

FAMILIARISATION PROGRAMME MODULE
FOR INDEPENDENT DIRECTORS

PTC INDIA FINANCIAL SERVICES LTD.

FAMILIARISATION PROGRAMME MODULE FOR INDEPENDENT DIRECTORS

Preamble

As per Regulation 25(7) of SEBI (Listing Obligation and Disclosure Requirement Regulations 2015, as amended from time to time (Listing Regulations) the Company shall familiarize 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 programmes.

The program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

Familiarization Programme

1. At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company.

2. At the outset, all the Independent Directors are provided an overview of:
 - Criteria of independence applicable to Independent Directors as per Listing Regulations and the Companies Act, 2013;
 - Roles, functions, duties, responsibilities and liabilities of Independent Directors;
 - Directors' Responsibility Statement forming part of Board's report
 - Vigil mechanism including policy formulation, disclosures, code
 - Risk Management system & framework
 - Board Evaluation Process & Procedures

3. On an on going basis, the Company, through its Managing Director, Senior Managerial Personnel conducts programs/ presentations to familiarize the Independent Directors with the strategy, operations and functions of the Company. Such programs/presentations provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and held them to understand the Company's strategy, business model, operations, markets, organization structure, facilities and risk management and such other areas. Presentations are made regularly to the Board of Directors/ Audit Committee (AC) (minutes of AC and other Board Committees/Group are circulated to the Board), where Directors get an opportunity to interact with the Business Heads/ Senior Managerial Personnel. They are also kept abreast of the regulatory changes as are applicable to the Company.

4. The Board of Directors has complete access to the information within the Company. Independent Directors have the freedom to interact with the Company's management. Interactions happen during Board/ Committee meetings, when Business Heads are asked to make the presentations about performance of their Business Division to the Board. Apart from this, they also have independent interactions with the Statutory Auditors, the Internal Auditors, Chief Risk Officer and external advisors, if any, appointed from time to time.

Disclosure of the Policy

This Policy shall be disclosed on the Company's website and a web link for the same shall also be provided in the Annual Report of the Company.

Review of the Program/Policy

This Program/ Policy may be amended with the approval of the board as may be deemed necessary and in accordance with any regulatory amendments.

Should there be any inconsistency between the terms of the Program/Policy and the regulations, the provisions of the regulation shall prevail, any amendment to the regulation shall mutatis - mutandis be deemed to have been incorporated in this Program/Policy.

Footnote:

Version 0: Original policy __

Version I: First amendment 30.07.2024