



THEJO ENGINEERING LIMITED

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Familiarisation Programme for Independent Directors in terms of Regulation 25(7) and 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”)

Background:

The Listing Regulations require listed companies to conduct familiarization programme for the Independent Directors so as to familiarize them with the company, nature of the industry in which the Company operates, business model of the Company, roles, rights and responsibilities of the Independent Directors and any other relevant information. The Company facilitates the Members of the Board to familiarize themselves with the industry and its operations.

Practices followed by the Company:

The Company has a familiarisation programme for Independent Directors with regard to their role, rights, responsibilities in the Company, nature of Industry, the business models of the Company, etc.

At the time of appointing Independent Directors, an Appointment Letter incorporating *inter alia* their role, duties and responsibilities and the various terms and conditions of their engagement is issued for the acceptance of the Independent Directors. Familiarisation programme for the new directors involves site visit, apprising about operations of the Company and its subsidiaries, internal policies and practices, regulatory framework etc.

The Independent Director is also explained in detail the compliances required from him / her under the Companies Act, 2013, SEBI Regulations and other relevant regulations. By way of an introduction to the Company, presentations are also made to the newly appointed Independent Directors on relevant information like overview of the Company's businesses, market and business environment, growth and performance, organisational set up of the Company, governance and internal control processes.

When a new Independent Director is appointed, the Executive Chairman, Managing Director and Key Managerial Personnel of the Company brief him / her on the functioning of the Board and the nature of operations of the Company. Independent Directors are provided with a copy of the Memorandum and Articles of Association of the Company, the latest Annual Report, Code of Conduct for Directors and Senior Management and the Company's Code of Conduct to Regulate, Monitor and Report Trading by designated persons.

Independent Directors are also apprised from time to time, of the compliances required from them under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant Rules and Regulations.

The Company also highlights to the Board on the changes in the key regulations impacting the Company or the functioning, roles and responsibilities of the Board Members. At least one Board Meeting in a year has a detailed Strategy session with the senior management team of the Company. The provision of access to senior managerial personnel at Board / Board Committee Meetings enables Independent Directors to interact with them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality and risk management, CSR and sustainability initiatives, investors' complaints and its redressals, issues relating to compliances and governances and other related areas. The Senior Management also makes presentations on different areas to the Board / Board Committees for informed appreciation of issues being discussed. At the Board/Committee meetings, the Directors are apprised of the Risk Management Process, relevant Company Policies and regulatory updates. Presentations on operations are regularly made to the Board / Committees at their meetings.

During the year (FY 2022-23), following major areas / topics were covered under the familiarisation program:

Area	Topics	Delivered by	Mode
Business and Industry	Business & Operational Performance of the Company & its Subsidiaries - Global business & industry changes and outlook.	Executive Chairman and Managing Director along with SBU Heads	Board / Committee Meeting, periodical updates
Financial	Financial Results and Performance - Borrowing & liquidity position - Investment, loans & guarantee	CFO & Secretary	Board / Committee Meeting
Environment, Social and Governance	CSR Initiatives and their impact - Performance on Health, Safety and Environment matters at the various sites - Human Resource updates, Employee Health & Safety - Diversity & Inclusion, Internal Audit Plans and findings - Internal financial controls and Risk Management Systems	Executive Chairman and Senior Management team	Board / Committee Meeting. The Company's ESG initiatives are steered by the Executive Chairman
Legal and Regulatory Compliance and Updates	Compliances with various applicable laws - Key Regulatory updates	CFO & Secretary	Board / Committee Meeting

Independent directors have spent approximately six hours during the year as a part of familiarisation program.