

NANDINI TEXCOM (INDIA) LIMITED

CIN: L65910GJ1994PLC021165

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1. Objective

The Familiarisation Programme aims to ensure that Independent Directors are well acquainted with the Company's business model, operations, industry environment, regulatory framework, and their roles and responsibilities, so as to enable them to contribute meaningfully to the Board's deliberations.

2. Scope

This Programme applies to all Independent Directors on the Board of the Company, including newly inducted directors and continuing directors.

3. Programme for Newly Appointed Independent Directors

Upon appointment, the Company shall arrange an orientation programme covering the following:

3.1 Company Overview

- History, vision, mission, and values of the Company.
- Nature of business, business model, product/service portfolio, and key verticals.
- Organisational structure and key management team.
- Overview of the Company's subsidiaries, JVs, and associates.

3.2 Financial Overview

- Annual Reports and financial statements for the last three years.
- Key financial metrics, capital structure, and significant accounting policies.
- Audit observations and management responses.

3.3 Regulatory and Legal Framework

- Overview of the Companies Act, 2013, SEBI LODR, and other applicable laws.
- The Company's Memorandum and Articles of Association.
- Board/Committee charters and the Company's code of conduct, policies, and procedures.

3.4 Corporate Governance

- Board and Committee structure, composition, and meeting schedules.
- Role of Independent Directors, duties, rights, and liabilities.
- Insider Trading Policy and trading window procedures.

3.5 Operations

- Plant or facility visits, as applicable.
- Briefings by senior management on current operations and strategic initiatives.

4. Ongoing Familiarisation for Continuing Directors

For all Independent Directors (including continuing ones), the Company shall organise periodic familiarisation sessions:

- Presentations at each Board meeting on strategic/business updates, key risks, and regulatory changes.
- Annual review sessions covering industry trends, competitive landscape, and the Company's strategic plan.
- Updates on significant changes in laws and regulations affecting the Company's business.
- Interaction with senior management and key functional heads at least once a year.
- Site visits to operations / manufacturing units, as mutually convenient.