



A Govt. Recognised One Star Export House

Vinny Overseas Limited

MFG. OF RAYON - COTTON - POLYESTER - FASHION WEAR OF FABRICS

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FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Vinny Overseas Limited

1. Objective of the Programme

The purpose of the Familiarisation Programme is to provide Independent Directors with a comprehensive understanding of the Company's business, operations, strategy, regulatory framework, risk management practices, governance structure, and their roles and responsibilities. This enables them to effectively contribute to the Board's decision-making process and uphold the highest standards of corporate governance.

2. Familiarisation Process

The Company, through its Managing Director, Executive Director, Key Managerial Personnel (KMP), and Senior Management, conducts structured programmes and presentations periodically to familiarize Independent Directors with:

- Company vision, strategy, and business model
- Operational and financial performance
- Products, services, and market positioning
- Industry trends and regulatory environment
- Corporate governance framework
- Risk management and internal control systems
- Sustainability, ESG initiatives, CSR, and safety standards
- Technology, HR practices, and organizational structure
- Legal, compliance, and statutory obligations

These programmes also provide opportunities for Independent Directors to interact with Senior Management and gain deeper insights into the Company's operations and strategic priorities

3. Induction Programme for Newly Appointed Independent Directors

Upon appointment, Independent Directors are provided with an orientation covering:

- Role, duties, rights, and responsibilities under Companies Act, 2013 and SEBI regulations
- Board and Committee structure, functions, and governance processes
- Code of Conduct and ethical standards
- Insider Trading Code and Disclosure Policies
- Corporate policies and risk framework
- Schedule of Board and Committee meetings
- Latest Annual Report and key corporate documents

Meetings are also arranged with the Chairperson, Managing Director, and Chief Financial Officer to facilitate an understanding of Board functioning and Company operations

4. Continuing Education and Knowledge Updates

To ensure continuous learning, Independent Directors receive periodic updates through:

- Presentations at Board Meetings on business performance, compliance, risk, and regulatory changes
 - Quarterly business and financial performance reports
 - Updates on industry trends, governance practices, and legal developments
 - Press releases and quarterly results of the Company
 - Briefings on major litigation, compliance matters, and strategic initiatives
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5. Site Visits and Operational Exposure

Independent Directors are periodically invited to visit Company manufacturing facilities and operational sites. Plant Heads and senior executives provide insights into:

- Operational efficiency
- Safety and quality practices
- Sustainability and CSR initiatives
- Environmental, social, and governance performance

This enables Directors to gain firsthand understanding of Company operations and risk management practices

6. Documentation and Formal Appointment Terms

Each Independent Director receives a formal Appointment Letter outlining:

- Scope of role and responsibilities
- Remuneration and performance evaluation framework
- Disclosure obligations

- Codes of Conduct and regulatory responsibilities

7. Disclosure & Review

Details of Familiarisation Programmes conducted, including the nature and duration, shall be disclosed on the Company's website in compliance with SEBI (LODR) Regulation 46 and reviewed periodically by the Board.

8. Trackable Table of Familiarisation Programmes & Hours Attended

The Company maintains a structured record of Familiarisation Programmes attended by Independent Directors. The details of programmes conducted during the financial year, along with hours attended, are disclosed as follows:

DETAILS OF FAMILIARIZATION PROGRAMS ATTENDED BY OUR INDEPENDENT DIRECTORS DURING THE YEAR 2018-19:

Sr. No.	Name of Director	No. of Familiarization Programme attended by the Independent Director		Number of hours spent by Independent Directors in such programmes	
		During the year ended 31.03.2019	On a cumulative basis	During the year ended 31.03.2019	On a cumulative basis
1	JYOTINDRA MADHAVLAL ADESHRA	02	02	05 HOURS	05 HOURS
2	TARUNKUMAR KAUSHIKRAY MANKAD	02	02	05 HOURS	05 HOURS

DETAILS OF FAMILIARIZATION PROGRAMS ATTENDED BY OUR INDEPENDENT DIRECTORS DURING THE YEAR 2019-20:

Sr. No.	Name of Director	No. of Familiarization Programme attended by the Independent Director		Number of hours spent by Independent Directors in such programmes	
		During the year ended 31.03.2020	On a cumulative basis	During the year ended 31.03.2020	On a cumulative basis
1	JYOTINDRA MADHAVLAL ADESHRA	02	04	05 HOURS	10 HOURS
2	TARUNKUMAR KAUSHIKRAY MANKAD	02	04	05 HOURS	10 HOURS

DETAILS OF FAMILIARIZATION PROGRAMS ATTENDED BY OUR INDEPENDENT DIRECTORS DURING THE YEAR 2020-21:

Sr. No.	Name of Director	No. of Familiarization Programme attended by the Independent Director		Number of hours spent by Independent Directors in such programmes	
		During the year ended 31.03.2021	On a cumulative Basis	During the year ended 31.03.2021	On a cumulative basis
1	JYOTINDRA MADHAVLAL ADESHRA (Resigned w.e.f. 20/10/2020)	01	05	02 HOURS	12 HOURS
2	TARUNKUMAR KAUSHIKRAY MANKAD (Resigned w.e.f. 20/10/2020)	01	05	02 HOURS	12 HOURS
3	PARAG KAILASH CHANDRA JAGETIYA (Appointed w.e.f. 20/10/2020)	01	01	03 HOURS	03 HOURS
4	DIVYAPRAKASH JAGDISHCHANDRA CHECHANI	01	01	03 HOURS	03 HOURS

