

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we give below the compliance report on Corporate Governance as under:

Name of the Company: Modern Dairies Limited
Quarter ending on: 31st March, 2023

Title (Mr/ Mrs)	Name of the Director	DIN	Category-1 (Chairpersons on/ Executive/ Non-Independent/ Nominee)	Category-2 of Directors	Category-3 of Directors	Date of Appointment in Current Term	Date of Cessation	Tenure (in months)	No. of Directorships in listed entity including this listed entity	Number of Independent Directorship in Listed Entities Including this Listed Entity	Number of Membership in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chair Person on Audit/ Stakeholder Committee (s) including this listed entity
Mr.	Krishan Kumar Goyal	00482035	Executive/ Non-Independent	Chairperson	Managing Director	01.04.2020		N.A.	2	0	0	0
Mr.	Ashwani Kumar Aggarwal	00486430	Executive/ Non-Independent	N.A		01.04.2020		N.A.	1	0	2	0
Mr.	Sanjay Kaushik	09631258	Non- Executive/ Independent Director	N.A		30.09.2022		6.1	1	1	2	1
Mrs.	Meena Sharma	07241589	Non- Executive/ Independent Director	N.A		30.09.2022		6.1	2	2	2	0
Mr.	Ajay Kumar Sharma	09710194	Non- Executive/ Independent Director	N.A		30.09.2022		6.1	1	1	2	1

II. Composition of Committees

Name of Committee	DIN	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)	Date of appointment on the Committee	Date of cessation on the Committee	Remarks
Audit Committee	09631258	Mr. Sanjay Kaushik	Chairperson/Non-Executive/Independent	27.08.2022		
	09710194	Mr. Ajay Kumar Sharma	Non-Executive/Independent	27.08.2022		
	00486430	Mr. Ashwani Kumar Aggarwal	Executive/Non-Independent	11.08.2014		
Nomination & Remuneration Committee	09631258	Mr. Sanjay Kaushik	Chairperson/Non-Executive/Independent	27.08.2022		
	07241589	Mrs. Meena Sharma	Non-Executive/Independent	27.08.2022		
	09710194	Mr. Ajay Kumar Sharma	Non-Executive/Independent	27.08.2022		
Stakeholders' Relationship Committee	09631258	Mr. Sanjay Kaushik	Chairperson/Non-Executive/Independent	27.08.2022		
	00486430	Mr. Ashwani Kumar Aggarwal	Executive/Non-Independent	10-02-2014		
	09710194	Mr. Ajay Kumar Sharma	Non-Executive/Non-Independent	27.08.2022		

III. Meeting of Board of Directors						
Date(s) of Meeting (if any) in the Previous Quarter	Date(s) of Meeting (if any) in the Relevant Quarter	Maximum gap between Two consecutive meetings (in number of days)	Total Number of Directors as on date of the Meeting	Number of Directors Present	No. of Independent Directors attending the meeting	
14th November, 2022			5	5	3	
	21st January, 2023	67 days	5	5	3	
IV. Meeting of Committees						
Date(s) of Meeting (if any) in the Previous Quarter	Dates(s) of Meeting (if any) in the Relevant Quarter	Maximum gap between Two consecutive meetings (in number of days)	Total Number of Directors as on date of the Meeting	Number of Directors Present	No. of Independent Directors attending the meeting	
Audit Committee						
14th November, 2022			3	3	2	
	21st January, 2023	67 days	3	3	2	
Nomination & Remuneration Committee						
14th November, 2022			3	3	3	
Stakeholders Relationship Committee						
14th November, 2022			3	3	2	
	21st January, 2023	67 days	3	3	2	

V. Related Party Transactions			
Subject	Compliance Status	Details of Non Compliance (In case of 'No')	Compliance Status (Yes/No)
Whether prior approval of Audit Committee obtained	Yes		
Whether shareholder approval obtained for material RPT	NA		
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA		
VI. Affirmations			
Sr. No.	Subject		Compliance Status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015		Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee		Yes
3	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & Remuneration committee		Yes
4	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders Relationship committee		Yes
5	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. d. Risk Management Committee (applicable to the top 100 listed entities)		NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.		Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.		Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here.		-

Annexure II

Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations

Sr	Item	Compliance status (Yes/No/NA)	if status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.moderndairies.com
2	Terms and conditions of appointment of independent directors	Yes		www.moderndairies.com
3	Composition of various committees of board of directors	Yes		www.moderndairies.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.moderndairies.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.moderndairies.com
6	Criteria of making payments to non-executive directors	Yes		www.moderndairies.com
7	Policy on dealing with related party transactions	Yes		www.moderndairies.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.moderndairies.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.moderndairies.com
11	email address for grievance redressal and other relevant details	Yes		www.moderndairies.com
12	Financial results	Yes		www.moderndairies.com
13	Shareholding pattern	Yes		www.moderndairies.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.moderndairies.com
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.moderndairies.com
21	Materiality Policy as per Regulation 30	Yes		www.moderndairies.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.moderndairies.com

Annexure II

II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA

The quarterly compliance report for the quarter ended 31st December, 2022 was taken on record by the Board of Directors at the Board Meeting held on 21st January, 2023

Krishan Kumar Goyal
(Managing Director)