

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Background & Objectives

Pursuant to Regulation 25 (7) of the (Listing Obligations and Disclosures Requirements), 2015, as amended from time to time, the board of the company has adopted a familiarization programme for Independent Directors intending to provide relevant details of the Company to the Independent Directors so that they can understand the business of the Company in-depth and contribute meaningfully in the discussion relating to the Company and Industry in which it operates.

The program formulated with the objective of making the Independent Directors of the Company accustomed to their roles and responsibilities is divided into various modules with emphasis on :

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

The Program has been designed considering the specific needs of contemporary Corporate Governance and the expected obligations of Independent Directors in view of the onerous responsibility conferred by the Companies Act, 2013 and the Listing Agreement as amended from time to time.

Familiarization Process

The Company shall through its Executive Directors / Senior Managerial Personnel/Independent Professional conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

The program essentially has two broad components –technical and behavioural. The technical component shall enable the participants to understand Company business, strategies, industry dynamics and its growth plans and prepare them for an active role in Company. The behavioural component shall empower the participants to understand board procedures and help them to be effective in board activities. The Program also aims to offer a conceptual framework based upon current expectations which require the Independent Directors to adhere to a code and standard of ethics and integrity for fulfilment of their responsibilities in a professional and faithful manner to promote confidence of the investment community particularly minority shareholders, regulatory authorities and the stakeholders at large.

The program shall be conducted in such manner as to facilitate and convenience the Independent Directors and enable them to attend the same in view of their busy schedules.

The Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time.

At the time of the appointment

At the time of the appointment, the Independent Directors are informed about their role and responsibilities and are given an overview of the business, operations and business model of the Company including an overview on the Liquor Sector.

As part of familiarisation, the independent directors are provided with copies of the following documents at their appointment-

1. Annual Reports of the Company of the last three years;
2. Criteria of Independence applicable on Independent Directors as per Regulation 16(b) of the SEBI(LODR) Regulations, 2015 and the Companies Act, 2013.
3. Copies of the code of conduct and Ethics for Board Members, the Code for Prevention of Insider Trading in Mohan Meakin Limited Equity Shares/Securities and other policies.
4. The Board members are provided with internal policies to enable them to familiarize themselves with the Company's procedures and practices.

Regular Familiarisation modules

- A. The Independent Directors have attended such orientation process/ familiarization programme at the time of Board and Committee meetings. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.
- B. The company as per its familiarisation modules, organises various programs whereat presentations on the business and performance of the Company including Roles, Rights and Responsibilities - Board dynamics & functions of independent directors are made to familiarize the Independent Directors with the strategy, operations and functions of the Company. The Programme aims to provide insights into the company to enable the Independent Directors to be in a position to take well-informed timely decisions and contribute significantly to the Company. Apart from organising aforesaid programs, similar presentation is also made part of the board meeting once or twice in a year.
- C. Each director of the Company has complete access to any information relating to the Company.
- D. Board Members are promptly updated on any change and new development with regard to relevant regulatory requirements such as SEBI regulations, Companies Act etc.
- E. Familiarisation programmes are also proposed to be conducted on need basis during the term of the directors.
- F. The Board members are also made aware about the compliances applicable on the Company by way of quarterly compliances report.
- G. Disclosure of the Policy
- H. This policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.
- I. Review of the Program

The Board will review this program and make revisions as may be required.