Sr. No.	Name of Director	No. of Familiarization Programme attended by the Independent Director		Number of hours spent by Independent Directors in such programmes	
		During the year ended 31.03.2021	On a cumulative Basis	During the year ended 31.03.2021	On a cumulative basis
	(Appointed w.e.f. 20/10/2020)				

DETAILS OF FAMILIARIZATION PROGRAMS ATTENDED BY OUR INDEPENDENT DIRECTORS DURING THE YEAR 2021-22:

Sr. No.	Name of Director	No. of Familiarization Programme attended by the Independent Director		Number of hours spent by Independent Directors in such programmes	
		During the year ended 31.03.2022	On a cumulative basis	During the year ended 31.03.2022	On a cumulative basis
1	PARAG KAILASH CHANDRA JAGETIYA	02	03	05 HOURS	08 HOURS
2	DIVYAPRAKASH JAGDISHCHANDRA CHECHANI	02	03	05 HOURS	08 HOURS

DETAILS OF FAMILIARIZATION PROGRAMS ATTENDED BY OUR INDEPENDENT DIRECTORS DURING THE YEAR 2022-23:

Sr. No.	Name of Director	No. of Familiarization Programme attended by the Independent Director		Number of hours spent by Independent Directors in such programmes	
		During the year ended 31.03.2023	On a cumulative basis	During the year ended 31.03.2023	On a cumulative basis
1	PARAG KAILASH CHANDRA JAGETIYA	02	05	05 HOURS	13 HOURS
2	DIVYAPRAKASH JAGDISHCHANDRA CHECHANI	02	05	05 HOURS	13 HOURS
3	RAJNISH PATHAK (Appointed w.e.f. 13/07/2022)	02	02	05 HOURS	05 HOURS
4	NEELAM MOHANLAL GURBAXANI (Appointed w.e.f. 09/09/2022)	02	02	05 HOURS	05 HOURS

DETAILS OF FAMILIARIZATION PROGRAMS ATTENDED BY OUR INDEPENDENT DIRECTORS DURING THE YEAR 2023-24:

Sr. No.	Name of Director	No. of Familiarization Programme attended by the Independent Director		Number of hours spent by Independent Directors in such programmes	
		During the year ended 31.03.2024	On a cumulative basis	During the year ended 31.03.2024	On a cumulative basis
1	PARAG KAILASH CHANDRA JAGETIYA	02	07	05 HOURS	18 HOURS
2	DIVYAPRAKASH JAGDISHCHANDRA CHECHANI	02	07	05 HOURS	18 HOURS
3	RAJNISH PATHAK (Appointed w.e.f. 13/07/2022)	02	04	05 HOURS	10 HOURS
4	NEELAM MOHANLAL GURBAXANI (Appointed w.e.f. 09/09/2022)	02	04	05 HOURS	10 HOURS

DETAILS OF FAMILIARIZATION PROGRAMS ATTENDED BY OUR INDEPENDENT DIRECTORS DURING THE YEAR 2024-25:

Sr. No.	Name of Director	No. of Familiarization Programme attended by the Independent Director		Number of hours spent by Independent Directors in such programmes	
		During the year ended 31.03.2025	On a cumulative basis	During the year ended 31.03.2025	On a cumulative basis
1	PARAG KAILASH CHANDRA JAGETIYA	02	09	05 HOURS	23 HOURS
2	DIVYAPRAKASH JAGDISHCHANDRA CHECHANI	02	09	05 HOURS	23 HOURS
3	RAJNISH PATHAK (Appointed w.e.f. 13/07/2022)	02	06	05 HOURS	15 HOURS
4	NEELAM MOHANLAL GURBAXANI (Appointed w.e.f. 09/09/2022)	02	06	05 HOURS	15 HOURS

DETAILS OF FAMILIARIZATION PROGRAMS ATTENDED BY OUR INDEPENDENT DIRECTORS DURING THE YEAR 2025-26:

Sr. No.	Name of Director	No. of Familiarization Programme attended by the Independent Director		Number of hours spent by Independent Directors in such programmes	
		During the year ended 31.03.2026	On a cumulative basis	During the year ended 31.03.2026	On a cumulative basis
1	PARAG KAILASH CHANDRA JAGETIYA	01	10	02 HOURS	25 HOURS
2	DIVYAPRAKASH JAGDISHCHANDRA CHECHANI	01	10	02 HOURS	25 HOURS
3	RAJNISH PATHAK (Appointed w.e.f. 13/07/2022)	01	07	02 HOURS	17 HOURS

Sr. No.	Name of Director	No. of Familiarization Programme attended by the Independent Director		Number of hours spent by Independent Directors in such programmes	
		During the year ended 31.03.2026	On a cumulative basis	During the year ended 31.03.2026	On a cumulative basis
4	NEELAM MOHANLAL GURBAXANI (Appointed w.e.f. 09/09/2022)	01	07	02 HOURS	17 HOURS