



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 2023-24

During the year 2023-24, 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 –

- i. Periodic presentations at the Board and Committee Meetings, on business and performance updates of the Company, business strategy and risks involved.
- ii. internal and external audit plans, financial performance
- iii. updates on compliances, regulatory scenario and regulatory changes which affect/concern the Company
- iv. Company policies, Internal Controls, Investor Relations etc.
- v. Updates on human resources and technology

Name of Independent Director	No. of Hours Spent during the FY 2023-24	No. of Hours spent on Cumulative basis till date	No. of Programmes attended during the FY 2023-24	No. of Programmes attended on Cumulative basis till date
Mr. Mungo Park	6 Hours	14 Hours	5	14
Mr. Robert Sinclair	6 Hours	14 Hours	5	14
Mr. Nishant Parikh	6 Hours	14 Hours	5	14
*Ms. Yael Gairola	3 Hours	11 Hours	2	11
Mr. BG Srinivas	6 Hours	6 Hours	5	5
**Ms. Sandra Campos	1 Hour	1 Hour	1	1

*Ms. Yael Gairola has been re-designated as 'Non-Executive & Non-Independent Director' w.e.f. July 26, 2023.

** Ms Sandra Campos has been appointed as an 'Independent Director' w.e.f. November 28, 2023.