



FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

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FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS OF AARVEE DENIMS & EXPORTS LIMITED

The Familiarization Programme ('the Programme') for Independent Directors of AARVEE DENIMS & EXPORTS LIMITED ('the Company') has been adopted by the Board of Directors pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

1. Purpose:

The Programme formulated with the objective of making the Independent Directors of the Company accustomed to their roles and responsibilities is divided into various modules with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

The Programme has been designed considering the specific needs of contemporary Corporate Governance and the expected obligations of Independent Directors in view of the onerous responsibility conferred by the Companies Act, 2013 and the Listing Agreement as amended from time to time.

2. Initiatives for Induction on joining the Board of the Company:

The New Director will be welcomed to the Board of the Company by sharing the following Documents of the Company for his / her references:

- ✓ Formal letter of appointment as Director of the Company.
- ✓ Memorandum of Association and Articles of Association of the Company.
- ✓ Annual Reports of last three consecutive years.
- ✓ Criteria of Independence applicable to Independent Directors as per Regulation 25 of SEBI (LODR) Regulations, 2015 and Companies Act, 2013.
- ✓ Code of Conduct for Directors and Senior Managerial Personnel.
- ✓ Code of Internal Procedures and Conduct for Prevention of Insider Trading.
- ✓ Note on Directors roles, functions, duties, responsibilities and liabilities of Independent Directors under the Companies Act, 2013 and Regulation 25 of SEBI (LODR) Regulations, 2015.

- ✓ Policy Handbook of the Company comprising of policies on various business aspects and practices.
- ✓ Organizational Chart of the Company and the profile of all the Directors and the Senior Managerial Personnel of the Company.
- ✓ List of Contact details of the Directors, Senior Managerial Personnel and their personal / executive assistants.
- ✓ Publicity material of the Company that explains the range of products, services and solutions offered by the Company to its clients.
- ✓ Board evaluation process and procedures.

When a new Independent Director comes on the Board of the Company, a meeting will be arranged with the Managing Director & Whole Time Director, Chief Executive Officer, Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company's business activities.

The Directors will get an opportunity to visit Company's plants, where plant heads apprise them of the operational and sustainability aspects of the plants to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality, CSR, Sustainability etc.

At various Board meetings during the year, presentations to be made to the Board on safety, health and environment and sustainability issue, risk management, CSR activities, Company policies, changes in the regulatory environment applicable to the corporate sector and to the industry in which it operates, business excellence with areas of improvement and other relevant issue.

Quarterly presentations on operations to be made to the Board include information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management change, major litigation, compliances, subsidiary information, donations, regulatory scenario etc.

3. Familiarization Process:

The Company shall through its Executive Directors / Senior Managerial Personnel conduct programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company

The Programme essentially has two broad components – technical and behavioural. The technical component shall enable the participants to understand Company business, strategies, industry dynamics and its growth plans and prepare them for an active role in Company. The behavioural component shall empower the participants to understand board procedures and help them to be effective in board activities. The Programme also aims to offer a conceptual framework based upon current expectations which require the Independent Directors to adhere to a code and standard of ethics and integrity for fulfillment of their responsibilities in a professional and faithful manner to promote confidence of the investment community particularly minority shareholders, regulatory authorities and the stakeholders at large.

The Programme shall be conducted in such manner as to facilitate and convenience the Independent Directors and enable them to attend the same in view of their busy schedules.

The Company may conduct an introductory familiarization programme / presentation, when a new Independent Director comes on the Board of the Company.

4. 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.

5. Review of the Programme:

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

DISCLOSURE UNDER REGULATION 25 AND
46 OF

SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS,
2015 DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT
DIRECTORS OF
AARVEE DENIMS & EXPORTS LIMITED ('THE COMPANY');

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- ✓ Roles, Rights and Responsibilities of Independent Directors
- ✓ Board dynamics & functions
- ✓ Business Model and updating on new project by the Company
- ✓ Strategy, Operations, functions and nature of industry in which the Company operates
- ✓ Updating on recent changes in the regulatory framework

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and imparted programmes w.r.t. the information relevant to the functioning of the Company and the role and responsibility of Committee under the board of the Company.

The Independent Directors have attended such orientation process/ familiarization programme. The Independent Directors of the board meets key functional/business heads separately to get themselves more familiarized with the business/ operations and challenges faced by the industry on an ongoing basis.

The details of programmes attended by the Independent Director are given as below:

Sr. No.	Particulars		Mr. Sanjay Majmudar	Mr. Ashok Gandhi	Mr. Amol Dalal	Ms. Aarti Thakkar
1.	Presentation on the list of Amendments of the Companies Act, 2013 and identification of action items on the Management	Whether attended (Y / N / NA / AVC)	Y	Y	Y	Y
		Hours spent	1	1	1	1
2.	Presentation on new statutory requirements and Forms Filing by	Whether attended (Y / N / NA / AVC)	Y	Y	Y	Y

	corporate to various Authorities Like Form DPT-3 Form BEN-1 MSME-I NFRA-1, DIR 3 KYC	Hours spent	1	1	1	1
3.	Presentation on the Directors' Roles and Responsibilities under the Companies Act, 2013.	Whether attended (Y / N / NA / AVC)	Y	Y	Y	Y
		Hours spent	1	1	1	1
4.	Presentation on Summary of the changes brought by SEBI (Prohibition of Insider Trading) Regulations, 2015	Whether attended (Y / N / NA / AVC)	Y	Y	Y	Y
		Hours spent	1	1	1	1
5.	Presentation on Summary of the changes brought in by SEBI towards SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015	Whether attended (Y / N / NA / AVC)	Y	Y	Y	Y
		Hours spent	1	1	1	1