



RDB INFRASTRUCTURE AND POWER LIMITED *(FORMERLY KNOWN AS RDB REALTY & INFRASTRUCTURE LIMITED)*

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

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1. PREABLE

In order to familiarize the independent directors inducted on the Board of the **RDB Infrastructure and Power Limited (Formerly known as RDB Realty & Infrastructure Limited)** ("the Company") and to facilitate the good corporate governance at board level, the Company has adopted a policy on conducting familiarization programmes for independent directors at regular intervals.

Being a listed Company, the Company abides by the Schedule IV and other relevant provisions of the Companies Act, 2013 ("the Act") as well as Regulation 25(7) and Regulation 46(2)(i) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), which stipulates familiarization of independent directors through various programmes about the Company, including nature of the industry in which the Company operates, business model of the Company, their roles, rights, responsibilities as independent directors of the Company and any other relevant information.

2. OBJECTIVES

This familiarization programme aims to increase the Board's effectiveness by enhancing the requisite skills of independent directors, creating awareness about the business model of the Company and their roles, rights and responsibilities as Directors of the Company.

The familiarization programmes for independent directors shall be a mandatory requirement to fulfil the objective of this policy.

3. CONDUCTING OF FAMILIARIZATION PROGRAMMES

At the time of Appointment

- i. A formal letter of appointment, which inter alia explains the role, function, duties and responsibilities as an independent director of the Company shall be provided to all newly appointed independent directors of the Company, accompanied with a "**welcome kit**" comprising of the following document:
 1. Memorandum and Articles of Association of the Company;
 2. Annual Reports of the Company for previous three financial years;
 3. Code of Conduct for Directors;
 4. Presentation on the Business Model of the Company; and
 5. Any other important document.
- ii. The Chairperson/ Managing Director shall conduct interactive session with newly inducted Independent Directors on the organisational set up, the functioning of different division/ departments, market share of the Company, corporate governance and other important aspects, to give them an overview about functioning of the Company.
- iii. In addition, the Company shall conduct an introductory familiarization program for new Independent Director, preferably, before he attends the first Board/Committee meeting. Such programme shall provide an overview of:

- Criteria of independence, disclosure requirements and code of conduct applicable to Independent Directors under the Act and SEBI Listing Regulations;
- Roles, functions, duties, responsibilities and liabilities of Independent Directors;
- Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued under Section 118(10) of the Acts;
- Latest Annual Report of the Company and Directors Responsibility Statement forming part of Boards' Report;
- Important policies such as Vigil Mechanism/Whistle Blower Policy, Policy for Approval of Related Party Transactions (RPTS), Policy on Corporate Social Responsibility (CSR), Code of Conduct for Directors and Senior Management etc.;
- Expectation from Independent Directors highlighting the key areas which requires their active consideration such as overseeing systems of risk management, financial control and management, related party transactions, CSR, strategic direction to improve board effectiveness and eliminating conflicts of interest, separate meeting of Independent Director, etc.; and
- Board evaluation process.

Continual Familiarization Programmes

The Company shall conduct Continual Familiarization Programmes for Independent Directors at regular intervals, to provide updated knowledge on the business and operations of the Company.

These familiarization programmes shall include updates on:

- business strategy and financial model of the Company;
- risk management;
- important developments in legal and auditing matters;
- change in government policies having impact on the business of the Company;
- developments in statutory compliances; and
- development in businesses undertaken by subsidiary Company, if any.

The familiarization programmes shall provide an opportunity to the Independent Directors to interact with the senior management of the Company responsible for implementation of decisions taken by the Board and its Committees.

Apart from meeting with the management, Independent Directors shall have access to the auditors and external advisors of the Company appointed from time to time and may invite them at the separate meetings of Independent Directors to discuss matters pertaining to the Company's affairs.

To enable view of practicalities involved in the business operations, visits to plants/factories/site offices of the Company may be organised for the Directors.

4. AMENDMENT TO THE POLICY

The Board of Directors may amend this Policy, wherever required.

If due to any amendment in applicable law governing this policy, any part of this policy becomes irrelevant or inconsistent with such amended law, then such amendment shall prevail over this policy.

5. DISCLOSURES

The document on familiarization programme shall be uploaded on website and a web link thereto shall be given in the Annual Report of the Company.

Summary of familiarization programmes imparted to Independent Directors as per Regulation 25(7) and Regulation 46(2)(i) of SEBI Listing Regulations 2015.

Details of familiarization programmes attended by independent directors during Financial Year 2025-26 are provided in Annexure-A.

Annexure-A

**DETAILS OF FAMILIARIZATION PROGRAMMES ATTENDED BY INDEPENDENT DIRECTORS
DURING FINANCIAL YEAR 2025-26**

Programmes Arranged	Programmes arranged in Financial Year 2025-26			Cumulative basis till 31 st March, 2026*		
	No. of programmes	No. of programmes attended	Hours	No. of programmes	No. of programmes attended	Hours
Programmes attended by - Independent Directors						
Sharad Kumar Bachhawat	2	2	2	16	14	14
Ashok Kumar Jain	2	2	2	10	9	9
Abhay Doshi	2	2	2	10	8	8
Samprati Kamdar**	1	1	1	5	5	5
Moumita Ghosh	2	2	2	3	3	3

*As attended by the Director since his / her joining on the Board.

**Mr. Samprati Kamdar resigned with effect from 10th September, 2025.