



THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED

CIN: U92490MH2013PLC352652

**FAMILIARIZATION PROGRAM FOR INDEPENDENT  
DIRECTORS**

*[Pursuant to Regulations 25 and 46 of the  
SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015*

**1. INTRODUCTION**

This Policy for familiarization programme for Independent Directors (“**Policy**”) of THINKING HATS ENTERTAINMENT SOLUTIONS LIMITED (“**Company**”) is formulated in pursuance of Regulation 25 (7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (**SEBI Listing Regulations**), which, requires a listed entity to familiarize its independent directors shall familiarize its Independent Directors through various programmes about the listed entity, nature of the industry in which such entity operates, business model, roles, rights and responsibilities of the independent directors and any other relevant information. In view of the same, the Board of Directors of the Company, at its meeting held on June 7, 2024 approved this Policy with regard to Familiarization Program for Independent Directors.

**2. PURPOSE AND OBJECTIVE OF THE POLICY**

In terms of Regulation 4 (14) and Regulation 25 (7) of the SEBI Listing Regulations, the purpose of this Policy is to provide Independent Directors of the Company an insight into the affairs of Company and to familiarise them about the Company to enable the Independent Directors to perform their role effectively as the member of the Board of Directors of the Company, including the nature of the industry in which the Company operates, business model of the Company, and make them accustomed to their roles, rights and responsibilities that would facilitate their active participation in contributing to the Company.

**3. FAMILIARIZATION AND CONTINUING EDUCATION PROCESS**

- The newly appointed Independent Directors of the Company shall be familiarized with the various aspects of the Company like constitution, vision & mission statement, the activities, business model geographies in which the Company operates, band procedures, strategic direction, etc. by way of detailed presentation.
- Information material like code of conduct, the code of internal procedures and conduct for prohibition of insider trading and other applicable policies of the Company, performance highlights, etc., will also be provided to supplement the presentation and to create awareness to the Independent Director of their roles, rights, responsibilities towards the Company.
- The familiarization programme shall also provide information relating to the financial performance of the Company and budget and control process of the Company.
- Periodic presentations, as may be needed, will be made to the Independent Directors to update them on all business related issues and new initiatives undertaken by the Company including any regulatory changes that may have impact on the operations of the Company including roles and responsibilities of the Independent Directors. The Company may also conduct training programme to its Independent Director by experts outlining the roles, rights, duties and responsibilities of Independent Directors from the perspective of various applicable laws.
- The Independent Directors may also be recommended to attend various seminars, conferences training programmes from time to time.
- The Managing Director and other executives of the Company shall lead the familiarization programme on aspects related to business/industry. The Chief Financial Officer/Directors or such other authorised officer(s) of the Company may participate in the programme for providing inputs on financial performance of the Company and budget control process, etc. apart from involvement of company secretary and other senior management personnel/key managerial personnel of the Company and when required to conduct such programmes.

#### **4. INDUCTION ON JOINING THE BOARD OF THE COMPANY**

The new directors shall be welcomed on the Board of Directors of the Company by sharing the following documents of the Company:

- Memorandum of Association and Articles of Association of the Company
- Annual Reports of last three consecutive years
- Code of Conduct for Directors and Senior Managerial Personnel
- Note on Directors roles and responsibilities
- Policy Handbook of the Company comprising of policies on various business aspects and practices
- Organizational Chart of the Company and the profile of all the Directors and the Senior Managerial Personnel of the Company
- List of Contact details of the Directors, Senior Managerial Personnel and their personal / executive assistants.
- Publicity material of the Company that explains the range of products, services and solutions offered by the Company to its customers
- Note on key customers of the Company and their geographical distribution in terms of the work across and the revenue.
- Terms and conditions of appointment of independent directors
- the list of actions that a director should not do while functioning as such in the company;
- the Code of Business Ethics that the company expects its directors and employees to follow
- Provision for Directors and Officers (D and O) insurance, if any;
- The fiduciary duties that come with such an appointment along with accompanying liabilities; and
- The expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks.

#### **5. INVITATION TO PARTICIPATE IN CORPORATE EVENTS**

- The Board of Directors would be invited to participate in various corporate events to upgrade their domain knowledge about the Company.
- The Company shall through its Executive Directors / Senior Managerial Personnel conduct programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company;
- Such programmes / presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.
- The Company may circulate news and articles related to the industry on a regular basis and may provide specific regulatory updates from time to time; and
- The Company may conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.

#### **6. POLICY REVIEW**

Where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy and procedures until such time as this Policy is changed to conform to the law, rule, regulation or standard

#### **7. AMENDMENTS**

The Company may amend the Policy as and when it deems necessary either pursuant to any change in law or otherwise. The Company shall be free to devise and implement any supplementary or other policies and guidelines in respect hereof for better implementation of this Policy.

**Following major areas / topics were covered under the familiarisation program:**

<b>Area</b>	<b>Topics</b>	<b>Delivered by</b>	<b>Mode</b>
Business and Industry	<ul style="list-style-type: none"> <li>- Business &amp; Operational Performance of the Company &amp; its Subsidiaries</li> <li>- New Material initiatives by the Company</li> </ul>	CFO, Business / Functional heads	Board / Committee Meeting, periodical updates
Financial and Treasury	Financial Results and Performance <ul style="list-style-type: none"> <li>- Borrowing &amp; liquidity position</li> <li>- Investment, loans &amp; guarantee</li> <li>- Utilisation of Funds raised through IPO</li> </ul>	CFO	Board / Committee Meeting
Legal and Regulatory Compliance	<ul style="list-style-type: none"> <li>- Compliances with various applicable laws</li> <li>- Compliance Management System</li> </ul>	CS	Board / Committee Meeting
Regulatory Updates	Amendments to Schedule III to the Companies Act, 2013 <ul style="list-style-type: none"> <li>- Companies (Auditors Report) Order, 2020</li> <li>- New regime on Related Party Transactions</li> </ul>	Representative of Statutory Auditors, Representative of Secretarial Auditor	Committee Meeting

Independent directors have spent approximately 8 hours during the year as a part of familiarization program.