

RRP SEMICONDUCTOR LIMITED

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS



SEMICONDUCTOR LIMITED

PREAMBLE:

In terms of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Schedule IV of the Companies Act, 2013, RRP Semiconductor Limited (the "Company") has introduced a programme to familiarize the Independent Directors with the Company, 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 initiatives that would facilitate their active participation in managing the Company.

OBJECTIVE:

The objective of the Familiarization Programme is:

- To adopt an organized programme for orientation and training of Independent Directors at the time of their joining so as to facilitate them to understand the Company – its operation, industry and the environment in which it functions;
- To keep informed the directors on a continuing basis on any significant changes therein so as to be in a position to take well-informed and timely decisions;
- To enable them to understand their roles and responsibilities;
- To keep the Independent Directors updated on an ongoing basis about the significant changes which occur concerning the Company or its industry and business environment so that they are in a position to take well-informed decisions at appropriate time;
- To enable them to understand the Company and the industry and business environment it operates in.

APPLICABILITY:

The above Programme will be conducted for new and continuing Independent Directors of the Company. Apart from Independent Directors, Non-Executive Directors are also eligible to attend the familiarization programmes.



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FAMILIARIZATION PROCESS:

- The Company shall through its Executive Directors/Senior Managerial Personnel conduct programs/presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.
- Such programs/presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.
- Organize a program of Plant visit, apprising about manufacturing process, industry dynamics, global business scenario and regulatory framework for the industry, etc. to familiarize the Independent Directors with the process flow.
- At every meeting of the Board, presentations are also made covering performance of the businesses, financial analysis, financial position including liquidity, borrowings and investments, financial projections, significant changes in applicable laws and regulations, if any and operational/strategic issues of importance.
- Board members are updated about the statutory amendments from time to time.
- The Company will provide all the necessary information about the Company by providing following documents to Independent Directors either physical or electronic:
    - Latest Annual Report
    - Memorandum and Articles of Association
    - Code of Conduct, Code of internal procedures and conduct for regulating, monitoring and reporting of trading by Designated Persons
    - Code of practices and procedures for fair disclosure of unpublished price sensitive information
    - Policy on materiality of and dealing with related party transactions
    - Policy on Whistle Blowing and Vigil Mechanism
    - a detailed appointment letter containing roles and duties are provided to the director



- The Company may conduct an introductory familiarization program/presentation, when a new Independent Director appointed on the Board of the Company.
- The programs/presentations shall also familiarize the Independent Directors with their roles, duties, rights and responsibilities.
- The Company may circulate news and articles related to the Industry on a regular basis and may provide specific regulatory updates from time to time.

DISCLOSURE OF THE POLICY:

This Policy shall be uploaded on the Company's website for public information and a weblink for the same shall also be provided in the Annual Report of the Company.

PROGRAMME:

- Familiarization Programme will be conducted on "need-basis" during the year. This Programme will be conducted for new and continuing Independent Directors of the Company depending upon the need.
- The details of the familiarization programme will be updated on website.

REVIEW OF THE PROGRAM:

- The Company may periodically review this Program and make suitable revisions, as may be deemed necessary, from time to time.
- Any subsequent amendment/modification in the applicable laws in this regard shall automatically apply to this Policy.
- Any change/amendments to this policy shall be approved by the Board.

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