AVEER FOODS LIMITED

INDEPENDENT DIRECTORS FAMILIARISATION PROGRAMME

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FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

BACKGROUND

Pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, the Company has adopted this Familiarization Programme for its Independent Directors.

The Independent Directors have been associated with the Company and are familiar with its operations, management and governance framework. This Programme is intended to provide continual updates and enhance their understanding of the Company's business environment, industry developments, regulatory changes and governance requirements to enable them to effectively discharge their duties and responsibilities.

OBJECTIVE

The Familiarization Programme seeks to:

- Keep Independent Directors updated on the Company's business operations, financial performance and strategic direction.
- Enhance understanding of the industry, market environment and emerging trends.
- Provide updates on statutory and regulatory developments applicable to the Company.
- Familiarize Directors with developments in corporate governance, risk management and compliance requirements.
- Enable Independent Directors to effectively contribute to Board deliberations and decision-making processes.

FAMILIARIZATION MECHANISM

The Company shall familiarize and update Independent Directors through the following initiatives:

A. Business and Operational Updates

At Board and Committee Meetings, the Independent Directors are provided presentations and updates on:

- Business performance and operational developments.
- Industry developments and market conditions.
- Strategic initiatives and growth plans.

- Business opportunities and challenges.

B. Financial Updates

The Board is regularly apprised of:

- Quarterly and annual financial results.
- Financial position and performance of the Company.
- Capital expenditure plans.
- Cash flow position and funding requirements.
- Internal financial controls and audit findings.

C. Governance, Compliance and Regulatory Updates

Independent Directors are periodically updated regarding:

- Amendments to the Companies Act, 2013.
- SEBI Regulations and Listing Compliance requirements.
- Secretarial Standards and other regulatory requirements.
- Corporate Governance developments.
- Compliance reports and observations.
- Significant legal and regulatory matters.

D. Risk Management and Internal Control Framework

Presentations may be made on:

- Key business risks and mitigation measures.
- Internal control systems.
- Enterprise Risk Management Framework.
- Cybersecurity and technology-related risks.
- Operational and financial risks.

4. INTERACTION WITH SENIOR MANAGEMENT

The Independent Directors are provided opportunities to interact with:

- Chairman of the Board.
- Managing Director/Whole-Time Director.

- Chief Financial Officer.
- Company Secretary.
- Functional Heads and Senior Management Personnel.

Such interactions enable Independent Directors to gain deeper insights into the Company's business, operations, opportunities, challenges and risk management practices.

5. VISITS TO COMPANY FACILITIES

Independent Directors may visit the Company's offices, plants, project sites and other operational locations, as considered appropriate, to obtain a better understanding of the Company's business operations, processes and sustainability initiatives.

6. CIRCULATION OF RELEVANT INFORMATION

The Company periodically circulates to Independent Directors:

- Detailed Board and Committee agenda papers.
- Annual Reports.
- Regulatory and legal updates.
- Policies and governance documents.
- Other relevant information necessary for informed decision-making.

7. DUTIES AND RESPONSIBILITIES OF INDEPENDENT DIRECTORS

The Company ensures that Independent Directors are kept informed about their roles, duties, responsibilities and obligations as prescribed under:

- The Companies Act, 2013.
- Schedule IV to the Companies Act, 2013.
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Other applicable laws and regulations.

Any amendments in the applicable provisions are communicated to the Independent Directors from time to time.

8. REVIEW OF THE PROGRAMME

The Board may review and modify this Familiarization Programme from time to time to ensure its effectiveness and alignment with applicable statutory and regulatory requirements.

9. DISCLOSURE

The details of the Familiarization Programme imparted to Independent Directors shall be disclosed on the Company's website and in the Annual Report in such manner as may be prescribed under applicable laws and regulations.

The Corporate Governance provisions applicable to the Company have been duly complied with. Further, the Board has approved the Familiarisation Programme for Independent Directors.
