



THE DHAR TEXTILE MILLS LTD.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

1. PREAMBLE:

As per the Clause 49 (II) (B) (7) of the Listing Agreement, 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.

2. OBJECTIVE:

The objective of the Familiarization Programme is:

- ✚ to adopt a structured programme for orientation and training of Independent Directors at the time of their joining so as to facilitate them to understand the company – its operation, industry and the environment in which it functions.
- ✚ to keep informed the directors on a continuing basis on any significant changes therein so as to be in a position to take well-informed and timely decisions.

3. APPLICABILITY:

The above programmes will be conducted for new and continuing Independent Directors of the Company.

4. FAMILIARIZATION PROCESS:

- ✚ The Company shall through its Managing Director/Whole time Director/Senior Managerial Personnel conduct programmes/presentations periodically to familiarize the Independent Directors with the strategy, business and operations of the Company.
- ✚ On appointment of new directors, they will be provided Company's corporate profile, the Company's history and milestones, latest Annual Report, Code of Conduct of the Company, Code of Conduct for Prevention of Insider Trading and disclosure practices, various policies of the Company, a detailed appointment letter containing roles and duties etc.
- ✚ The directors will be introduced to all the Board members and the senior management personnel such as Chief Financial Officer, Company Secretary and Various Department heads individually to know their roles in the organization and to understand the information which they may seek from them while performing their duties as a Director. And meeting may be arranged for Independent Directors with aforesaid officials to better understand the business and operation of the Company.
- ✚ the directors will be given the terms of reference for the board committees in which they will be acting as the Chairperson or member. During this program, their roles and responsibilities as an Independent director as specified in the Companies Act and other Statues will be explained to them.
- ✚ As part of continuous updating and familiarization with the Company, every Independent Director will be taken for visits to the factory or manufacturing units and other branch of the company where officials of various departments 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 etc.
- ✚ In order to have a smooth relationship with other personnel in the Company, regular periodic meetings may be organized with the Senior Managements apart from the meetings prescribed under the Statutes to better understand the business and operation of the Company.
- ✚ The specific roles, duties and rights of the Independent Director as provided in the Companies Act, 2013 and in other statutes will be explained to them through Board meeting process or through various modes of communications.
- ✚ The Company may also circulate news and articles related to the industry from time to time and may provide specific regulatory updates.

5. PROGRAMME AND DISCLOSURE:

- ✚ Familiarization Programme will be conducted on "need-basis" during the year.
- ✚ The details of such familiarization programmes shall be disclosed on the Company's website and a web link thereto shall also be given in the Annual Report.

6. REVIEW / AMENDMENT OF THE PROGRAMME:

- ✚ The Board of Directors will review / amend this programme and make changes as and when it deems necessary.
