

# **POLICY ON FAMILIARIZATION OF INDEPENDENT DIRECTORS**

**OF**

**ORKLA INDIA LIMITED<sup>1</sup>**



Version	Approved By	Date of Approval
1.0	Board of Directors	September 02, 2025

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<sup>1</sup>Formerly known as “Orkla India Private Limited” and “MTR Foods Private Limited”

## I. INTRODUCTION

The Board of Directors of Orkla India Limited (“**Company**”) in pursuance of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and other applicable provisions (including any statutory enactments or amendments thereof), has adopted this Policy on Familiarization Programme for Independent Directors (“**Policy**”). This Policy is designed to help the independent directors (“**Independent Directors**”) gain a comprehensive understanding of the Company, including its operations, industry landscape, business model, their roles, rights, and responsibilities within the Company, and any other relevant information that enables them to contribute effectively to the Company’s governance and strategic direction.

This Policy shall be effective from the date of listing of equity shares of the Company on the stock exchange(s).

## II. PROCESS OF FAMILIARIZATION WITH THE COMPANY

An important aspect of the effectiveness of the Board of Directors of the Company (“**Board**”) is the appropriate attention given to the induction, orientation, and training of the Independent Directors along with a summary of ‘do’s and don’ts’ pertaining to insider trading issues, as well as access to the latest Annual Reports and best practices on corporate social responsibility and sustainability. The Company firmly believes that investing in Board development strengthens the Board as well as the individual Directors. Directors are regularly updated on changes in policies and programmes, laws, and the general business environment.

The Company ensures that Independent Directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates and the business model of the Company, through various programmes and at regular intervals.

- (a) At the time of induction and subsequently on a sustained and regular basis, the Independent Directors are provided an overview of:
- Introduction, Company history and genesis.
  - Criteria of independence applicable to Independent Directors as per Regulation 16 and 17(10)(b) of the SEBI Listing Regulations and Section 149(6) of the Companies Act, 2013.
  - Overview of the Company operations comprising details of the Company’s service business units and business model, clientele, functional service offerings including business strategies, nature of industry and unique challenges of the business.
  - Key financial highlights.
  - Details of the group (comprising the subsidiaries, joint ventures and associate companies, if any).
  - Board and committees of the Board, their operations, charter and functioning.
  - Key management personnel details.

- Highlights of the human resource (“HR”), quality and innovation functions.
  - Corporate social responsibility initiatives.
  - Business responsibility initiatives of the Company.
  - Corporate governance practices, quarterly compliance reports, updates on various business processes and procedures, including Board and committee functioning.
  - Risk management systems and framework.
  - Vigil mechanism /Whistle Blower Policy including policy formulation, disclosures, Code of Conduct for Directors and Senior Management.
  - Financial controls, financial management, Board effectiveness, meetings and performance assessment.
  - Roles, functions, duties, responsibilities and liabilities of Independent Directors.
- (b) The Chairperson of the Board, depending on the business needs, may also nominate Independent Directors for relevant external training programmes.
- (c) Apart from the Independent Directors, Non-Executive Directors are also eligible to attend the familiarisation programmes.
- (d) The Independent Directors are made aware of their responsibilities and liabilities at the time of their appointment through a formal letter of appointment, which also stipulates their roles and responsibilities and various terms and conditions of their appointment.
- (e) Regular updates on relevant statutory and regulatory changes are circulated to the Independent Directors of the Company.
- (f) The Company may include such other details and information, as required, during the introductory familiarization programme / presentation, when a new Independent Director is appointed on the Board of the Company.

All Independent Directors may, at their discretion, interact with the senior management of the Company. The Chairperson, Managing Director and Chief Executive Officer, the Executive Committee members, Heads of Functions, Human Resources and finance teams interact with the Independent Directors. Besides this, they also have a walkthrough of the Company’s business processes.

### **III. CONTINUAL FAMILIARIZATION PROGRAMS**

To understand and remain updated on the business, operations of the Company and changes in the regulatory regime on a regular basis, the Independent Directors, at the Board meetings and relevant committee meetings are provided, *inter alia*, with the following:

- Updates on operations, industry position, strategies, competitiveness and financial performance of the Company.

- Updates regarding budgets, working capital management and fund flows.
- Review of internal and statutory audit.
- Updates on significant developments in the Company and business performance of the Company.
- Updates regarding business strategies and policies of the Company on social responsibility, nomination and remuneration criteria, vigil mechanism/whistle blower, risk management, etc.
- Safety, health, and environment and sustainability issues.
- Updates on significant amendments in corporate and other laws and its impact on the Company.

#### **IV. POLICY REVIEW**

The Board, subject to applicable laws is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy.

In the event of any conflict between the provisions of this Policy and of the applicable law, such applicable law in force from time to time shall prevail over this Policy.

#### **V. DISCLOSURES**

The Board's composition (including gender, age, etc.) will be disclosed in the Annual Report. This Policy shall be uploaded on the Company's website for public information and a web link thereto shall also be provided in the Annual Report of the Company. Further any subsequent amendment/modification in the SEBI Listing Regulations, the Companies Act and/or any other laws in this regard shall automatically apply to this Policy.

#### **VI. REVISION OF POLICY**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

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**DETAILS OF FAMILIARISATION PROGRAMMES ATTENDED BY INDEPENDENT DIRECTORS**

Sr. No	Name of Independent Director	Programme Details	No of Programmes attended by Independent Director		No. of hours spent by Independent Director	
			FY	On cumulative basis till date	FY	On cumulative basis till date