

## **Familiarization Programme for Independent Directors**

The Familiarization Programme for Independent Directors aims to familiarize them with the Company, their roles, rights, responsibilities in the Company, nature of industry, business model of the Company etc.

The Board of Directors have complete access to the information within the Company. The Company is regularly updating the directors with presentations or through deliberations on various related matters, where Directors get an opportunity to interact with Senior Management. Presentations and deliberations, inter alia, cover the Company's strategy, business model, operations, debt and capital markets, organization structure, finance, risk management framework, quarterly and annual results, human resources, technology and such other areas as may arise from time to time.

With such presentation the Independent Directors are updated with the Company and its environment.

Independent Directors have the freedom to interact with the Company's management.

During the FY 2019-20, the Independent Directors were updated from time to time on continuous basis on the significant changes in the regulations applicable to Company being a listed Primary Dealer and NBFC by circulating / tabling and deliberating and discussing during the various Board and Committee Meetings, the new regulations, circulars, notifications, amendments issued by the Regulators (RBI, SEBI, Stock Exchanges etc.) including the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Managing Director & CEO deliberated on all the micro and macro economic factors impacting the primary dealer business of the company at every Board / Audit Committee and other Committee Meetings.

A Familiarization Programme was also held on 7th December, 2019 commenced at 10:00 a.m. and concluded at 4:30 p.m. attended by all the four independent directors. Break of an hour was taken in between the programme.

During this Familiarisation Programme, presentations were given by the management of PNB Gilts Ltd, which covered the followings:

1. Role, functions, duties and Responsibilities of Independent Directors and the Board under the Companies Act, 2013, Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including terms of reference of various board level committees) etc.

2. Regulatory framework of the company
3. Nature of industry in which company operates, Business Model of the company, its organization structure, risk management systems etc.

In the same programme, Mr. Ashish Ghiya, Managing Director, Derivium Tradition Securities (India) Private Limited delivered presentation on-

1. Indian Debt/Bond Markets
2. Macro Economics & Indian Bonds
3. Illiquid markets – Indian experience

During these presentations, the Directors also interacted with each other and with the members of the senior management in the context of the above mentioned subjects / matters.

Details of attendance of Independent Directors in Familiarization sessions are as follows –

S. No.	Name of Independent Director	No. of Sessions attended		No. of hours spent in sessions attended	
		FY 2019-20	Cumulative till date	FY 2019-20	Cumulative till date
1	Sh. Prem Prakash Pareek	1	6	5½ hr	9 hr
2	Sh. Satish Kumar Kalra	1	1	5½ hr	5½ hr
3	Smt. Uma Ajay Relan	1	1	5½ hr	5½ hr
4	Dr. Tejendra Mohan Bhasin	1	1	5½ hr	5½ hr