



**ADANI WILMAR LIMITED
FAMILIARIZATION PROGRAMME FOR INDEPENDENT
DIRECTORS**



FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

TABLE OF CONTENTS

Sr. No.	Particulars	Page Nos.
1.	Purpose	3
2.	Familiarization Process	3
3.	Disclosure of the Policy	3
4.	Review of the Program	4



FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Familiarization Program ("the Program") for Independent Directors of Adani Wilmar Limited ("the Company") has been adopted by the Board of Directors pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

1. Purpose

The program is formulated with the objective of making the Independent Directors of the Company accustomed to their roles and responsibilities and 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 Regulations as amended from time to time.

2. Familiarization Process

The Company shall through its Executive Directors / Senior Managerial Personnel 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 fulfillment 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 per convenience of Independent Directors so as to facilitate 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; and

The Company may conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.

3. Disclosure of the Policy

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.

4. Review of the Program

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

DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF ADANI WILMAR LIMITED ("THE COMPANY") DURING FY 2021-22:

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

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

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/familiarization programme. 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.

Details of Familiarization Programmes imparted to Independent Directors, Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	➤ One Programme during the FY 2021-22
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	➤ Approx. 1.5 hours during FY 2021-22
Purpose of Programme	1) Formal appointment explaining rights, responsibilities, duties & liabilities of Independent Directors. 2) Induction by Managing Director & CEO and CFO giving overview on FMCG industry, macro scenario, business model of the Company, business processes, Company policies, financial performance of the Company.

DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS OF ADANI WILMAR LIMITED ("THE COMPANY") DURING FY 2022-23:

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

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

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/familiarization programme. 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. The Independent Directors are periodically appraised about the changes in organizational structure, succession plans, management development programs organized by the Company. Visits to Company facilities are organized to enable the Directors to familiarize themselves and experience the manufacturing and other facilities of the Company.

<p>Details of Familiarization Programmes imparted to Independent Directors, Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)</p>	<p>➤ Three Programmes during the FY 2022-23</p>
<p>Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)</p>	<p>➤ Approx. 10 hours during the FY 2022-23 ➤ Approx. 11.5.5 hours on a cumulative basis</p>
<p>Purpose of Programme</p>	<ul style="list-style-type: none"> • Familiarization with the Code of Conduct for Prevention of Insider Trading and awareness session on the provisions of SEBI (Prohibition of Insider Trading Regulations), 2015. • Awareness sessions on environmental, social and governance (ESG) framework and initiatives taken for the same by the Company. • Business and Industry overview, CSR and sustainability initiatives, Governance and risk assessment, management & mitigation procedures and legal/ regulatory updates at quarterly Audit Committee and Board meetings. • Plant visits to familiarize the Directors with manufacturing and other facilities.