

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Clause 49 (II) (B) (7) of the Equity Listing Agreement entered into by The Victoria Mills Limited (the “Company”) with the Stock Exchange requires the Company to have a Familiarisation Programme for its Independent Directors (“IDs”).

Objective: The Familiarisation Programme for IDs (the “Programme”) is formulated with the objective of making the IDs of the Company accustomed to their roles, rights and responsibilities, and is divided into various modules with such programme details as mentioned below:

- Roles, Rights and Responsibilities.
- Board dynamics & functions.
- Nature of the Industry in which the Company operates.
- Management Techniques.
- Business Model of the Company.

The Company believes that a Board which is well informed/ familiarised with the Company contributes significantly towards the growth of the Company.

2. Familiarisation Process:

(i) The Company shall follow structured orientation and training programme for IDs to help IDs better understand and update themselves on the business operations of the Company on a continuous basis;

(ii) The Company may conduct an introductory Familiarisation Program / Presentation, for IDs who newly join the Board of the Company, to familiarise them with:

- a. their roles, rights and responsibilities of the Company;
- b. the industry, business operations and business models of the Company; and
- c. important statutory and regulatory provisions, the code of conduct and other policies applicable to them.

(iii) Updates on relevant regulatory changes and new development such as regulations/ laws issued by the Securities and Exchange Board of India, the Ministry of Corporate Affairs, the Stock Exchange and any other statutory and regulatory authorities, as may be applicable;

(iv) Presentations are made regularly to the Board and Other Committees of the Board where the IDs get an opportunity to interact with the senior management. Such presentations may include business strategy, management structure, HR Policies, review of internal audit, risk management framework, etc.; and

(v) External training program may also be provided through seminars, conferences, workshop, etc.

3. Programme and Disclosure:

- The Programme will be conducted “as needed” basis during the year.

This Programme will be reviewed from time to time.

Mumbai