

## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

### **PREAMBLE**

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Independent Directors should be familiarized with the Ovobel Foods Limited (“the Company”) business, their role, rights, duties and responsibilities in the Company, nature of the industry in which the Company operates, challenges and opportunities before the Company business model of the Company, etc., through various programmes.

### **PURPOSE AND OBJECTIVE**

The Familiarization Programme is structured to assist the Independent Directors to understand the Company and its business so as to enable them in effective discharge of their duties.

### **OVERVIEW OF THE FAMILIARIZATION PROCESS OF THE COMPANY**

#### **❖ At the time of the appointment**

1. At the time of appointment, the Independent directors are informed about their role and responsibilities and are given an overview of business, operations and business model of the Company including an overview on the egg processing industry.
2. When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Managing Director to discuss the functioning of the Board and the nature of the operation of the company’s business activities.
3. After appointment of the Independent Directors, they are provided with the copies of the following documents:
  - a. Annual reports of the Company of the last three years
  - b. Memorandum and Articles of Association of the Company
  - c. Criteria of Independence applicable to Independent Directors as per Regulation 16(b) of the SEBI(LODR) Regulations, 2015 and Section 149 of the Companies Act, 2013.
  - d. Copies of Code of Conduct and Ethics for Board Members, Code for prevention of Insider Trading and other policies.
  - e. Policy details of the Company on various business aspects and practices.
  - f. Organizational Chart of the Company and the profile of all the Directors and the Senior Managerial Personnel of the Company.
  - g. Board Evaluation process and procedures.

#### **❖ Familiarization modules during the year:**

1. Presentations on the business and performance of the Company are made at the Board Meetings 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.
2. Independent Directors have access to key management people to clear any doubts, seek clarification or understand any work process(es).
3. Visit to plants are organized for explaining the production and quality maintenance processes.
4. Independent Directors are promptly updated on any change and new development with regard to relevant regulatory requirement such as SEBI regulations, Companies Act etc.

5. Familiarization programmes are also proposed to be conducted on need basis during the term of the Directors.
6. The Directors are also made aware about the compliances applicable on the Company by way of quarterly compliances report.
7. The Independent Directors have the freedom to interact with the Company's management during the Board/Committee of Directors meetings or otherwise.
8. Need based training is provided to the Independent Directors on various matters through Seminars, conferences, training programmes by the management of the Company as required from time to time.

❖ **Details of Familiarisation Programme imparted to Independent Directors**

The Company conducted a familiarization programme for the Independent Directors at its registered office situated at 329, Golden Point, 2nd Floor, Off Queens Road Cross, Behind Jain Hospital, Vasanth Nagar, Bengaluru 560001, Karnataka, India.

The familiarisation programme for our Directors is customised to suit the individual interest and area of expertise of the Independent Directors. The induction programme included one-to-one interactive sessions with the Managing Director.

Such programmes / presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

The above programme will also include the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities. The Company may also circulate news and articles related to the industry from time to time and may provide specific regulatory updates.

The IDs have in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs along with the declaration given under sub-section (7) of section 149 of the Companies Act.

The programme was conducted in the presence of the Managing Director, Chief Financial Officer and all the existing Independent Directors of the Company.

The Managing Director accustomed the Directors about the present scenario of the Industry and what position our Company holds in the industry. The Chairman further informed the Directors about the Company's product suit & portfolio overview, the business model of the Company, the nature of the sector in which the Company operates, the major challenges and the opportunities available, particulars arising from factors such as excess capacity, domestic and international demand & supply imbalances and volatile swings in market demand and prices, exacerbated by frequent swings in input prices. The Managing Director briefed the Directors about the strategies, possible diversification, backward integration, cost cutting measures and growth plans devised by the Company to survive as well as grow in the challenging environment taking into consideration the suggestions extended by the Directors. The Managing Director also updated about the operations of the unit acquired by the Company and the progress made in setting up new units.

The Managing Director thereafter apprised the Directors of their roles, rights and responsibilities in alignment with the Companies Act, 2013 and rules made therein and the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 as effective from December 1, 2015 and any

amendment thereof offered 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 Managing Director further stated that we at Ovobel Foods believe that investment in development of the Board strengthens the Directors in individual capacity as well as the Board as a whole. As a matter of good corporate governance, the Company shall make all endeavours to conduct such programmes in future, when need be, so as to familiarise and update the Independent Directors about the business and operations of the Company on a continuous basis.

**OTHER INITIATIVES TO UPDATE THE DIRECTORS ON A CONTINUING BASIS**

The Directors get an opportunity to visit Company's plants, where plant heads apprise them of the operational and sustainability aspects of the plants to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality, Sustainability etc.

**DETAILS OF FAMILIARISATION PROGRAMME IMPARTED TO INDEPENDENT DIRECTORS**

- **Date of Programme during the financial Year 2025-26: 10 February 2026**

Sl. No	Name of Independent Director	Number of Programmes Attended		Number of hours Spent	
		During the Year	Cumulative Till Date	During the Year	Cumulative till date
1	Mrs.Rakhi Bajoria	1	3	1	3
2	Mrs.Geetika Khandelwal	1	3	1	3