

# **RISHIROOP LIMITED**

## **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS OF THE COMPANY**

### **1. Preamble:**

The familiarization programs for Independent Directors is required pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as “SEBI LODR Regulations”) and Schedule IV of the Companies Act, 2013.

The provisions of SEBI LODR Regulations envisage that, the Company shall familiarize the Independent Directors on 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 programs.

The Schedule IV Companies Act also mandates that the Independent Directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge, and familiarity with the Company.

### **2. Purpose & Objective:**

The Company aims to achieve the following objectives:

- I. To apprise the directors about the operating system of the Company for its business operations;
- II. To inform them of all the laws, rules, regulations and guidelines applicable to the Company;
- III. To make them aware of the rules, responsibilities, liabilities pursuant to the Companies Act, 2013;
- IV. To generate and obtain valuable and informed decision from the directors on the matters to be brought or discussed at the Board Meetings.

### **3. Familiarization Methodology:**

On appointment, Independent Directors are given a letter of appointment which details on their definite roles, rights and duties, Code of Conduct particularly in accordance with the Schedule IV of the Companies Act, 2013, and also given a ‘Welcome Kit’, which includes organization structure, details about other directors on the Board, the summary of terms of reference of committees of the Board, major shareholders, Annual Reports, Codes of Conduct, copies of Corporate Policies of the Company, etc.,

They will also be updated on the various enactments applicable to the Company, including the Companies Act 2013, SEBI Regulations etc., and the amendments to the same, from time to time.

Post appointment, on their availability at the Corporate Office of the Company, he/she will be introduced to the senior management personnel of the Company for interactive session with Senior Management Personnel and the Leadership Team. The Independent Directors will also be updated on the business structure and operations of the Company.

Apart from the above, during their tenure as Director, they will be informed regularly on the material events of the Company. Further, at every Board Meeting and also during Committee Meetings, they will be updated on the Business and Financial performance, Industry trends, the risk management system, new laws/regulations applicable to the Company or amendments in existing laws/regulations, significant legal issues etc.

Independent Directors have the freedom to interact with the Company's management and the senior leadership team of the Company. Presentations are made regularly to the Board of Directors / Audit Committee (AC) (minutes of AC and other Board Committees are circulated to the Board).

**4. Details of familiarization programs imparted to independent directors:**

a. Number of programs attended by independent directors

(including presentations to Directors during Board & Committee meetings on regulatory changes and business scenario)

During the FY 2022-23: Four

b. Number of hours spent independent directors in such programs

During the FY 2022-23: Six hours

c. Other Details: Nil