R M DRIP AND SPRINKLERS SYSTEMS LIMITED

Email : rmdrip@gmail.com **Web :** www.rmdrip.com **Contact :** +91-77200 94737
CIN : L27200MH2004PLC150101

RM Drip
And Sprinkler Systems Ltd.

Date: 1st November, 2021

To,
The Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
BandraKurlaComplex, Bandra (E),
Mumbai – 400051.

NSE Symbol: RMDRIP

Sub: Disclosure of information under Regulation 30(6) of SEBI (LODR) Regulations, 2015.

The company has issued appointment letter dated 1st November, 2021 to Mr. Ajay Raghunathrao Saraf to be appointed as Additional Independent director of the company as well as committee member of Audit committee, Stakeholders Relationship committee and Nomination & Remuneration Committee. The said appointment letter was issued by the board of directors in their meeting held on 1st November, 2021.

Accordingly please take on record the change in director as below:-

Sr No	Name of director	Particulars of Change	Position held	Effective date
1	Mr. Ajay Raghunathrao Saraf	Appointment	Independent director	Appointment with effective from 01/11/2021

We request you to take on record the disclosure.

Yours faithfully,
For R M Drip and Sprinklers Systems Limited

Shyam Sundar Dash

RM DRIP & SPRINKLERS SYSTEMS LIMITED CIN U-27200 MH-2004 PLC-150101 NASHIK

Shyam Sundar Dash
Managing Director
DIN: 07502666
Add: Flat No. S 202, H Wing, Suyojit One World,
S No113/4/32&113 B, Opp.Bytco College,
Nashik Road, Nashik 422101, Maharashtra, India

Encl: - Appointment letter of Mr. Ajay Raghunathrao Saraf as Independent director.

To,

Mr. Ajay Raghunathrao Saraf

Address: Highrise Prestige Apartments,
Flat # HD-01, New Sneh Nagar,
Near Purushottam Super Bazar,
Wardha Road, Nagpur- 440015.

Dear Sir,

Subject: Appointment as Additional Independent Director of the Company

With Reference to the Resolution passed in the Board Meeting held on 1st November, 2021we are pleased to inform you that you are appointed as an Additional Independent Director on the Board of the Company with effect from Monday, 1st November, 2021 with following expectations and duties:

(a) Term of appointment as an additional independent director will be for the period until the date of the ensuing General Meeting of the Company and thereafter for the period of 5 years as Independent Director w.e.f. 1st November, 2021

(b) The independent Directors shall:

1) help in bringing 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) bring an objective view in the evaluation of the performance of board and management;

3) scrutinize the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;

4) satisfy themselves on the integrity of financial information and financial controls and the systems of risk management are robust and defensible;

5) safeguard the interests of all stakeholders, particularly the minority shareholders;

6) balance the conflicting interest of the stakeholders;

7) determine appropriate levels of remuneration of executive Directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive Directors, key managerial personnel and senior management;

8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

(c) The independent Directors shall—

1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5) strive to attend the general meetings of the company;
6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
7) keep themselves well informed about the company and the external environment in which it operates;
8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11) report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12) assist in protecting the legitimate interests of the company, shareholders and its employees;
13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

(d) An independent director shall:

1) uphold ethical standards of integrity and probity;
2) act objectively and constructively while exercising his duties;
3) exercise his responsibilities in a *bona fide* manner in the interest of the company;
4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;

5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;

6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;

7) refrain from any action that would lead to loss of his independence;

8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;

9) assist the company in implementing the best corporate governance practices.

(e) The independent director shall not do anything or do not take any action against the policies which will detoriate the position of the company in the market or harm the name of the company. Also he shall not take any step against the provisions mentioned above and in the schedule IV of the companies act, 2013 and the rule and regulations applicable thereafter.

(f) The independent director will receive the mutually determined sitting fees Rs. 4,000/- per meeting and reimbursement of expenses for participation in the Boards and other meetings.

(g) The terms and conditions of appointment of independent directors will be open for inspection at the registered office of the company by any member during normal business hours.

(h) The terms and conditions of appointment of independent directors will also be posted on the company's website.

You are requested to acknowledge and confirm the appointment as an Additional Independent Director by signing on the copy of this letter.

Thanking You,

For R M DRIP AND SPRINKLERS SYSTEMS LIMITED

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NASHIK

Shyam Sundar Dash
Managing Director
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