

**RTS POWER CORPORATION LIMITED**  
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## **FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS**

### **PREAMBLE**

In terms of Regulation 25(7) of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") effective from December 01,2015, the Company is required to conduct the Familiarisation Programmes for Independent Directors (IDs) to familiarize them about the Company, their roles, rights and responsibilities in the Company , nature of industry in which the Company operates , business model of the Company and any other relevant information through various programmes.

### **PURPOSE AND OBJECTIVE OF THE PROGRAMMES**

The Programme aims to provide insights into the Company to enable the IDs to understand its business in depth that would facilitate their active participation in managing the Company and contribute effectively towards progress and development of the Company.

The Familiarization Programmes are as follows:

### **FAMILIARISATION PROGRAMME – At the time of appointment**

A new ID is welcomed to the Board of Directors of the Company by sharing inter alia the following documents of the Company for his/her references:

- Memorandum of Association and Articles of Association
- Company Profile and Product Literatures /Brochures
- Annual Reports for last 3 years
- Quarterly Results for last 3 years
- The Company's Code of Conduct for Board Members and Senior Management Personnel
- Organisation Chart and a brief Profile of all the Directors and the Key Managerial Personnel (KMPs)
- Latest Shareholding Pattern



- Policy Handbook comprising of various Policies on business aspects and practices , duly approved by the Board from time to time
- Composition of the Board of Directors and various Board Committees (including its respective terms of references)
- The Company's Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
- Schedule of upcoming Board and Committee Meetings

The ID s are made aware of their roles, rights and responsibilities in the Company at the time of appointment through a formal letter of appointment , which stipulates their roles, duties and functions and terms and conditions of their appointment , including their performance evaluation process by the entire Board.

On joining the Board, a Meeting of the ID is arranged with the Chairman, Managing Director, Whole-time Director, Company Secretary and Chief Financial Officer to discuss the functioning of the Board and the nature of operations of the Company's business activities.

#### **FAMILIARISATION PROGRAMME –On going basis**

1. The Executive Directors along with Senior Management team and the Company Secretary regularly meet the Non-Executive IDs (independent of Board Meetings) as a part of familiarization programmes. In Financial Years 2015/2016, 2016/2017, 2017/2018 and 2018/2019 two, six, six and six such individual Meetings respectively were held with IDs. Other Non-Executive Directors (NEDs) are also invited to participate in such Meetings. Meetings i.e. sessions are held , normally before the Board Meetings, so that it helps the Directors not only to have greater insight into the Company's business but also to add more value in the decision making at Board Meetings.
2. Such sessions normally cover issues like new product launches , industry scenario, competition , cash flow ,working capital, marketing initiatives , market share, new technology, work done towards improvement in the Company's Factories at different locations , human resources, industrial relations scenario, technology changes, upgradation , Company's business strategies, quality ,risk management , major litigation and such other areas as may arise from time to time.



3. During some of these sessions, one or more Functional Heads at one level below the Senior Management team mentioned above, are also invited for one-to one interaction with the IDs and NEDs, which helps the Directors to have better understanding of the Company's business and operations and industry scenario.
4. IDs and NEDs are also provided from time to time with industry reports and internal policies. Regular updates on Company business specific statutory and regulatory notifications/changes are also circulated amongst the Directors.
5. IDs and NED s are taken to visit the Company's Plants at different locations, from time to time where Plant Heads appraise them of the operational and sustainability aspects of the Plants to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality, environmental aspects, sustainability , etc.
6. 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.
7. Disclosure of details of such Ongoing Familiarisation Programmes imparted to IDs pursuant to Regulation 46 of the Listing Regulations-

(a) Details of Familiarisation Sessions of 2 Hours duration approx. each held immediately before the Board Meetings as said above are as follows:

Financial Year	Dates of Sessions	Numbers	Approx. Hours
2015/2016	12 <sup>th</sup> February, 2016 and 31 <sup>st</sup> March, 2016	2	4
2016/2017	12 <sup>th</sup> August , 2016 , 29 <sup>th</sup> September, 2016, 14 <sup>th</sup> November, 2016, 20 <sup>th</sup> December, 2016 , 13 <sup>th</sup> February, 2017, and 31 <sup>st</sup> March, 2017	6	12



2017/2018	10 <sup>th</sup> August , 2017 , 22 <sup>nd</sup> September ,2017, 10 <sup>th</sup> November, 2017, 28 <sup>th</sup> December,2017, 23 <sup>rd</sup> February,2017, and 30 <sup>th</sup> March, 2018	6	12
2018/2019	12 <sup>th</sup> June, 2018 , 22 <sup>nd</sup> August ,2018, 10 <sup>th</sup> October, 2018, 28 <sup>th</sup> November,2018, 21 <sup>st</sup> February,2019, and 26 <sup>th</sup> March, 2019	6	12

(b) Details of attendance of IDs in abovesaid Familiarisation Sessions are as follows :

Sl No	Name of Independent Director	No of Sessions attended					No of Hours spent in the Sessions attended				
		F.Y 2015/2016	F.Y 2016/2017	F.Y 2017/2018	F.Y 2018/2019	Cumulative till date	F.Y 2015/2016	F.Y 2016/2017	F.Y 2017/2018	F.Y 2018/2019	Cumulative till date
1	Sri Sardul Singh Jain	2	6	6	6	20	4	12	12	12	40
2	Sri Alok Kumar Banthia	2	6	6	6	20	4	12	12	12	40

Updated as on 31<sup>st</sup> March, 2019

Kolkata

Dated : 30<sup>th</sup> May, 2019



On behalf of the Board of Directors

*Sardul Singh Jain*

Sardul Singh Jain

DIN 00013732