
 - ✓ Press Releases for last two quarters
 - ✓ Investor Presentation
 - ✓ Latest Annual Report
 - ✓ Latest Shareholding Pattern and Shareholders holding more than 5% of shares
 - ✓ Codes and Policies
 - ✓ Remuneration payable to Directors
- MD along with Company Secretary shall be involved in the familiarisation/ induction process for the independent director/s;
- During the familiarization process, MD shall usually share the organization details, vision and strategy for the organization as well as his expectations from the Senior Management Personnel ; any inputs made by independent directors shall be considered appropriately;
- MD and the Company Secretary shall interact closely with the joinee independent director to share the values, culture, introduction to other key personnel in the organization;

- In case, any input from any other Board member is required on the familiarisation, a detailed interaction is planned and conducted with them as well.

` Note: Familiarization Programme provided herein above is an extract of the Remuneration Policy of the Company as approved and adopted by the Board of Director on 13th February, 2015