



# PNC Infratech Limited

## Familiarisation Programme for Independent Directors

(Pursuant to Schedule IV of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015)

### **Purpose and Objective of the Programmes**

• 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.

### **Familiarization and Continuing Education Process**

• The Company through its Managing Director / Executive Director / Key Managerial Personnel conducts programmes/ presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

• Such programmes /presentations 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, service, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

• The programmes/presentations also familiarize the Independent Directors with their roles, rights and responsibilities.

• When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairperson, Managing Director, Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company's business activities.

• New Independent Directors are provided with copy of latest Annual Report, the PNC Code of Conduct, the PNC Code of Conduct for Prevention of Insider Trading and PNC Code of Corporate Disclosure Practices, Schedule of upcoming Board and Committee meetings.

• The Company provides the Directors with the tours of company's facilities from time to time.

• A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and insurance cover is issued for the acceptance of the Independent Directors.

### **Other Initiatives to Update the Directors on a continuing basis**

• The Directors get an opportunity to visit Company's sites, where site heads appraise them of the operational and sustainability aspects of the sites to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality, CSR, Sustainability etc.

• At various Board meetings during the year, presentations are made to the Board on safety, health and environment and sustainability issue, risk management, company policies, changes in the regulatory environment applicable to the corporate sector and to the industry in which it operates, with areas of improvement and other relevant issue.

• Quarterly presentations on operations made to the Board include information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management change, major litigation, compliances, subsidiary information, donations, regulatory scenario etc.

### **D. Programme and disclosure:**

• Familiarization programme will be conducted on need basis during the year or in coming years.

• As and when familiarization programme is conducted, the same will be disclosed on the website of the Company and a web link thereto shall also be given in the Annual Reports of the Company.

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## Details of Familiarization Programme imparted to Independent Directors

As part of familiarizing the Independent Directors a detailed presentation was circulated to the Independent Directors. The said presentation covered Role, Duties and Responsibilities of Independent Directors, Company's strategy, business model, operations, markets, organizational structure, products etc.

Apartment from above, a presentation was given during the Board Meeting to the directors highlighting the performance of the Company during the Quarter. Each member of the Board, including the independent directors, have been given complete access to any information relating to the Company, whenever they so request.

All Independent Directors were aware and periodically updated about their roles, rights and responsibilities to the Company. Updates on relevant statutory changes and major judicial pronouncements encompassing corporate/SEBI laws are periodically circulated to the Directors. Independent Directors have the access and freedom to the information within the Company and to interact with the Company's Management, Statutory Auditors, internal Auditors, Cost Auditors & Secretarial Auditors of the Company. Information required by the Independent Directors, were provided well in time viz. the financial results. Internal Audit Reports, observations if any of statutory auditors/cost auditors/secretarial auditors and any other information.

S. No	Particulars	No. of Programmes attended		No. of Hours Spent	
		During the year	On a cumulative basis till date	During the year	On a cumulative basis till date
1)	Dec 15 - March 16	1	1	1.5 Hrs	1.5 Hrs
2)	April 16 – March 17	2	3	2.5 Hrs	4 Hrs
3)	April 17 – March 18	2	5	3.5 Hrs	7.5 Hrs
4)	April 18 – March 19	2	7	4 Hrs	11.5 Hrs

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