

THACKER AND COMPANY LIMITED

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Preamble:

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 programs.

Purpose & Objective:

The company may through its executive Directors/Senior Managerial Personnel conduct programs/presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

The programme aims to provide insights into the Company to enable the Independent Directors to understand their roles, rights, responsibilities in the Company and get updated on the Business & Operations of the Company and contribute significantly to the Company.

Details:

The Board of Directors of the Company (Independent and Non-Independent) are provided opportunity to familiarize themselves with the Company, its Management and its operations. The Independent Directors interact with Executive Directors, Senior Management Personnel/ Key Managerial Personnel, as and when required, and are provided all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry of which it is a part.

In addition to the above, the following measures have been undertaken in this behalf:

- (a) The duties and responsibilities of Independent Directors have been incorporated in the Code of Conduct as required by the Companies Act, 2013, Listing Agreement and Schedule IV to the Companies Act, 2013. The Independent Directors are provided with their appointment letter copies of Schedule IV of the Act.
- (b) The amendments / updates in statutory provisions are informed from time to time.
- (c) The information with regard to the nature of industry in which the Company operates and business model of the Company, etc. is made known through various presentations on operational performance, strategy, budgets & business forecasts, etc. to the Board.
- (d) The detailed agendas along with supporting and illustrative papers are sent to the Directors with financials and various other matters aggregating the working of the Company. Major events are appraised of.

(e) The special events like 'demerger process or restructuring from time to time are explained to the Directors by Solicitors and Advocates and Merchant Bankers and Valuers by complete details of Scheme, law involved and power point presentations.

(f) Through Board Meetings and Committee meetings process the Directors are made aware of the latest workings, financials and other matters affecting the Company.

Review of the Program

The Board will review this Program and make revisions as may be required.