

## **Familiarization Programme For Independent Directors** **of Indo Thai Securities Limited**

### **Preamble**

This Familiarization Programme (“ the Programme”) for Independent Directors of Indo Thai Securities Limited (“the Company”) has been adopted by the Board of Directors pursuant to Clause 49 of the Listing Agreement .

The Clause 49 II B(7) of the Listing Agreement entered with the Stock Exchanges directives the Company to familiarise 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.

### **Objective of Familiarization Program**

The program aims to familiarize the Independent Directors with the Company, their rights, roles and responsibilities in the Company and to familiarize themselves with the Company, its management and its operations so as to understand the Company, its operations, business model, nature of industry and environment in which the Company operates and through various programmes to provide insights into the Company to enable the Independent Directors of the Company to be in a position to take well-informed timely decisions and contribute significantly to the Company.

## **Familiarization Process**

- The Company conducts an introductory familiarization programmes /presentations when a new Independent Director joins the Board.
- Programs / presentations are conducted by the Company through its Executive Directors / Senior Managerial Personnel to familiarize the Independent Directors with the strategy, business, operations and functions of the Company.
- By such programmes /presentations an opportunity are provided to the Independent Directors to interact with the Board Members and Senior Management of the Company and to help them to understand the Company Policy, Company's strategy, Business Model, Operations, Service and offerings, Markets, Organization Structure, Finance, Human Resources, Technology, Quality, Facilities and Risk Management and such other areas as may arise from time to time.
- A formal letter of appointment is given to Independent Directors which stipulates the various terms and conditions of their engagement, and through such letter, awareness about their roles, rights and responsibilities with their appointment / re-appointment are made to the Independent Directors.
- A 'Familiarization Kit' handed over to the new director containing, Company Profile, Organization Structure, Memorandum and Articles of Association, Annual Reports of last 3 years, Company's Code of Conducts, Internal Policies of Company and other necessary documents and Reports to enable them to familiarize with the Company's procedures and practices. Each director of the Company has absolute access to any information relating

to the Company which requires for discharging their duties in fair manner and in the interest of the Company.

- Independent Directors have the freedom to visit Company's Branch(es)/Terminal Location(s) to enable them to have full understanding on Company business, activities and operations.
- Regular updates on relevant Statutory Laws and landmark judicial pronouncements are circulated to the Independent Directors on time to time.
- A separate Meeting of Independent Directors shall be held every financial year to transact inter alia all the business cited under Clause 49(IIB)(6)(b) of the Listing Agreement and Clause VII(3) of the Schedule IV of the Companies Act 2013.

## **Disclosure of the Programme**

This familiarisation program shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

## **Review of the Programme**

The Board of Directors will review this programme and make changes as and when deems necessary.

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