



**REC Limited**  
**(CIN: L40101DL1969GOI005095)**

**Familiarisation Programme for Independent Directors**

**Preamble**

Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 *inter-alia* stipulates, that the listed entity shall familiarize the Independent Directors about their roles, rights, responsibilities in the listed entity, nature of the industry and business model of the listed entity etc., through various programmes.

**Purpose and Objective**

The Familiarisation programme(s) are structured to assist the Independent Directors of REC to understand the Company and its business, so as to enable them in effective discharge of their duties.

**Overview of Familiarisation process**

**At the time of appointment**

At the time of appointment, the Independent Directors are informed about their role and responsibilities and are given an overview of business, operations and business model of the Company, including overview of the power sector. Immediately after appointment, Independent Director(s) are provided with, *inter-alia*, copies of the following documents:

- A) Annual Reports of the Company;
- B) Criteria of independence applicable on Independent Directors as per SEBI LODR Regulations, 2015 and the Companies Act, 2013.
- C) Copies of Code of Conduct and Ethics for Board Members, Code for Regulating, Monitoring and Reporting of Trading by Designated Persons and their Immediate Relatives and For Fair Disclosure and other relevant policies of the Company.
- D) Schedule IV of the Companies Act 2013 i.e., Code for Independent Directors.

**Ongoing Familiarisation modules**

On regular basis, following inputs are provided for familiarization with the Company:

- A) Presentations on business and performance of the Company, to familiarize the Independent Directors with the strategy, operations and functions of the Company and to enable them to be in a position to take well-informed timely decisions and contribute significantly.
- B) Each Director of the Company has complete access to information relating to the Company.
- C) Board Members are promptly updated about regulatory requirements and new developments in SEBI LODR Regulations, Companies Act, 2013 etc.
- D) Independent Directors have the freedom to interact with the Company's management during the meetings of Board/Committee(s) of Directors or otherwise.
- E) Need based training and Familiarisation is provided to Board Members through various seminars, conferences, training programmes etc. from time to time.
- F) Board members are also encouraged to advise the Company to adopt further programmes for their familiarization with the Company.

In compliance of the provisions of Companies Act, 2013, SEBI LODR Regulations, 2015 and Guidelines on Corporate Governance for CPSEs, 2010 issued by DPE, REC organizes/sponsors programmes for Independent Directors, covering various areas including overview of business activities and financial status of the Company, power sector scenario and role & responsibilities of the Board and Independent Directors. Details of such training programmes attended by Independent Directors in the recent past, are as under:

<b>Name &amp; Designation of the Director</b>	<b>No. of programme(s) organized</b>	<b>Date of the programme</b>	<b>Topic of the programme</b>	<b>No. of hours spent by Director in such programmes</b>	<b>Number of programmes attended by Director on cumulative basis</b>
<b>Dr. B.K. Karad</b> Independent Director (from July 17, 2018 to March 11, 2020)	1 programme organized by DPE at Dibrugarh, Assam	17-Dec-2018 to 18-Dec-2018	Role and responsibilities of Directors under the Companies Act, 2013.	16 hours (2 days)	2 programmes (4 days)
	1 programme organized by DPE at Shillong	27-May-2019 to 28-May-2019	Orientation programme for Non-official directors of CPSEs.	16 hours (2 days)	
<b>Dr. Gambheer Singh</b> Independent Director (w.e.f. November 15, 2021)	1 online programme organized by DPE in association with ICAI	28-Jan-2022	Orientation programme for capacity building of Non-official (Independent) directors of CPSEs.	8 hours (1 day)	6 programmes (5.5 days)
	1 online programme organized by DPE in association with ICSI	15-Mar-2022	Orientation programme for Non-official (Independent) directors of CPSEs.	8 hours (1 day)	
	1 in-house programme by REC	22-Mar-2022	Presentation on business operations of REC.	4 hours (0.5 day)	
	1 orientation and capacity building session organized by DPE	13-Jul-2022	Orientation on: <ul style="list-style-type: none"> <li>• Ministry's goals/strategies for the sector.</li> <li>• Role of CPSEs in those goals</li> <li>• Expectations from NODs.</li> </ul>	2 hours (0.5 day)	

