

# The Patna Electric Supply Co. Ltd

33A, Jawaharlal Nehru Road, Chatterjee International, Unit A-9, 8<sup>th</sup> Floor Russel Street, Kolkata-700071

CIN: L40109WB1956PLC023307

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## FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

### 1. PREAMBLE

Pursuant to **Regulation 25(7)** of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** and **Schedule IV of the Companies Act, 2013**, this Familiarization Programme (“the Programme”) has been adopted by The Patna Electric Supply Co. Ltd. (“the Company”) to enable Independent Directors to understand their roles, rights, responsibilities in the Company, the nature of the industry in which it operates, and the business model of the Company.

The Company believes that a well-informed and empowered Board is vital for good governance and value creation.

### 2. OBJECTIVE

The objective of this Programme is to:

- Provide insights into the functioning, business, industry, and operations of the Company.
- Familiarize Independent Directors with their roles, responsibilities, and liabilities.
- Equip them to contribute meaningfully in Board and Committee deliberations.
- Keep them updated on changes in the regulatory and governance environment.

### 3. COVERAGE & KEY COMPONENTS

The familiarization process includes:

#### a) **Induction Programme for New Independent Directors**

- Overview of the Company’s structure, key subsidiaries/associates.
- Introduction to business segments, financials, market presence, and strategy.
- Industry outlook, challenges, and competitive landscape.
- Organizational structure, key management, internal policies, and corporate governance framework.
- A copy of the Company’s:
  - Memorandum and Articles of Association
  - Annual Report
  - Code of Conduct for Directors
  - Board & Committee charters

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- SEBI LODR and Companies Act, 2013 overview

## **b) Periodic Presentations and Updates**

- Regular presentations by senior executives and functional heads at Board/Committee meetings covering:
  - Business performance and updates
  - Strategy and risks
  - Industry trends and economic scenario
  - ESG initiatives and sustainability efforts
  - Regulatory updates and compliance status
- Updates on key legal, regulatory, and governance changes through circulars or seminars.

## **c) Office Visits and Interactions**

- Periodic office visits to give Directors first-hand understanding of operations and processes.
- Direct interaction with senior leadership teams across business functions.

## **d) External Trainings and Webinars**

- Encourage and facilitate Independent Directors to attend external seminars, training programs, or webinars conducted by SEBI, stock exchanges, ICSI, ICAI, and other professional bodies.

## **e) Access to Information and Mentoring**

- Full access to Company records, senior management, internal auditors, and external consultants.
- Mentoring support from experienced Board members.

## **4. ROLES & RESPONSIBILITIES UNDER FAMILIARIZATION**

- **Company Secretary:** Acts as coordinator for arranging familiarization sessions
- **Functional Heads:** Provide necessary inputs and presentations.
- **Board Chairperson/Managing Director:** Personally welcome and orient new Independent Directors.

The Company also on regular business familiarize Independent Directors on following:

1. Company operations;
2. Business strategy;
3. Review of Strategic Investments;
4. Market Condition;

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5. Business opportunities;
6. Internal control processes;
7. Changes in the regulatory framework and business environment having an impact on the Company;
8. Presentations on internal control over financial reporting, Indian Accounting Standard, SEBI Listing Regulations etc;
9. Operations and its results, project's progress updates, major litigations of Company and its subsidiaries/ joint ventures;
10. Fund raising opportunities; and
11. Other major development in the Company.

## 5. DISCLOSURE REQUIREMENTS

In line with Regulation 46(2)(i) of SEBI LODR, the following disclosures shall be made in Annual Report voluntarily:

- Number of programmes attended by Independent Directors (during the year and on a cumulative basis).
- Number of hours spent by Independent Directors in such programmes.
- Summary of topics covered under familiarization sessions.

## 6. REVIEW AND AMENDMENTS

This Familiarization Programme may be reviewed periodically and updated by the Board of Directors as and when required, in accordance with applicable laws and evolving governance practices.

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