Familiarization Program for Independent Directors of Uniroyal Industries Limited

INTRODUCTION

In terms of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company is required to familiarise its Independent Directors through various programmes about the Company, including the following:

a. nature of the industry in which the Company operates;
b. business model of the Company;
c. roles, rights, responsibilities of independent directors; and
d. any other relevant information.

Further, Regulation 46(2) read with Regulation 62(1A) of the Listing Regulations requires the Company to disseminate on its website the details of familiarisation programmes imparted to independent directors including the following details:

a. number of programmes attended by independent directors (during the year and on a cumulative basis till date);
b. number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date); and
c. other relevant details.

The Company believes that an effective familiarisation programme helps the Independent Directors not only to have greater insight into Company's business but also contributes effectively in decision-making at Board / Committee meetings.

The need for familiarisation is also identified through the outcome of Directors' performance evaluation process.

Familiarisation after appointment on the Board

The Independent Directors of the Company are made aware of their role, responsibilities, and liabilities at the time of their appointment/reappointment through a formal letter of appointment which also stipulates various terms and conditions of their engagement apart from clarifying their roles and responsibilities.

The Directors on their appointment are taken through a detailed induction programme, which covers the history, culture and background of the Company and its growth over the last several decades, various milestones in the Company's existence since its incorporation, the present structure and an overview of the businesses and functions.

The Company arranges site visits to the manufacturing facilitiy of the Company apprising the Directors about operations of the Company and its subsidiary, internal policies and practices, regulatory framework etc.

The Independent Directors are provided with an induction kit and the appointment letter contains *inter alia* their role, duties & responsibilities, insurance coverage etc.

The induction kit for new directors includes annual reports, memorandum and articles of association of the Company, Code of Conduct and other corporate governance policies, composition of various board committees along with their terms of reference etc. including guidance on the regulatory framework.

Continual Familiarisation Programme

Familiarisation is achieved through broad-based engagement, under which various business heads and functional heads (including those of key subsidiaries) are invited for group/one-on-one interaction with the Independent Directors to enable them get a better understanding of the business and operations.

Regular interactions are held between statutory and internal auditors and independent directors. Monthly / quarterly updates on relevant statutory, regulatory changes and landmark judicial pronouncements encompassing important laws are circulated to the Directors. The Directors are also informed of key developments in the Company.

Certain programmes / activities are merged with the Board/Committee meetings to suit the convenience of Directors. Also, individual programmes are conducted separately, as and when required.
Summary of familiarization programs imparted to Independent Directors :

Financial Year	**Number of Programs**	**Duration of each Program**	**Total number of hours spent by each Independent Director (hours)**
2015-16	2	8	16
2016-17	2	8	16
2017-18	2	8	16
2018-19	2	8	16
2019-20	2	8	16
2020-21	2	8	16
2021-22	2	8	16
2022-23	2	8	16
2023-24	2	8	16
2024-25	2	8	16
2025-26	2	8	16