



RDB REAL ESTATE CONSTRUCTIONS LIMITED

POLICY ON FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTOR

1. INTRODUCTION

This Policy for familiarization programme for Independent Directors ("Policy") of RDB Real Estate Constructions Limited ("Company") is formulated in pursuance of Regulation 25 (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR"), which, *inter-alia* stipulates that the Company shall familiarize its Independent Directors with the Company, their roles, rights, responsibilities in the Company, business model of the Company, nature of the industry in which the Company operates etc., through periodical programmes. The Board of Directors of the Company, at its meeting held on 18th December, 2024 approved this Policy and shall be effective from the date of listing of Equity Shares on stock exchange(s).

2. OBJECTIVE

In terms of Regulation 25 (7) of the LODR, the purpose of this Policy is to provide Independent Directors of the Company an insight into the affairs of Company and to familiarize them about the Company to enable the Independent Directors to perform their role effectively as the member of the Board of Directors of the Company, including the nature of the industry in which the Company operates, business model of the Company, and make them accustomed to their roles, rights and responsibilities that would facilitate their active participation in contributing to the Company.

3. FAMILIARIZATION AND CONTINUING EDUCATION PROCESS

The newly appointed Independent Directors of the Company shall be familiarized with the various aspects of the Company like constitution, vision & mission statement, the activities, business model geographies in which the Company operates, strategic direction, etc. by way of detailed presentation.

Information material like code of conduct, the code of internal procedures and conduct for prohibition of insider trading and other applicable policies of the Company, performance highlights, etc., also to be provided to supplement the presentation and to create awareness to the Independent Director of their roles, rights, responsibilities towards the Company.

Periodic presentations, as may be needed, will be made to the Independent Directors to update them on all business related issues and new initiatives undertaken by the Company including any regulatory changes that may have impact on the operations of the Company including financial performance of Company and budget and control process of the Company.

The Company may also conduct training programme to its Independent Director by experts outlining the roles, rights, duties and responsibilities of Independent Directors from the perspective of various applicable laws.

The Independent Directors may also be recommended to attend various seminars, conferences training programmes from time to time.

The Chairman & Managing Director and other executives of the Company shall lead the familiarization programme on aspects related to business/industry. The Chief Financial Officer/ Directors or such other authorised officer(s) of the Company may participate in the programme for providing inputs on financial performance of the Company and budget control process, etc. apart from involvement of company

secretary and other senior management personnel/key managerial personnel of the Company and when required to conduct such programmes.

4. INDUCTION ON JOINING THE BOARD OF THE COMPANY

The new Director is welcomed to the Board of Directors of the Company by sharing the following documents of the Company for his / her references:

- Memorandum of Association and Articles of Association of the Company.
- Annual Reports of last three consecutive years.
- Code of Conduct for Directors and Senior Managerial Personnel.
- Note on Directors roles, rights, and responsibilities.
- Policy Handbook of the Company comprising of policies on various business aspects and practices.
- Organizational Chart of the Company and the profile of all the Directors and the Senior Managerial Personnel of the Company.
- List of Contact details of the Directors, Senior Managerial Personnel and their personal / executive assistants.
- Publicity material of the Company that explains the range of products, services and solutions offered by the Company to its customers.
- Note on key customers of the Company and their geographical distribution in terms of the work across and the revenue.
- Terms and conditions of appointment of independent directors.
- the list of actions that a director should not do while functioning as such in the company.
- the Code of Business Ethics that the company expects its directors and employees to follow.
- The fiduciary duties that come with such an appointment along with accompanying liabilities
- The expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks.

5. INVITATION TO PARTICIPATE IN CORPORATE EVENTS

The Board of Directors would be invited to participate in various corporate events to upgrade their domain knowledge about the Company.

The Company shall through its Executive Directors / Senior Managerial Personnel conduct programmes/presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company;

Such programmes/presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

The Company may conduct an introductory familiarization program/presentation, when a new Independent Director comes on the Board of the Company.

6. FAMILIARISATION UPON INDUCTION OF NEW INDEPENDENT DIRECTORS

- At the time of appointment, an appointment letter incorporating the role and duties, tenure of appointment, evaluation process, availability of Directors and Officers liability insurance, details regarding remuneration is given to the Directors.
- The Company conducts a well-structured induction programme for orientation and training of directors which includes one-to-one interactive sessions with the executive directors selected business/functional heads.

- New independent directors are provided with induction kit which includes presentation on details about the Company, its subsidiaries, joint ventures, nature of industry in which the Company operates, business model of the Company, copies of Annual Report of last years, Code of Conduct, Insider Trading Code, brief profile of other Board Members, Memorandum and Articles of Association, financial results of past one year, Committee Charters, Internal Audit Charter, policies such as Vigil Mechanism/ Whistle Blower, CSR, policy, policy on related party transactions, roles, rights, responsibilities of independent directors etc

7. FAMILIARIZATION PROGRAMMES OF INDEPENDENT DIRECTOR WILL BE CONDUCTED AFTER OBTAINING LISTING APPROVAL FROM EXCHANGES AS REQUIRED UNDER SEBI(LODR) REGULATION, 2015

DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS WILL INCLUDE THE FOLLOWING DETAILS:-

(i) number of programmes attended by independent directors (during the year and on a cumulative basis till date),

(ii) number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and

(iii) other relevant details

8. POLICY REVIEW

Where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy and procedures until such time as this Policy is changed to conform to the law, rule, regulation or standard.

9. AMENDMENTS

The Company may amend the Policy as and when it deems necessary either pursuant to any change in law or otherwise. The Company shall be free to devise and implement any supplementary or other policies and guidelines in respect hereof for better implementation of this Policy.

10. DISSEMINATION OF THE POLICY

This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Corporate Governance Section of the Annual Report of the Company.