



## ROTO PUMPS LIMITED

### Familiarization Program for Independent Directors

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#### 1. PREAMBLE:

Regulation 25(7) of the SEBI (LODR) Regulations, 2015 inter-alia stipulates that the Company shall familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

#### 2. PURPOSE & OBJECTIVE

The Program aims to provide insights into the Company to assist the Independent Directors to understand its business in depth and so as enable them to effectively perform their duties.

#### 3. FAMILIARIZATION PROCESS

##### **At the time of the appointment**

At the time of the appointment, the Independent Directors are informed about their role and responsibilities and are given an overview of business, operations and business model of the Company including an overview on Company's industry and are also provided with copies of the following documents

- a. Annual Reports of the Company of the last three years;
- b. Criteria of Independence applicable on Independent Directors as per the Regulation 16(b) of the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013
- c. Copies of code of conduct and Ethics for Board Members, Code for Prevention of Insider Trading in Shares of the Company and other policies.
- d. The Board members are provided with internal policies to enable them to familiarize with the Company's procedures and practices.

##### **Regular Familiarization modules**

- a. Presentations on the business and performance of the Company are made at the Board Meetings to familiarize the Independent Directors with the strategy, operations and functions of the Company. The Programme aims to provide insights into the Company to enable the Independent Directors to be in a position to take well-informed timely decisions and contribute significantly to the Company.
- b. Each director of the Company has complete access to any information relating to the Company.
- c. Board Members are promptly updated on any change and new development with regard to relevant regulatory requirement such as SEBI regulations, Companies Act etc.
- d. Familiarization programmes are also proposed to be conducted on need basis during the term of the directors.



- e. The Board members are also made aware about the compliances applicable on the Company by way of quarterly compliances report.
- f. Independent Directors have the freedom to interact with the Company's management during the Board/ Committee of Directors meetings or otherwise.
- g. The Board members are also encouraged to advise the Company to adopt further programmes for their familiarization with the Company.

#### **4. FAMILIARIZATION POLICY**

Familiarization Program for Independent Directors shall include:

- (i) Industry overview and business structure of the Company;
- (ii) Operation overview and product knowledge;
- (iii) Overview of Sales & Marketing strategies;
- (iv) Financial Statements, Financial Ratios and other performance parameters used for control process;
- (v) Statutory compliances required to be fulfilled by the Company.