	1 in-house programme by REC	17-Sep-2022	Presentation on business operations of REC related to Resources, State Sector projects and Private sector projects management.	5 hours (0.5 day)	
	1 Orientation and Learning Summit for Independent Director organized by DPE	19-Sep-2022 to 20-Sep-2022	Orientation on: <ul style="list-style-type: none"> <li>• Board Governance</li> <li>• Role of Independent Directors in Board and Committee</li> <li>• DPE Guidelines &amp; Responsible Business Conduct of CPSEs</li> <li>• Board dynamics</li> <li>• Understanding Finance for effective decision making</li> <li>• Managing risk, uncertainties &amp; crisis.</li> </ul>	16 hours (2 days)	
<b>Dr. Manoj Manohar Pande</b> Independent Director (w.e.f. November 15, 2021)	1 online programme organized by DPE in association with ICAI	28-Jan-2022	Orientation programme for capacity building of Non-official (Independent) directors of CPSEs.	8 hours (1 day)	6 programmes (5.5 days)
	1 online programme organized by DPE in association with ICSI	15-Mar-2022	Orientation programme for Non-official (Independent) directors of CPSEs.	8 hours (1 day)	
	1 in-house programme by REC	22-Mar-2022	Presentation on business operations of REC.	4 hours (0.5 day)	
	1 orientation and learning Summit for Independent directors of CPSEs organized by DPE.	11-Jul-2022 to 12-Jul-2022	Orientation on: <ul style="list-style-type: none"> <li>• Specific roles and responsibilities of an Independent Director.</li> <li>• Effectiveness in Board Meetings.</li> <li>• Board Dynamics</li> <li>• Understanding finance for effective decision making.</li> <li>• Role of Committees</li> </ul>	16 hours (2 days)	

			<ul style="list-style-type: none"> <li>• Decision making</li> <li>• Mock Board Meeting &amp; Exercises.</li> </ul>		
	1 Orientation and capacity building session organized by DPE	13-Jul-2022	Orientation on: <ul style="list-style-type: none"> <li>• Ministry's goals/strategies for the sector.</li> <li>• Role of CPSEs in those goals</li> <li>• Expectations from NODs.</li> </ul>	2 hours (0.5 day)	
	1 in-house programme by REC	17-Sep-2022	Presentation on business operations of REC related to Resources, State Sector projects and Private sector projects management.	5 hours (0.5 day)	
<b>Smt. Durgesh Nandini</b> Independent Director (w.e.f. December 30, 2021)	1 online programme organized by DPE in association with ICAI	28-Jan-2022	Orientation programme for capacity building of Non-official (Independent) directors of CPSEs.	8 hours (1 day)	6 programmes (5.5 days)
	1 online programme organized by DPE in association with ICSI	15-Mar-2022	Orientation programme for Non-official (Independent) directors of CPSEs.	8 hours (1 day)	
	1 in-house programme by REC	22-Mar-2022	Presentation on business operations of REC.	4 hours (0.5 day)	
	1 orientation and learning Summit for Independent directors of CPSEs organized by DPE.	11-Jul-2022 to 12-Jul-2022	Orientation on: <ul style="list-style-type: none"> <li>• Specific roles and responsibilities of an Independent Director.</li> <li>• Effectiveness in Board Meetings.</li> <li>• Board Dynamics</li> <li>• Understanding finance for effective decision making.</li> <li>• Role of Committees</li> <li>• Decision making</li> <li>• Mock Board Meeting &amp; Exercises.</li> </ul>	16 hours (2 days)	

	1 orientation and capacity building session organized by DPE	13-Jul-2022	Orientation on: <ul style="list-style-type: none"> <li>• Ministry's goals/strategies for the sector.</li> <li>• Role of CPSEs in those goals</li> <li>• Expectations from NODs.</li> </ul>	2 hours (0.5 day)	
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