



## TCNS CLOTHING CO. LIMITED

### FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

*[Pursuant to Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

**Effective Date: 2<sup>nd</sup> February 2018**

#### **I. PREAMBLE**

In terms of Clause 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall familiarize the independent directors with TCNS Clothing Co. Limited (“**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.

#### **II. PURPOSE**

The familiarization programmes are aimed to familiarize the independent directors with the Company, their roles responsibilities in the company, nature of industry in which the company operates and business model of the company by imparting suitable training sessions.

#### **III. OVERVIEW OF FAMILIARIZATION PROGRAMMES**

The Board of Directors will approve the Independent Director’s Training Policy (“**Policy**”) according to which:

- (a) To facilitate independent directors in the performance of their duties and responsibilities. New directors are provided with a personal orientation by senior leaders of the Company and materials regarding the Company’s business and operations, governing documents, information on key personnel, and financial information are made available to them.
- (b) Independent directors are also taken through detailed business strategy for various businesses during the independent directors meetings which are held at least twice during the financial year.
- (c) The Chairman of the Board, depending on the business needs may also nominate independent directors for relevant external training programs.
- (d) Apart from the independent directors, non-executive directors are also eligible to attend the familiarization programmes.
- (e) The independent directors are made aware of their role and responsibilities and liabilities at the time of their appointment through a formal letter of appointment, which also stipulates their roles and responsibilities and various terms and conditions of their appointment.
- (f) Regular updates on relevant statutory and regulatory changes are regularly circulated to the Directors.
- (g) The Chairman of the Board may decide on the frequency of the familiarization sessions to be held pursuant to the policy and shall authorise any Key Managerial Personnel to conduct and keep record of the familiarization sessions.