

RITES LIMITED

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The provisions of Companies Act, 2013, read with its Schedule IV and Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) requires that the RITES Limited (the “**Company**”) shall familiarise its independent directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc., through various programmers and providing training to all members of the board of directors by way of updates.

1. Purpose

The Familiarisation Program is aimed to provide the Independent Directors with an overview of the Industry, present and proposed operations of the Company to enable them to understand its business in depth and for their effective contribution in its growth.

2. Familiarisation Process / Programme adopted by the Company

The Company has put in place a system to familiarise the independent directors about the Company by updating them with various events and developments taking place in the Company in particular and the industry, as a whole.

As a part of updating the independent directors, a detailed presentation shall be made on the salient features of the Companies Act, 2013 including the roles and responsibilities of independent directors. Periodical changes in the above Act are to be provided to the independent directors continuously. The presentations also covered applicable regulations from the SEBI Listing Regulations and the SEBI (Prohibition of Insider Trading) Regulations, 2015. This leads to keeping the independent directors, aware of the changing regulatory frame work and the directors are able to re-align their contribution, accordingly. As an additional step in this direction, to ensure compliance with the SEBI Listing Regulations, the independent directors are also provided with inputs on the business model and various processes in the operations of the Company. The independent directors are also taken for site visits to enable them to understand the business operations assisted by the senior level officers.

The details of the programmes attended by the independent directors are as follows:

Sr. No.	Name of the independent director	No. of programmes attended during FY 2017-18	No. of hours spent in such programmes during FY 2017-18	No. of programmes attended on cumulative basis from the date of appointment	No. of hours spent in such programmes on cumulative basis from the date of appointment
1.	[•]	[•]	[•]	[•]	[•]