

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 2017-18, 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.

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

A Familiarization Programme was also held on 26th March, 2018 commenced at 10:35 a.m. and concluded at 11:00 a.m. attended by two out of four independent directors. Dr. Kamal Gupta and Sh. R. S. Ramasubramaniam could not attend this programme due to his sickness and pre-occupation respectively.

Another familiarization programme was held on 31st March, 2018 commenced at 12.00 noon. and concluded at 1:00 p.m. which was attended by all the Independent Directors of the Company. During these two Familiarisation Programmes, three presentations were given by the Company's Consultant on Corporate laws and 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)
2. Disclosures to be given by Director under various laws.
3. Related Party Transactions
4. Regulatory framework of the company
5. Nature of industry in which company operates, Business Model of the company, its organization structure, risk management, type of audits etc.
6. Changes in regulatory laws having impact on the company (including provisions of the Companies (Amendment) Act, 2017)

During the presentations, the Directors interacted with each other and with the members of the senior management in the context of the above mentioned subjects / matters and its impact on the Company.

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 2017-17 18-	Cumulative till date	FY 2017-18	Cumulative till date
1	Dr. Kamal Gupta	1	3	1 hr**	2½ hr.
2	Sh. S. K. Soni	2	4	1½ hr	3 hr.
3	Sh. P. P. Pareek	2	4	1½ hr	3 hr.
4	Sh. R. S. Ramasubramaniam*	1	2	1 hr***	1 hr

* inducted on 03.02.2016

** was unwell on 26.03.2018, therefore he could not attend the programme.

*** was pre-occupied on 26.03.2018, therefore he could not attend the programme.