

VIJAYA DIAGNOSTIC CENTRE LIMITED

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

1. Preamble:

This Familiarization Program (" the Program") for Independent Directors of Vijaya Diagnostic Centre Limited ("VDCL") has been adopted by the Board of Directors which stipulates that:

- a) The Company shall familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.
- b) The details of such familiarization programmes shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

The Schedule IV of the Companies Act, 2013 also mandates that the independent directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.

2. Purpose & Objective

- To adopt a structured programme for orientation and training of Independent Directors at the time of their joining so as to enable them to understand the Company, its operations, business, industry and environment in which it functions.
- To update the directors on a continuous basis on any significant changes.
- To take all efforts to keep the directors well informed to enable them to make timely advice and decision.

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.

3. Familiarization Process

The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations of various businesses and processes of the Company in the Board/Committee Meeting. The presentations at the Board Meetings include updates on company's policies, performance of the various business units, quarterly performance report which includes information on business performance, operations, financial parameters, litigations, compliances, and information related to subsidiaries

Such programs / presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, investor relations, markets, organization structure, finance, human resources, technology and such other areas as may arise from time to time;

4. Familiarization module for Independent Directors:

- A familiarization pack is given to the incoming director, which includes the Company's Memorandum & Articles of Association, Annual Reports, Code of Business Conduct & Ethics applicable to the Directors/employees of the Company, Code of Conduct of Insider Trading Prohibition Policy.
- In case a Director is inducted in any of the Committee of the Board, the charter of the respective committees will be part of the welcome kit.
- A detailed appointment letter incorporating the roles, duties, and responsibilities, performance evaluation process, remuneration and obligation on disclosures is issued for his / her acceptance.

5. Familiarisation Programme

The Independent Directors have complete access to the information within the Company.

- a) On the appointment of the new Independent Director, a letter of appointment should be issued detailing the Independent Director's tenure of appointment, role, duties & responsibilities, remuneration, commitment, insurance cover, performance evaluation process, codes and policies of the Company etc.
- b) The Independent Director will be updated on the Company's policies on Board effectiveness, Board Diversity Policy, individual Board committee charter, remuneration policy, Independent Directors' qualification, positive attributes as prescribed under Companies Act, CSR policy, related party transaction policy, code of conduct for prevention of insider trading, and all other corporate governance policies and guidelines in place.
- c) The Independent Director shall be given a brief overview of the Company and that of the industry in which the Company is operating, the financials of the Company, market capitalisation, organisational structure etc. to have an overall understanding of the Company.
- d) At the time when the new Independent Directors will be attending the first Board meeting, meetings with the business unit heads will be arranged to understand the various business units.
- e) Further, new Independent Directors will be provided with a copy of latest annual report, code of conduct and schedule of upcoming Board and committee meetings.
- f) The Company shall update news and articles related to the industry on a regular basis and also provide regulatory updates from time to time; and Site visits to the Company's diagnostic centres / business locations shall be arranged.

The Familiarization Programme will be conducted on an "as needed" basis during the year and as and when the Programme is conducted the same will be disclosed on the website of the Company and a web link thereto shall also be given in the annual report of the Company. Further, the Company should also put up details of all the programmes conducted and the Independent Directors who attended each of these programmes.

7. Disclosure of the Policy

This Policy 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.

- a) Familiarization programme will be conducted "as needed" basis during the year.
- b) As and when familiarization programme is conducted, the same will be disclosed on the website of the Company.

8. Review of the Program

The Board will review this Program and make revisions as may be required.

Details of familiarization programme(s) imparted to Independent Directors-Financial Year 2021-22						
S.No	Date of the Program	Particulars of Program	Name of the Independent Directors			
			Mr.C.Satyanarayana Murthy	Mr.SP Singh	Dr.Nageshwar Reddy	Dr Manjula Anagani
			No. hours attended			
1	04.02.2022	Role, Rights and duties of Independent Directors	1	1	0.5	0.5
		Amendments in SEBI (LODR) Regulations particularly with respect to Independent directors.				
		Company at a glance				
		Natures of the Industry in which the Company operates				
		Business Model of the Company.				
No. of programmes attended by IDs on cumulative basis			1	1	1	1
No. of hours spent by IDs in programmes attended on cumulative basis			1	1	0.5	0.5