



FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

AARVEE DENIMS AND EXPORT LIMITED
Regd. Office: 191, Shahwadi, Narol - Sarkhej Highway,
Nr. Old Octroi Naka, Narol Ahmedabad-382405.
Ph : +91-79-30417000 Fax : +91-79-30417070
(CIN: L17110GJ1988PLC010504)
E-mail : info@aarvee-denims.com
Website : www.aarvee-denims.com

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AARVEE DENIMS AND EXPORTS LIMITED

Preamble

In terms of Clause 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

OBJECT

The Company shall follow a structured orientation and training programme for the Independent Directors to understand and get the updated on the business and operations of the Company on a continuous basis. This programme has been framed for requirement of the revised Clause 49 of Listing Agreement as amended by Circular No. CIR/CFD/POLICY CELL/7/2014 dated September 15, 2014.

ADMINISTRATION

The Familiarization programme for Independent Directors will be administrated and monitored by Nomination and Remuneration Committee.

- a. Nomination and Remuneration Committee shall lay down the performance evaluation of Independent Directors and it will be disclosed in the Annual Report of the Company.

FAMILIARIZATION MODULE

Orientation module for Independent Directors:

- a. Financial Performance, Budgeting and Planning,
- b. Overview on Business plans and Annual Budgets,

- c. Overview on production, sales, marketing, etc.
- d. Introduction on products,
- e. Visits of factory plants,
- f. Overview on Statutory Compliances,
- g. Overview on Strength of employees,
- h. Overview on Risk involved in factories,
- i. Overview on disposal of hazardous waste
- j. Overview on inventory.

PROGRAMME AND DISCLOSURE

Familiarization programme will be conducted as and when required during the year and shall be disclosed on the website of the Company and web-link shall be provided in the Annual Report.

OVERVIEW OF FAMILIARIZATION PROGRAMMES

- To facilitate independent directors in the performance of their duties and responsibilities, new directors are provided with a personal orientation by senior leaders and materials regarding the Company's business and operations, governing documents, information on key personnel, and financial information are made available to them.
- Independent directors are also taken through detailed business strategy for various businesses during the independent directors meetings which are held at least once during the financial year.
- The Chairman of the Board depending on the business needs may also nominate independent directors for relevant external training programs. Apart from Independent Directors, Non-Executive Directors are also eligible to attend the familiarization programmes.

The Independent Directors are made aware of their role and responsibilities and liabilities at the time of their appointment through a formal letter of

appointment, which also stipulates their roles and responsibilities and various terms and conditions of their appointment.

Regular updates on relevant statutory and regulatory changes are regularly circulated to the Directors.

Details of Familiarization sessions held pursuant to the Policy are as follows:

Sr. No.	Particulars		Sanjay Majmudar	Ashok Gandhi	Amol Dalal	Arvind Sanghvi	Shivani Shah
1.	Presentation on the list of Applicable Sections of the Companies Act, 2013 and identification of action items on the Management	Whether attended (Y / N / NA / AVC)	Y	Y	Y	Y	Y
		Hours spent	1	1	1	1	1
2.	E-mail sent to the Board of Directors of the Company informing them about benefits of e-Voting mechanism brought in by the revised Listing Agreement	Whether attended (Y / N / NA / AVC)	Y	Y	Y	Y	Y
		Hours spent	1	1	1	1	1
3.	Presentation on the Directors' Roles and Responsibilities under the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement	Whether attended (Y / N / NA / AVC)	Y	Y	Y	Y	Y
		Hours spent	1	1	1	1	1
4.	Presentation on the Executive Summary of the changes brought in by SEBI (Prohibition of Insider Trading) Regulations, 2015	Whether attended (Y / N / NA / AVC)	Y	Y	Y	Y	Y
		Hours spent	1	1	1	1	1
5.	An E-mail sent to Board of Directors mentioning 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	Y
		Hours spent	1	1	1	1	1

Familiarization Programmes for the year 2016-17		
Sr. No.	Particulars of Programme	Date
1.	Presentation mailed to Directors on GST Model Law, 2016	28 th January, 2017

Familiarization Programmes for the year 2017-18			
Sr. No.	Particulars of Programme	Date & Place	Duration
1.	Presentation by CS Sharvil B. Suthar on an Overview of the Companies (Amendment) Bill, 2017 as passed by Lok Sabha on 27 th July, 2017	28 th July, 2017, Registered Office, Ahmedabad	1 hour

AMENDMENT IN LAW

Any subsequent amendment/modification in the SEBI (LODR), 2015 and/or applicable laws in this regard shall automatically apply to this policy.
