

**FAMILIARISATION PROGRAMME MODULE
FOR
INDEPENDENT DIRECTORS**

PTC INDIA LTD.

FAMILIARISATION PROGRAMME MODULE FOR INDEPENDENT DIRECTORS

Preamble

The Clause 49(II)(B)(7) of the Listing Agreement with the Stock Exchanges stipulates that the Company shall familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

The program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

Familiarization Programme

1. At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company.

2. At the outset, all the Independent Directors are provided an overview of:

- Criteria of independence applicable to Independent Directors as per clause 49 of the Listing Agreement on Corporate Governance and the Companies Act, 2013;
- Roles, functions, duties, responsibilities and liabilities of Independent Directors;
- Directors' Responsibility Statement forming part of Board's report
- Vigil mechanism including policy formulation, disclosures, code
- Risk Management system & framework
- Board Evaluation Process & Procedures

3. On an ongoing basis, the Company, through its Managing Director, Senior Managerial Personnel conducts programs/ presentations to familiarize the Independent Directors with the strategy, operations and functions of the Company. Such programs/presentations provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and held them to understand the Company's strategy, business model, operations, markets, organization structure, facilities and risk management and such other areas. Presentations are made regularly to the Board of Directors/ Group of Directors for Business Development/ Audit Committee (AC) (minutes of AC and other Board Committees/Group are circulated to the Board), where Directors get an opportunity to interact with the Business Heads/Senior Managerial Personnel.

4. The Board of Directors has complete access to the information within the Company. Independent Directors have the freedom to interact with the Company's management. Interactions happen during Board/ Committee meetings, when Business Heads are asked to make the presentations about performance of their Business Division to the Board. Apart from this, they also have independent interactions with the Statutory Auditors, the Internal Auditors and external advisors appointed from time to time.

Disclosure of the Policy

This Policy shall be disclosed on the Company's website and a web link for the same shall also be provided in the Annual Report of the Company.