



**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 (from November 15, 2021 to November 14, 2024 and re-appointed w.e.f. April 17, 2025)	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)	9 programmes (11.5 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)	

Name & Designation of the Director	No. of programme(s) organized	Date of the programme	Topic of the programme	No. of hours spent by Director in such programmes	Number of programmes attended by Director on cumulative basis
	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)	
	1 Certification Programme for effectiveness of Audit Committee organized by IICA at Mahabaleshwar, Mumbai.	01-Mar-2024 to 02-Mar-2024	Orientation on (as detailed in Programme Brochure): <ul style="list-style-type: none"> <li>• Familiarization with fundamentals of finance and roles &amp; responsibility of Audit Committee.</li> <li>• Regulatory provisions related to Audit Committee.</li> <li>• Exposure to Audit, Auditor, Internal Financial Controls and Capital Markets.</li> </ul>	16 hours (2 days)	

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			<ul style="list-style-type: none"> <li>• Understanding Related Party Transactions.</li> <li>• Risk Identification and Management.</li> <li>• Relationship building with the Management, Auditor and the Board.</li> </ul>		
	1 Training programme organized by IICA at Ooty, Tamil Nadu.	10-Jul-2024 to 12-Jul-2024	Directors Certification Master Class on: <ul style="list-style-type: none"> <li>• Corporate Governance &amp; the Companies Act 2013/ SEBI LODR Provisions.</li> <li>• Business Case of CG &amp; Responsible Business Conduct.</li> <li>• Effectiveness of role of Board Committees with special focus on Audit Committee.</li> <li>• Board roles, oversight and Value Creation</li> <li>• Risk Governance &amp; Compliance</li> <li>• Board challenges in corporate crisis and distress.</li> <li>• Internal Finance Controls, Related Party Transactions.</li> <li>• Corporate reporting, Regulatory Requirements, Emerging Trends.</li> </ul>	16 hours (2 days)	

Name & Designation of the Director	No. of programme(s) organized	Date of the programme	Topic of the programme	No. of hours spent by Director in such programmes	Number of programmes attended by Director on cumulative basis
			<ul style="list-style-type: none"> <li>Boards and Culture, relationship dynamics.</li> <li>ESG, Sustainability &amp; CSR Leadership</li> <li>Driving Financial Performance</li> <li>Effective Board Practices &amp; resolving deadlock in the Board room.</li> </ul>		
	1 Orientation programme for Independent Directors organised by REC	2-Jun-2025 to 3-Jun-2025	Orientation on business operations of REC related to State Operations, Risk Management, Entity Appraisal, Infra and Logistics, Renewable Energy, Project Monitoring Group (PMG), Private Sector Project Management (PSPM), Stressed Assets Management, Resources including ECB & Banking.	16 hours (2 days)	
<b>Dr. Manoj Manohar Pande</b> Independent Director (from November 15, 2021 to November 14, 2024)	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)	8 programmes (10.5 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)	

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	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)	
	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 Training programme organized by IICA at Kochi, Kerala.	24-Apr-2023 to 26-Apr-2023	Master Class on Building better Boards for Independent Directors.	24 hours (3 days)	
	1 Training programme organized by IICA at Ooty, Tamil Nadu.	10-Jul-2024 to 12-Jul-2024	Directors Certification Master Class on:	16 hours (2 days)	

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			<ul style="list-style-type: none"> <li>• Corporate Governance &amp; the Companies Act 2013/ SEBI LODR Provisions.</li> <li>• Business Case of CG &amp; Responsible Business Conduct.</li> <li>• Effectiveness of role of Board Committees with special focus on Audit Committee.</li> <li>• Board roles, oversight and Value Creation</li> <li>• Risk Governance &amp; Compliance</li> <li>• Board challenges in corporate crisis and distress.</li> <li>• Internal Finance Controls, Related Party Transactions.</li> <li>• Corporate reporting, Regulatory Requirements, Emerging Trends.</li> <li>• Boards and Culture, relationship dynamics.</li> <li>• ESG, Sustainability &amp; CSR Leadership</li> <li>• Driving Financial Performance</li> <li>• Effective Board Practices &amp; resolving deadlock in the Board room.</li> </ul>		

