



UNIPARTS INDIA LIMITED

**POLICY ON FAMILIARISATION PROGRAMME OF
INDEPENDENT DIRECTORS**



The Familiarization Program (“the Program”) for Independent Directors of Uniparts India Limited (“the Company”) has been adopted by the Board of Directors pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 as amended.

OBJECTIVES:

- To adopt a structured programme for orientation and training of Independent Directors at the time of their joining so as to enable them to understand the Company - its operations, business, industry and environment in which it functions.
- To update the Directors on a continuing basis on any significant changes therein so as to be in a position to take well-informed and timely decisions

FAMILIARISATION PROCESS OF INDEPENDENT DIRECTORS:

The members of the Board of Directors have complete access to information within the Company. The Company from time to time updates the Board members about their roles and responsibilities in the following manner:

- At the time of joining, an Appointment letter is issued to the Independent Directors, which broadly outlines their statutory duties, roles, responsibilities as an Independent Director. The Independent Directors are also informed of the important policies of the Company including the Directors and Officers Liability and Company Insurance policy, Code of Conduct for Directors and Senior Management Personnel, Code of Conduct for Prevention of Insider Trading and obligations on disclosures.
- At the time of inducting a newly appointed Director, including Independent Directors, a presentation is made by the Senior Executives of the Company including the Managing Directors, CFO & Company Secretary to familiarize the Director with the business model, operational aspects, management structure and other information about the Company. The new Independent Directors are provided with copy of latest Annual Report, the Code of Conduct for Prohibition of Insider Trading (Code of Conduct) and Code of practices and procedures for fair disclosure of unpublished price sensitive information (Code of fair disclosure), Schedule of upcoming Board and Committee meetings. The new inductee is also appraised on the ongoing discussions at the Board meetings to enable him/ her to effectively participate at the Board meetings.



- The Company keeps all its Directors including Independent Directors updated on the operations of the Company and key developments which may impact the Company, its performance and its human resources through presentations made at the meetings of Board or otherwise by the Managing Director of the Company from time to time. Such presentations, inter alia, include details of the industry in which company operates, performance of the Company, updates on products of the Company, Company plans and strategies budgets, risk management mechanism, investments, funds flows, operations of subsidiaries and associates, HR policies, management succession planning and such other information as may be required by them under applicable laws.
- Business / Functional Heads and Company Executives are invited at Board or Committee Meetings as and when required, to provide a platform for interaction with the Company's key executives with the Directors including Independent Directors, and also to enable them to better understand the business and operations of the Company.
- The Board members are updated on various regulatory and other amendments and developments either by way of presentations by external experts /consultants or by internal experts. The Independent Directors were also given a detailed overview of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards notified by the Ministry of Corporate Affairs. For the convenience of the Directors, the program activities are merged with the Board/Committee meetings.
- The Company encourages and recommends its Independent Director's participation at various programs being conducted by professional bodies and organizations to stay apprised of various changes and amendments in laws in the changing regulatory environment.

During every financial year, the Independent Directors and the Board of Directors cumulatively spend considerable time in activities relating to familiarization sessions.

DISCLOSURE

The Company shall upload its familiarization program on its website and a web link for the same shall be provided in the Company's Annual Report.

As and when the familiarization program is conducted the same will be disclosed on the website with the following details:

- a) Number of programs attended by independent directors (during the year and on a cumulative basis till date)
- b) Number of hours spent by independent directors in such programs (during the year and on a cumulative basis till date)
- c) Other relevant details



Policy review

In case of any subsequent changes in the provisions of the Act or any other regulations which makes any of the provisions in the policy inconsistent with the Act or SEBI LODR Regulations, then the provisions of the Act or SEBI LODR Regulations would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.

This policy shall be reviewed by the Nomination and Remuneration Committee as and when any changes are to be incorporated in the policy due to change in regulations or as may be felt appropriate by the Committee. Any changes or modification on the policy as recommended by the Committee would be given for approval of the Board of Directors.

Familiarisation Programmes attended by Independent Directors during the financial year 2022-23 and cumulative from April 1, 2022 up to March 31, 2023

Particulars	During the financial year 2022-23	Cumulative from April 1, 2022 up to March 31, 2023
Number of familiarization programmes attended by the Independent Directors	9	9
Time spent by the Independent Directors in such programmes in the aggregate	4 Hours	4 Hours
