

## **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS OF PNB FINANCE AND INDUSTRIES LIMITED**

The familiarization programme for Independent Directors is outlined herein pursuant to Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

### **1. PURPOSE AND OBJECTIVE OF THE PROGRAMME**

To provide insights into the Company to enable the Independent Directors to understand the Company's business in depth that would facilitate their active participation in managing the Company and contribute significantly to the growth of the Company.

### **2. FAMILIARIZATION PROCESS**

- a. The Company shall through its Key Managerial Personnel conduct programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.
- b. Such programmes / presentations will provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company's strategy, business model, operations, markets, service, organization structure, finance, human resources and risk management and such other areas as may arise from time to time.
- c. The programmes / presentations shall also familiarise the Independent Directors with their roles, rights and responsibilities.
- d. The Company may update the Independent Directors on the regulatory updates, operational activities and other significant matters at the meeting of Board of Directors or Committees and may circulate news and articles related to the Industry on a regular basis.
- e. Criteria of Independence applicable on Independent Directors as per the Regulation 16(b) of the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013 shall be provided to the Independent directors.
- f. Whenever a new Independent Director appointed on the Board of the Company, a meeting shall be arranged with the Key Managerial Personnel to discuss the functioning of the Board and the nature of the operation of the Company's business activities.
- g. New Independent Directors shall be provided with copy of latest Annual Report, Code of Conduct, existing Board Policies and other relevant documents.
- h. A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, Code of Conduct and obligations on disclosures, will be issued for the acceptance of the Independent Directors.

### **DISCLOSURE OF THE PROGRAMME**

- 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 Annual Report of the Company.

### **REVIEW OF THE PROGRAMME**

- The Board will review this Programme and make revisions as may be required

*\*Amended w.e.f. May 28, 2024*

### **Summary of Programmes for the financial year 2023-24**

At various Board and Committee meetings during the year, presentations are made to the Board on changes in the regulatory framework applicable to the Company, annual business plan, risk management, company policies, other relevant issue.

Quarterly reports on operations made to the Board include information on business performance, operations, financial parameters, senior management change, litigation, compliances, subsidiary information, regulatory scenario etc.

Mr. Alan Victor Carvalho has been appointed as an Additional Director in category of independent director w.e.f May 28, 2024 as per the terms and conditions as stipulated in the letter of appointment. Mr Alan Carvalho has been provided with the overview of the Company as detailed below:

- Roles, functions, duties, responsibilities and liabilities of Independent Director as also enumerated in the letter of appointment;
- Criteria of independence applicable to Independent Directors as prescribed under Securities and Exchange Board of India (SEBI) (Listing and Disclosure Requirement) Regulations, 2015 and Companies Act, 2013;
- Insights on Memorandum of Association and Article of Association;
- Constitution of Board of Directors;
- Directors Responsibility Statement forming part of the Boards' Report;
- Risk management process, Corporate Social Responsibility (CSR) initiatives adopted by the Company, Stakeholders matters, Board effectiveness etc;
- Board Evaluation Process and Procedures;
- Annual Business Plan

### **Details of Familiarization Programmes attended and number of hours spent by the Independent Directors for the F.Y. 2023-24**

<b>Number of programmes attended by independent directors</b>	7 programmes
<b>Number of hours spent by independent directors in such programmes</b>	Approx. 5.15 hour during the year

Independent Directors	Number of Programmes Attended		Number of hours spent (Approx.)	
	2023-24	Cumulative till date	2023-24	Cumulative till date
Mr. Govind Swarup	7	28	5.15	28.35
Mr. Rakesh Dhamani	7	28	5.15	28.50
Mr. Ashish Verma	5	26	4.45	26.15
Mr. Saumya Agarwal	5	25	4.30	26.05