

RSWM LIMITED

Familiarization Programmes for Independent Directors

Preamble:

The Clause 49(II)(B)(7) of the Listing Agreement with the Stock Exchanges stipulates that :

1. The Company shall familiarise 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. The details of such familiarisation programmes shall be disclosed on the Company's website and a web link thereto shall also be given in the Annual Report."

Induction on joining the Board of Directors of the Company:

The new Director is welcomed to the Board of Directors of the Company by sharing the following documents of the Company for his / her reference:

1. Memorandum of Association and Articles of Association of the Company.
2. Annual Reports of last three consecutive years.
3. Code of Conduct for Directors and Senior Managerial Personnel.
4. Note on Directors Roles and Responsibilities.
5. List of Contact details of the Directors, Senior Managerial Personnel and their personal / executive assistants.
6. Publicity material of the Company that explains the range of products, services and solutions offered by the Company to its clients.
7. Note on key clients of the Company and their geographical distribution in terms of the work across and the revenue.
8. Note on the budget of the Company for the particular Financial Year.

Familiarization module for Independent Directors:

1. The Company shall facilitate an orientation programme for the Independent Directors to provide an overview of business, operations and business model of the Company.
2. The programme shall also familiarize with the role, responsibilities and rights of the Independent Directors.



3. The programme shall also provide an opportunity to interact with the senior leadership team of the Company and help them to understand the service and product offerings, markets, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

Training Session:

The regular presentations made through the Experts in their respective fields on the following topics afford the Board members an opportunity to understand and appreciate the complexities of the industry and their role therein:

1. Textile Sector:
 - Emerging Scenario in Production, Distribution and Competitive framework.
 - Government subsidy, Regulations.
2. Sustainability and Climate Change – Policies, upcoming Programs, Initiatives.
3. Business Excellence Journey
4. Group Policies and Culture

The Directors are also made conversant with the following matters on regular basis:

1. MIS
2. Business Development
3. Applicability of various Provisions of the Companies Act, 2013
4. Directors – Woman Director and Independent Directors
5. Directors – Meetings, Duties, Directorships & Report
6. Corporate Social Responsibility aspects
7. Key Management Personnel
8. Projects and their contours
9. Related Party Transactions
10. Depreciation
11. Consolidation of Accounts
12. Audit and Auditors.

Thus, all efforts are made to ensure that the Directors get well conversant with the state of the Company's affairs and the industry, in which it operates.