

VISESH INFOTECHNICS LIMITED

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Preamble

In accordance with the requirements of Clause 49(II)(B)(7) of the Listing Agreement and Schedule IV of the Companies Act, 2013, 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.

Purpose and Objective

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.

Overview of the Familiarization Programme

The familiarization programme for the Independent Directors of the Company is designed to help the Independent Directors to gain a deep understanding of the Company, its stakeholders, senior management/leadership team, operations, policies, industry perspective and issues. Details of various familiarization programmes for the Independent Directors are highlighted below:

1. Ongoing programmes:

The Company through its senior management personnel conduct detailed presentations to the entire Board including Independent Directors periodically and familiarize the Independent Director with Company's operations and business plans, the nature of industries in which the Company operates and the model of its respective businesses. Such programmes/presentations will provide an opportunity to the ID's to interact with the senior leadership team of the Company and help them to understand Company's strategy, operations, service and product being offered by the Company, future plan/ offering, organization structure, finance, human resource, facilities, risk management and such other areas as may arise from time to time. Presentations made by senior management personnel also cover quarterly and annual results, review of Internal Audit, Risk management framework. The programmes/presentations also cover role, right and responsibilities and it is not limited to those specified in the Companies Act, 2013 and clause 49 of the listing Agreement.

2. The Independent Directors of the Company are made aware of their role, responsibilities and liabilities at the time of their appointment / reappointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement apart from clarifying their roles and responsibilities.

Programme & disclosure

The familiarization programme will be conducted “as needed” basis during the year.

Disclosure – As and when the familiarization programme is conducted the same will be disclosed on the website of the company and a web link there to shall also be given in the annual report of the Company.