



**ward
wizard**

Foods and Beverages Limited
(Formerly known as Vegetable Products Limited)

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS OF THE COMPANY

Preamble

In accordance with the requirements of Clause 49(II)(B)(7) of the Listing Agreement and Schedule IV of the Companies Act, 2013, the Company shall familiarize the Independent Directors (hereinafter referred as “**Directors**”) via Familiarization Programme (hereinafter referred as “**Programme**”) and provide an insight into the Company to enable the directors to understand the business in depth and contribute significantly to the Company.

Purpose & Objective

Through the Programme, the Company aims to achieve the following objectives:

1. To apprise the directors about the operating system of the Company for its business operations;
2. To inform them of all the laws, rules, regulations and guidelines applicable to the Company;
3. To make them aware of the rules, responsibilities, liabilities pursuant to the Companies Act, 2013;
4. To generate and obtain valuable and informed decision from the directors on the matters to be brought or discussed at the Board Meetings.

1. 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 behavioral. 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 behavioral 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 to facilitate and convenience the Independent Directors and enable them to attend the same in view of their busy schedules.

CIN: L15100WB1953PLC021090

Registered Office: Old Nimta Road, Nandan Nagar, Belghoria, Kolkata-700083, West Bengal

Corporate Office: 418, GIDC Estate, POR, Ramangamdi, Vadodara-391243

Email ID: compliance@wardwizardfoods.com | **Website:** www.vegetableindia.com | **Compliance No:** +91 6355426350



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2. Contents of the Programme

The programme shall be divided into various modules as enumerated below:

- Roles, Rights, Duties, Responsibilities and Liabilities of the Directors;
- Business Model of the Company thereby including the nature of industry in which the Company falls, its product and services, geographical area of operation of the Company;
- Board dynamics and functions;
- Management Techniques.

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.

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**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS
[PURSUANT TO THE PROVISIONS OF REGULATION 46 (2) OF SEBI (LISTING OBLIGATION AND DISCLOSURE
REQUIREMENT) REGULATIONS, 2015]**

Sr. No	Name of Independent Directors	No. of Programmes (Board/Audit Committee Meetings) attended by Independent Directors		No. of Hours spent (at Board/Audit Committee Meetings) by Independent Directors in such programmes	
		during the year 2023-2024	on cumulative basis till 31-03-2024	during the year 2023-2024	on cumulative basis till 31-03-2024
1.	Mr. Sanjay Rajendra Soni	05	09	09	16
2.	Dr. John Joseph	02	02	03	03
3.	Lt General Jai Sing Nain	02	02	03	03
4.	Mr. Paresh Thakkar	01	01	1.5	1.5

Note:

1. During the financial year ended 2023-24, (11) Eleven Board Meetings and (10) Ten Audit Committee Meetings were convened and held.
2. During the Financial Year under review, the Company has appointed Dr. John Joseph and Lt General Jai Singh Nain as an Additional Directors in the category of Independent Director (Non- Executive) w.e.f. 25th September, 2023. The appointment of Dr. John Joseph and Lt General Jai Singh Nain were approved by the Shareholders by passing Special Resolution through Postal Ballot on 27th November, 2023 through remote e-voting to hold the office of Independent Director (Non-Executive) for a period of upto 5 (five) consecutive years i.e. w.e.f. 25th November, 2023.
3. During the Financial Year under review, the Company has appointed Mr. Paresh Thakkar as an Additional Director in the category of Independent Director (Non- Executive) w.e.f. 14th February, 2024. The appointment of Mr. Paresh Thakkar was approved by the Shareholders by passing Special Resolution through Postal Ballot on 18th April, 2024 through remote e-voting to hold the office of Independent Director (Non-Executive) for a period of upto 5 (five) consecutive years i.e. w.e.f. 14th February, 2024.

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