



## PDS LIMITED

### Familiarization Program for Independent Directors

The Company has taken up this initiative pursuant to Regulation 25 and Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

#### PURPOSE & OBJECTIVES:

The Company has formulated Familiarization Programme for Independent Directors with an aim to make the Independent Directors aware about their roles, responsibilities and liabilities as per Companies Act, 2013 and other applicable laws, rules and regulations, as amended from time to time and to get better understanding about the Company, nature of industry it operates and environment in which it functions, business model, long term/short term/strategic plans, important changes in regulatory framework etc. The Directors are also informed about the important policies of the Company including the Code of Conduct for the Board Members and Senior Management Personnel and the Code of Conduct to regulate, monitor and report trading by Insiders etc.

The Company shall through its Executive Directors/ Senior Management Personnel conduct programs/ presentations periodically to familiarize Independent Directors about business strategies, management structure, HR Policy, risk management framework, operations of subsidiaries, and policies applicable as per SEBI Listing Regulations, RBI Regulations, Master Directions, etc. In case, the Independent Directors are interested in meeting any specific department or function or to get any further detail, the same is also arranged.

#### INDUCTION PROCESS:

On selection and appointment of the candidate as an "Independent Director", an induction manual containing, inter-alia, the following documents are sent along with a welcome note.

- Corporate Presentation
- Manual on Insider Trading Regulation
- Annual Reports
- Code for Independent Directors (Schedule IV of the Companies Act, 2013)
- Board Evaluation Policy
- URL of website of the Company for reference purpose

#### OTHER INITIATIVES:

- A Director is briefed about his/her duties, roles and responsibilities as an Independent Director.
- The Company keeps on familiarizing the Directors on quarterly basis at the Board and Committee Meetings by making presentations on operations of the Company, market share, financial parameters, working capital management, changes in senior management, major litigations, compliances, management structure, HR Policy, risk management framework, operations of subsidiaries, policies applicable as per RBI Guidelines etc.
- Various functional heads, business executives and other special invitees like auditors etc. are invited to the Board & Committee Meetings for one-to-one discussion with the Members and address the specific queries/ issues for better understanding of the business and operations of the Company.

- The Board of Directors is given complete access to the information within the Company.
- A copy of all the applicable codes and policies as formulated and adopted by the Company are handed over to the newly appointed Director.
- The Board Members are updated about all the statutory and regulatory amendments from time to time.

**FAMILIARIZATION PROGRAMME FOR FINANCIAL YEAR 2022-23**

During the year 2022-23, five familiarization programs were conducted for Independent Directors familiarizing them about the nature of industry, business model, their roles and responsibility. The presentations at the Board Meetings were made which included updates on Stakeholders' Engagement Policy, Amendments in various regulation of SEBI Listing Regulations, performance of the various business units, quarterly performance report, operations and financial parameters. These programme/ presentations provided 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, investor relations, markets, organization structure, finance, human resources, technology and risk management and such other areas as may arise from time to time.

<b>Name of Independent Director</b>	<b>No. of Hours Spent during the FY 2022-23</b>	<b>No. of Hours spent on Cumulative basis till date</b>	<b>No. of Programmes attended during the FY 2022-23</b>	<b>No. of Programmes attended on Cumulative basis till date</b>
Mr. Mungo Park	6 Hours	8 Hours	5	9
Mr. Robert Sinclair	6 Hours	8 Hours	5	9
Mr. Nishant Parikh	6 Hours	8 Hours	5	9
Ms. Yael Gairola	6 Hours	8 Hours	5	9
*Mr. BG Srinivas	-	-	-	-

*\*Mr. BG Srinivas has been appointed as an Independent Director of the Company with effect from March 28, 2023.*