



UPL LIMITED - FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

1. REGULATORY FRAMEWORK

- 1.1. This Policy ("Policy") of UPL Limited ("Company") has been prepared and adopted in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Companies Act, 2013 ("Act") read along with circulars issued thereunder, including any statutory modifications or re-enactments thereof for the time being in force.
- 1.2. Regulation 25 (7) of SEBI LODR requires the Company to familiarize the independent directors through various programmes about the Company.
- 1.3. The Board of Directors shall review the Policy periodically and may amend the same from time to time, as may be deemed necessary.

2. OBJECTIVES

Through the familiarization programme, the Company intends to achieve the following objectives:

- 2.1. To apprise the Directors about the Company and its business model, corporate strategy, nature of industry, business plans and operations.
- 2.2. To familiarize them with the Company's financial performance, annual budget, internal control processes and statutory compliances.
- 2.3. To educate them about their roles and responsibilities in the Company.
- 2.4. To familiarize them with the Company's vision, core values, ethics, corporate governance practices and corporate social responsibility initiatives.

3. FAMILIARIZATION PROGRAMME

The Independent Directors in the Board and Committee meetings shall be provided with the following:

- 3.1. Updates on business model, nature of industry, operations and financial performance of the Company;
- 3.2. Presentations on Annual Budgets, Internal & Statutory Audit, Corporate Social Responsibility, strategies and business performance of the Company;
- 3.3. Updates on significant developments in the Company;
- 3.4. Policies of the Company on social responsibility, remuneration criteria, vigil mechanism, related party transactions etc.;



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- 3.5.** Update on significant amendments in corporate and other laws and its impact on the Company;
- 3.6.** Code of Conduct for Independent Directors as prescribed under the Companies Act, 2013;
- 3.7.** Roles and responsibilities of the Directors as outlined in the Companies Act, 2013;
- 3.8.** Presentations made by various business heads to apprise the directors in the matters of safety, pollution control measures, manufacturing processes, automation etc
- 3.9.** Interaction with management and legal experts from time to time who shall update the Independent Directors with different principles of management, laws, cyber security etc.,
- 3.10.** Arranging factory visits for the independent directors from time to time, where senior plant heads apprise them about the various operational and safety aspects of the plants, to get complete understanding of the activities of the Company.

4. DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS

Details of number of hours attended and number of programmes attended by each Independent Director during the year and on a cumulative basis are provided in the Annexure to this Policy.

5. DISCLOSURE REQUIREMENTS

- 5.1.** This Policy shall be uploaded on the website of the Company i.e. www.upl-ltd.com.
- 5.2.** A weblink of the Policy shall be disclosed in the Corporate Governance Report which is a part of the Annual Report of the Company

6. REVIEW AND REVISION

The familiarization process will be revised from time to time in order to provide more information to Independent Directors to enable them to contribute effectively to the growth of the Company.

(The above Policy was reviewed and approved by the Board of Directors at its meeting held on 31st January 2019)



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Annexure

Independent directors attended various programmes conducted by the company relating to Global business scenario of the Company and operation of the subsidiaries, function and region wise update, internal policies & practices, regulatory updates, induction for new directors and factory visits.

Name of the Director	Number of hours attended during FY 21-22 till date	Cumulative number of hours attended since 2014 till date
Mr. Pradeep Goyal	7	36
Dr. Reena Ramachandran	5	32
Mr. Hardeep Singh	7	32
Dr. Vasant Gandhi	7	28
Ms. Usha Rao-Monari (upto 13.05.2021)	1	21
Ms. Naina Lal Kidwai (from 01.10.2021)	4	4