Name & Designation of the Director	No. of programme(s) organized	Date of the programme	Topic of the programme	No. of hours spent by Director in such programmes	Number of programmes attended by Director on cumulative basis
<b>Dr. Durgesh Nandini</b> Independent Director (from December 30, 2021 to December 26, 2024 and re-appointed w.e.f. April 17, 2025)	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)	10 programmes (14.5 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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	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 Training programme organized by IICA at Kochi, Kerala.	24-Apr-2023 to 26-Apr-2023	Master Class on Building better Boards for Independent Directors.	24 hours (3 days)	
	1 orientation programme organized by DPE at Varanasi	21-Mar-2024 to 22-Mar-2024	Orientation on: <ul style="list-style-type: none"> <li>• Perspectives on Indian Public Sector.</li> <li>• Board Room Ethics &amp; Board culture.</li> <li>• Transformative Leadership</li> <li>• Secretarial Standards for Board meetings.</li> <li>• Understanding Financial Statement.</li> <li>• Independent Directors - Perspectives from Ministries &amp; CPSEs.</li> </ul>	16 hours (2 days)	
	1 Training programme organized by IICA at Ooty, Tamil Nadu.	10-Jul-2024 to 12-Jul-2024	Directors Certification Master Class on: <ul style="list-style-type: none"> <li>• Corporate Governance &amp; the Companies Act 2013/ SEBI LODR Provisions.</li> </ul>	16 hours (2 days)	

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			<ul style="list-style-type: none"> <li>• Business Case of CG &amp; Responsible Business Conduct.</li> <li>• Effectiveness of role of Board Committees with special focus on Audit Committee.</li> <li>• Board roles, oversight and Value Creation</li> <li>• Risk Governance &amp; Compliance</li> <li>• Board challenges in corporate crisis and distress.</li> <li>• Internal Finance Controls, Related Party Transactions.</li> <li>• Corporate reporting, Regulatory Requirements, Emerging Trends.</li> <li>• Boards and Culture, relationship dynamics.</li> <li>• ESG, Sustainability &amp; CSR Leadership</li> <li>• Driving Financial Performance</li> <li>• Effective Board Practices &amp; resolving deadlock in the Board room.</li> </ul>		
	1 Orientation programme for Independent Directors organised by REC	2-Jun-2025 to 3-Jun-2025	Orientation on business operations of REC related to State Operations, Risk Management, Entity Appraisal, Infra	16 hours (2 days)	

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			and Logistics, Renewable Energy, Project Monitoring Group (PMG), Private Sector Project Management (PSPM), Stressed Assets Management, Resources including ECB & Banking.		
<b>Shri Narayanan Thirupathy</b> Independent Director (w.e.f. March 6, 2023)	1 Training programme organized by IICA at Kochi, Kerala.	24-Apr-2023 to 26-Apr-2023	Master Class on Building better Boards for Independent Directors.	24 hours (3 days)	5 programme (11 Days)
	1 programme organized by DPE at New Delhi	05-Oct-2023 to 06-Oct-2023	Orientation on: <ul style="list-style-type: none"> <li>• Board Governance</li> <li>• Role of Independent Directors in Audit and CSR Committee</li> <li>• Regulatory Framework on Role &amp; Responsibilities of IDs</li> <li>• Preparing for Board Meeting and Board Dynamics</li> <li>• Managing Risk &amp; Uncertainties in CPSE Governance and understanding Finance for effective Decision Making</li> </ul>	16 hours (2 days)	

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	1 Training programme organized by IICA at Ooty, Tamil Nadu.	10-Jul-2024 to 12-Jul-2024	<p>Directors Certification Master Class on:</p> <ul style="list-style-type: none"> <li>• Corporate Governance &amp; the Companies Act 2013/ SEBI LODR Provisions.</li> <li>• Business Case of CG &amp; Responsible Business Conduct.</li> <li>• Effectiveness of role of Board Committees with special focus on Audit Committee.</li> <li>• Board roles, oversight and Value Creation</li> <li>• Risk Governance &amp; Compliance</li> <li>• Board challenges in corporate crisis and distress.</li> <li>• Internal Finance Controls, Related Party Transactions.</li> <li>• Corporate reporting, Regulatory Requirements, Emerging Trends.</li> <li>• Boards and Culture, relationship dynamics.</li> <li>• ESG, Sustainability &amp; CSR Leadership</li> <li>• Driving Financial Performance</li> </ul>	16 hours (2 days)	

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			<ul style="list-style-type: none"> <li>Effective Board Practices &amp; resolving deadlock in the Board room.</li> </ul>		
	1 Training programme organized by IICA at Bangalore.	23-Jan-2025 to 24-Jan-2025	Effective Risk Governance and Boards Programme: <ul style="list-style-type: none"> <li>Risk Governance</li> <li>Digital Stewardship</li> <li>Business Model &amp; Cyber Security Vulnerability</li> <li>Deployment of Cyber &amp; Digital Security Measures</li> <li>Intellectual Property &amp; Data Privacy</li> </ul>	16 hours (2 days)	

**Last updated: June 4, 2025**

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	1 Orientation programme for Independent Directors organised by REC	2-Jun-2025 to 3-Jun-2025	Orientation on business operations of REC related to State Operations, Risk Management, Entity Appraisal, Infra and Logistics, Renewable Energy, Project Monitoring Group (PMG), Private Sector Project Management (PSPM), Stressed Assets Management, Resources including ECB & Banking.	16 hours (2 days)	

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