

# UNIVA FOODS LIMITED

(Formerly Known as Hotel Rugby Limited)

CIN: L55101MH1991PLC063265

**REGISTERED OFFICE:** 2, Ground Floor, 9, Dev Bhuvan, Gazdar Street, Chirabazar, Kalbadevi, Mumbai City-400002, Maharashtra, India.

**WEBSITE:** [www.hotelrugby.co.in](http://www.hotelrugby.co.in), **EMAIL ID:** [rugbyhotel@rediffmail.com](mailto:rugbyhotel@rediffmail.com)

**CONTACT:** 022 67470380

## *FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS*

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### **1. INTRODUCTION:**

In accordance with Regulation 4 (14), 25(7) read with Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall familiarise the independent directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, Business Model of the Company, etc. through various programmes.

### **2. OBJECTIVE:**

The familiarization programme helps the independent directors not only to have greater insight into the Company's business but also contribute effectively in decision making at Board/Committee meetings.

The familiarization programme of Independent Directors are provided with the necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

### **3. INDUCTION ON JOINING THE BOARD OF THE COMPANY:**

- A. At the time of appointment, an appointment letter incorporating the role and duties, tenure of appointment, evaluation process, availability of Directors' and officers' liability insurance, details regarding remuneration are given to the Directors.
- B. The Company conducts a well-structured induction programme for orientation and training of directors which includes one-to-one interactive sessions with the executive directors and management.
- C. New independent directors are provided with induction kit which includes presentation on details about the Company, Brief Profile of other Board Members, Memorandum and Articles of Association and policies as made under Companies Act, 2013 and SEBI Regulations.

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## **4. FAMILIARIZATION AND CONTINUING EDUCATION PROCESS:**

- A. The Company shall through its Executive Directors / Senior Managerial Personnel conduct programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company;
- B. Such programmes/presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team 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;
- C. The programmes/presentations shall also familiarize the Independent Directors with their roles, rights and responsibilities;
- D. Active communication channel between executive directors and independent directors, that allows the independent directors to raise query, seek clarifications for enabling a better understanding of the Company and its various operations are available.
- E. Meeting of statutory and internal auditors with independent directors are held to discuss Company's affairs without presence of management.
- F. The Company may circulate
  - News and articles related to the industry/ regulatory framework on a regular basis and may provide specific regulatory updates from time to time;
  - Updates on relevant Statutory and Regulatory changes are circulated to the Directors.

## **5. ROLE OF INDEPENDENT DIRECTORS:**

The role of the independent directors is:

- A. To help in bringing an independent judgement to bear on Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- B. To bring an objective view in evaluation of the performance of Board and management;
- C. To scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- D. To satisfy themselves on the integrity of financial information and that the financial controls and the systems of risk management are robust and defensible;
- E. To safeguard the interest of all the shareholders of the Company;

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- F. To balance the conflicting interest of the shareholders and management, if and when such a situation arises;
- G. To ensure the effectiveness of the Board as the oversight body to oversee what the management does;
- H. To identify the most critical issues for the Board to deal with;
- I. To assist the Board in achieving consensus on important issues;
- J. To ensure that Board conversations do not veer in the direction of certain unwanted topics/individual preferences; and
- K. To provide candid feedback to CEO/CFO /Whole-time Director.

## 6. REVIEW OF THE PROGRAM:

All the Directors and Senior Management Personnel of the Company shall conduct their activities on behalf of the Company and on their own behalf, with honesty, integrity and fairness. The Directors and Senior Management Personnel of the Company will act in good faith, responsibility, with due care, competence and diligence, without allowing their independent judgment to be subordinated.

The Directors and Senior Management Personnel of the Company will act in the best interests of the Company and fulfil the fiduciary obligations.

## 7. DETAILS OF FAMILIARIZATION SESSIONS

Details of Familiarization sessions held pursuant to the Policy are as follows:

Date of Programme	Area Covered
May 13, 2022	Industry Overview including demo
August 03, 2022	Business Structure of the Company
September 06, 2022	Product Knowledge

Details of attendance of Independent Directors in Familiarization Sessions are as follows

Sr. No.	Name of Independent Director	Initial Date of Appointment	Number of Session Attended	Number of Hour spend in the attended session
1.	Mr. Jayaghosh Yarlagadda	13/05/2022	3	5 Hours
2.	Mr. Udaya Manikanta Pemmanaboyina	13/05/2022	3	5 Hours

## 8. MISCELLANEOUS:

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- A. 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 Corporate Governance Section of the Annual Report of the Company.
- B. The Board may review the Program and make revisions as may be required.
- C. The Company Secretary is authorized to amend this programme to give effect to any changes/amendments notified by the Ministry of Corporate Affairs or SEBI. The amended programme shall be placed before the Board for noting and ratification.

The Independent Director of the Company has complete access to relevant information/data and other ancillary relating to the Company and its Subsidiaries. Independent Directors have the liberty to interact with the Company's officials. The Directors are given all the documents/information sought by them from time to time to smoothly familiarise them with the dynamic business operation and the industry segments in which the company operates.

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