

UMIYA TUBES LIMITED
(CIN: L28112GJ2013PLC074916)

Registered Office:

208, 2nd Floor, Suman Tower, Sector No. - 11, Gandhinagar -382011 (Gujarat)

Contact No: 9033090051, 9727715568 E-mail Id: info@umiyatubes.in Website: www.umiyatubes.in

UMIYA TUBES LIMITED
CORPORATE GOVERNANCE POLICY

1. INTRODUCTION

UMIYA TUBES LIMITED
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Umiya Tubes Limited ("the Company"), a listed public company, is committed to adopting the highest standards of corporate governance in compliance with the Companies Act, 2013, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). This policy outlines the framework for corporate governance within the Company, ensuring transparency, accountability, and ethical conduct in all business activities.

2. OBJECTIVES

- To promote ethical business practices, integrity, and transparency in corporate reporting and decision-making.
 - To ensure effective internal controls and risk management.
 - To protect the rights and interests of all stakeholders, including shareholders, employees, customers, and regulators.
 - To ensure compliance with applicable laws and regulations.
 - To foster an environment of accountability, fairness, and trust.
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3. BOARD OF DIRECTORS

3.1 Composition of the Board

- In accordance with the Companies Act, 2013 and SEBI LODR

3.2 Roles and Responsibilities

- Provide strategic guidance and oversee management performance.
- Ensure compliance with laws, regulations, and corporate policies.
- Approve financial statements and oversee financial reporting.
- Evaluate risks and ensure proper risk mitigation measures.
- Uphold ethical standards and corporate values.

3.3 Meetings & Evaluation

- The Board shall meet at least four times a year, ensuring a maximum gap of 120 days between two meetings.
 - The Board shall evaluate its own performance and that of its committees and individual directors annually.
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4. BOARD COMMITTEES

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To ensure efficient governance, the Company has constituted the following committees:

4.1 Audit Committee

- Composed of a minimum of three directors, with a majority being Independent Directors.
- Oversees financial reporting, internal audits, risk management, and compliance with SEBI LODR.

4.2 Nomination & Remuneration Committee (NRC)

- Responsible for recommending the appointment, re-appointment, and remuneration of directors and key managerial personnel (KMPs).
- Ensures proper succession planning and evaluation of the Board's performance.

4.3 Stakeholders Relationship Committee

- Addresses grievances of shareholders, investors, and stakeholders.
- Ensures effective communication and resolution of investor concerns.

5. CODE OF CONDUCT & ETHICS

- The Company shall adhere to a Code of Conduct for Directors and Senior Management, promoting honesty, integrity, and ethical behavior.
- Insider Trading shall be strictly prohibited, and the Company shall comply with SEBI (Prohibition of Insider Trading) Regulations.
- Conflicts of interest shall be avoided, and full disclosure of any potential conflicts shall be made.

6. DISCLOSURES & TRANSPARENCY

- The Company shall comply with SEBI LODR requirements for disclosures related to financial statements, material events, and shareholding patterns.
- The Annual Report shall include disclosures on corporate governance, risk management, and board evaluation.
- The Company shall ensure timely and accurate disclosure of information through stock exchanges and its website.

7. SHAREHOLDER RIGHTS & STAKEHOLDER COMMUNICATION

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- The Company shall facilitate effective communication with shareholders through general meetings, press releases, and digital platforms.
 - Shareholder rights, including voting rights and dividend entitlements, shall be upheld in accordance with applicable laws.
 - The Company shall ensure fair treatment of minority shareholders and prevent any unjust practices.
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8. RISK MANAGEMENT & INTERNAL CONTROLS

- The Board shall establish a robust Risk Management Framework to identify, assess, and mitigate financial, operational, and strategic risks.
 - The internal audit mechanism shall ensure effective internal controls and compliance with statutory requirements.
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9. WHISTLEBLOWER POLICY & VIGIL MECHANISM

- A Whistleblower Policy shall be in place to enable employees and stakeholders to report unethical conduct or violations confidentially.
 - The Audit Committee shall oversee the implementation and functioning of the vigil mechanism.
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10. POLICY REVIEW & AMENDMENTS

- This Corporate Governance Policy shall be reviewed periodically and amended as per regulatory changes and business requirements.
 - The Board shall have the authority to make necessary modifications to ensure continued compliance with applicable laws.
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