

## RTS POWER CORPORATION LIMITED

### FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS

#### Introduction

Sub Clause II.B.7 of the revised Clause 49 of the Listing Agreement with the Stock Exchange requires that a listed company shall familiarize its 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 programmes.

#### Familiarisation process adopted by the Company

All Independent Directors are told about their roles, rights and responsibilities in the Company. A Folder containing information about the Company, a list of Board of Directors and Senior Management team, a printed copy of Memorandum and Articles of Association, printed copies of Annual Reports for previous three years, the Company's printed product literatures/brochures, a copy of the Company's Code of Business Conduct and Ethics for Directors, including Independent Directors and Senior Management Personnel, etc. is handed over to an Independent Director on his appointment.

The appointment of the Independent Directors is formalized through a letter of appointment, which inter alia sets out –

- (a) The expectation of the Board from the appointed Director, the Board level Committee(s) in which the Director is expected to serve and his/her tasks
- (b) The fiduciary duties that come with such an appointment along with accompanying liabilities
- (c) The Code of Business Ethics that the Company expects its Directors and Employees to follow
- (d) The list of actions that a Director should not do while functioning as such in the Company

Time to time the Company's Senior Management Team are invited to Board Meetings to update the Directors, including Independent Directors about the Company's business and the problems/risks the Company is facing and performance of each functional areas that the respective Senior Managers are handling, market condition, competitors' activities, industry situation, business strategy, compliance of applicable laws, violation, if any, etc.

Copies of important Circulars received by the Company from various Chambers/Associations and issued by Securities and Exchange Board of India, Ministry of Corporate Affairs / Reserve Bank of India affecting the Company/its business or involving statutory changes relevant for the Company, Directors are circulated amongst the Directors, including Independent Directors to keep them abreast with all such important changes

Visits to the Company's Factories at different locations are organized for Directors from time to time to enable them to familiarize with the Company's operations and its products and manufacturing processes.

Each Director of the Company has complete access to any information relating to the Company. Independent Directors have the freedom to interact with the Company's management. They are given all the documents sought by them for enabling a good understanding of the Company, its various activities and the industry segments to which it belongs.

On behalf of the Board of Directors



Kolkata

(S. S. Jain)

Dated :14<sup>th</sup> August , 2015

Chairman