

**UNIVA FOODS LIMITED**

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

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## 1. OBJECTIVE

The Companies Act, 2013, read with the rules thereunder, as amended (the “Companies Act”) read along with Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”) places increased responsibilities on independent directors of the Company. In order to enable the independent directors to fulfil their responsibilities efficiently and effectively, a familiarization programme (“Programme”) has been put in place by Univa Foods Limited (the “Company”) to assist them to understand details about the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The Policy shall become effective from November 11, 2024.

## 2. PURPOSE

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 Regulations as amended from time to time.

## 3. ORIENTATION PROGRAMME UPON INDUCTION OF NEW DIRECTORS:

- The new inductee is provided a familiarization pack consisting of the Company’s corporate profile, a brief introduction to the Company and its subsidiaries, its mission, vision and values statement, organisation structure, latest Annual Report, Code of Conduct applicable to Directors / employees of the Company, the ‘ Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices’ along with a summary of ‘do’s and don’ts’ pertaining to insider trading issues and the latest Annual Reports on corporate social responsibility and sustainability.
- In case the inductee is also inducted on the Audit Committee, (s)he is also provided the Audit Committee Charter and the Whistle Blower Policy.
- A detailed appointment letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, Univa Foods Limited Code of Conduct, and obligations on disclosures, is issued for their acceptance.

## 4. 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 fulfilment of their responsibilities in a professional and faithful manner to promote confidence of the investor 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; and The Company may conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.

Further, the Managing Director and other Executives of the Company shall lead the Familiarisation Programme on aspects related to business/industry. The Chief Financial Officer or such other authorised officer(s) of the Company may participate in the programme for providing inputs on financial performance of the Company and budget, control, process, etc. apart from involvement of other senior management personnel/key managerial personnel of the Company as and when required to conduct such programmes.

## **5. DISCLOSURE OF THE POLICY**

The purpose and objective of this Policy is to provide a framework to promote responsible and secure whistle blowing. It protects the employees wishing to raise a concern about serious irregularities within the Company.

As required under Regulation 46 of the Listing Regulations the details of familiarization programmes imparted to independent directors shall include the following details: -

- (i) number of programmes attended by independent directors (during the year and on a cumulative basis till date),
- (ii) number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and
- (iii) other relevant details

## **6. REVIEW OF THE PROGRAM**

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

## **7. DISCLAIMER**

In any circumstances, where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the newly enacted law, rule, regulation or standard will take precedence over this Policy until such time the Policy is changed to conform to the Law, rule, regulation or standard.

*This Policy is lastly amended by the Board of Directors at its meeting held on November 11, 2024.*

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**“ANNEXURE A”**

**FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS**

The role of Independent Directors has been of paramount importance to the corporate world, its investors, stakeholders, regulators as these directors are required to uphold ethical standards of integrity and probity, exercise independent judgement and assist in implementing best corporate governance practices, while fulfilling the strict criteria of being independent of the management and the Company. Hence, it becomes imperative on the part of the Company to adequately familiarize independent directors with the Company, its operations, management and regulatory framework governing the organization.

Pursuant to Regulation 25 (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), the listed entity shall familiarize the Independent Directors through various programmes about the listed entity, including the following:

- nature of the industry in which the listed entity operates;
- business model of the listed entity;
- roles, rights, responsibilities of Independent Directors; and
- any other relevant information.

Summary of Familiarization programme of Independent Directors:

Particulars	During the year	Cumulative till date
Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	1	1
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	1 Hour	1 Hour