

## **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

### **1. BACKGROUND**

Pursuant to the provisions of Schedule IV of the Companies Act, 2013, Regulations 25(7) and 46(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, stipulates that the Company shall familiarize the Independent Directors with the nature of the industry in which the Company operates, business model of the Company, their roles, rights, responsibilities in the Company, etc., through various programmes.

Accordingly, this Policy on Familiarisation Programmes (“Policy”) has been formulated to ensure that Independent Directors are well-informed and able to effectively discharge their duties.

### **2. DEFINITIONS**

- A. Board** means Board of Directors of the Company.
- B. Company** means Modern Dairies Limited.
- C. Familiarisation Programme means** (The Program) formulated by Company.
- D. SEBI Listing Regulations** means Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **3. FAMILIARISATION PROGRAMS**

- The Company through its designated personnel, including the Chairman and Managing Director and Key Managerial Personnel, shall conduct orientation programs and give presentations to familiarize Independent Directors with the Company's vision, strategy, operations, business environment, regulatory updates and key functional areas. These programs will be held at periodic intervals, as deemed necessary, to ensure Independent Directors remain informed and up-to-date on the Company's affairs.
- This orientation will cover their roles, rights, and responsibilities within the Company, ensuring that they understand their duties and obligations. Additionally, they will be briefed on the industry and business models in which the Company operates, as well as its business strategies, operations, functions, regulatory requirements and financial statements. This will provide them with a thorough understanding of the Company's workings. Furthermore, Independent Directors will also be familiarized with important statutory and regulatory provisions, as well as Company policies applicable to them, enabling them to effectively discharge their duties in compliance with relevant laws and regulations.

- These programmes will facilitate interaction between Independent Directors and the Company's senior leadership team. This engagement will enable Independent Directors to gain a deeper understanding of Company strategies, business models, Operations, services, product offerings, Markets, organizational structure, finance, Human resources, technology, quality, facilities management, Risk management and other key areas. Through these interactions, Independent Directors will acquire valuable insights, fostering informed decision-making and effective governance.

#### **4. PROGRAM AND DISCLOSURE**

The Programme will be conducted "as needed" basis during the year and the same shall be disclosed on the website of the Company.

#### **5. APPLICABILITY**

This Policy shall become effective from 30<sup>th</sup> May, 2016.

## **Disclosure of details of Familiarisation Programmes imparted to Independent Directors**

*(Pursuant to Regulation 46 of SEBI Listing Regulations, 2015)*

In accordance with the Familiarisation Programmes for Independent Directors of the Company, the Independent Directors are provided with unrestricted access to information of the Company. As part of the agenda of the Board and Committee Meetings, presentations are regularly made to the Independent Directors covering, inter alia, the Company's business strategy, dairy operations, procurement and supply chain, manufacturing and processing activities, product portfolio, market presence, organizational structure, financial performance, risk management framework, quarterly and annual financial results, human resources, technology, quality and food safety standards, and regulatory environment. The programmes also include familiarisation with the roles, rights and responsibilities of Independent Directors. These interactions provide Independent Directors an opportunity to engage with the Company's management and gain a comprehensive understanding of the Company's operations and governance framework.

### **Details of Familiarisation Programmes imparted to Independent Directors:**

<b>FY 2024-25</b>	
<b>No. of Programmes Held</b>	1
<b>Area/ Topic</b>	Corporate governance practices and Board processes
<b>Duration of Programme (Hours)</b>	2

<b>SI No.</b>	<b>Name of the Independent Director</b>	<b>No. of Programmes attended</b>		<b>No. of hours spent</b>	
		<b>Financial Year 2024-25</b>	<b>Cumulative till date (31.03.2025)</b>	<b>Financial Year 2024-25</b>	<b>Cumulative till date (31.03.2025)</b>
1.	Prof. Sanjay Kaushik	1	3	2	4
2.	Prof. Meena Sharma	1	3	2	4
3.	*Mr. Ajay Kumar Sharma	1	3	2	4

*\*Due to the sad demise of Mr. Ajay Kumar Sharma, Non-Executive Independent Director, he ceased to be Director and member of the Committees of the Board of Directors of the Company w.e.f. 02.01.2025.*