RISHIROOP LIMITED

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS OF THE COMPANY

1. Preamble:

1.1. Rishiroop Limited has established this "Familiarization Program" for Independent Directors in compliance with 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.

1.2. 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.

1.3. Further, pursuant to Schedule IV of Companies Act, 2013 it has been mandated that the Independent Directors of the Company shall undertake appropriate induction and regularly update and refresh their skills, knowledge, and familiarity with the Company.

2. Scope of Familiarization Program

2.1. Independent Directors play a crucial role in shaping and strategizing a robust corporate governance of an organization by helping to bring an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.

2.2. The Familiarization Programs aims to build a comprehensive understanding of the Company's business operations, relevant market standards and the regulatory aspects where the independent directors are expected to exercise their duties and obligations.

2.3. The Familiarization Program applies to all Independent Directors from the time of their appointment and continues up to their tenure within the Company as an Independent Director.

3. Purpose & Objective:

3.1. The purpose of conducting familiarization programs is to make the independent directors aware about the functioning of the Company in all aspects so that they can understand and take informed decisions for all future operational activities.

3.2. A well-established familiarization program helps the Company to achieve the following objectives:

(i) To apprise the directors about the operating system of the Company regarding its business models and operations;

(ii) To acquaint the Independent Directors about the nature of the industry in which the Company operates;

(iii) To inform them of the prevailing market position and potential industrial expectations which the company is required to meet;

(iv) To inform them of all the laws, rules, regulations and guidelines applicable to the Company;

(v) To brief the Independent Directors regarding fulfillment of their duties, roles and responsibilities as well as exercise of their powers as laid down under the Code for Independent Directors as per Schedule IV of Companies Act, 2013;

(vi) To generate and obtain valuable and informed decision from the Independent Directors on the matters to be brought or discussed at the Board Meetings.

4. Familiarization Methodology:

The Company exercises the familiarization activity in the following manner:

4.1 Induction Program

1. At the time of their appointment, the Independent Directors are welcomed on the Board of the Company with a formal letter of appointment issued by the Company in accordance with Schedule IV of the Companies Act, 2913 which details on the following aspects:

(a) The term of appointment;

(b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;

(c) the fiduciary duties that come with such an appointment along with accompanying liabilities;

(d) provision for Directors and Officers (D and O) insurance, if any;

(e) the Code of Business Ethics that the company expects its Directors and employees to follow;

(f) the list of actions that a director should not do while functioning as such in the company; and

(g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.

2. The newly appointed Independent Directors are also given a 'Welcome Kit', which includes the following documents:

(a) Welcome letter from Chairman
(b) Company Structure / Organization Chart
(c) Nature of Industry and Business Model
(d) Code of Conduct for Director and Senior Management
(e) Key Policies
(f) Terms of Reference of Various Committees of the Board
(g) Roles, Rights and Responsibilities of Independent Director
(h) Copy of Memorandum and Articles of Association of the Company
(i) Copy of latest Annual Report

3. The Independent Directors are also made aware on various enactments applicable to the Company, including the Companies Act 2013, SEBI Regulations etc., and the amendments to the same, from time to time.

4. Post appointment, on their availability at the Corporate Office of the Company, he/she will be introduced to the other directors, senior management personnel and the leadership team of the Company in person to facilitate interaction and communication between them. During the said interactive session, the Independent Directors will also be updated briefly on the business structure and operations of the Company.

5. 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.

6. 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).

4.2 Disclosure of Familiarization Program on Website

In accordance with Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the listed entity shall disclose the details of the familiarization programs imparted to independent directors including the following details:

(i) Number of programmes attended by independent directors (during the year and on a cumulative basis till date;
(ii) Number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date;
(iii) Other relevant details.

4.3 Disclosure in Annual Report

In accordance with Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the web-link where the details of familiarization programmes imparted to independent directors shall be disclosed in the Corporate Governance Report forming part of the Annual Report of the listed entity.

5. Review and Amendment

The Policy on Familiarization Programme shall be reviewed by the Board of Directors periodically and any changes or amendments issued by the regulatory authorities by way of notifications, circulars, orders, guidelines, etc. shall be updated from time to time.

Last updated on: August 7, 2026

DETAILS OF FAMILIARIZATION PROGRAMS IMPARTED TO INDEPENDENT DIRECTORS:

(Including presentations to Directors during Board/Committee meetings on regulatory changes and business scenario and also new independent director induction programs/presentations)

FY	Number of program attended by Independent Directors		Number of hours spent by Independent Directors	
	During the FY	Cumulative	During the FY	Cumulative
2023-24	2	2	4	4
2024-25	2	4	3	7
2025-26	3	7	4	11

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