



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: 2nd 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

- (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.

IV. THE DETAILS OF FAMILIARIZATION PROGRAMME CONDUCTED ARE AS FOLLOWS:

- (a) All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company including the nature of the industry in which the company operates and business model of the company,
- (b) The appointment letter issued to Independent Directors inter alia sets out the expectation of the Board from the appointed director, their fiduciary duties and the accompanying liabilities that come with the appointment as a director of the Company. Periodic presentations are being made



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on continuous basis at the Board and Board Committee Meetings, on business and performance updates of the Company, business strategies and risks involved.

- (c) Further each director of the Company has complete access to any information relating to the company. Independent Directors have the freedom to interact with the Company's management. They are given all the documents sought by them for enabling a good understanding of the Company and its various operations.
- (d) The Independent directors are being familiarized on the following matters at the meetings conducted during the year 2018-19 and till 8th February, 2019:

S. No	Nature of Programme
1.	Nature of Industry and Business model.
2..	Quarterly Updates on relevant statutory changes along with updates on Insider Trading Code
3.	Status of existing Statutory Compliance.
4.	Presentation on Business and Financial Operations
5.	Internal Controls over Financial Reporting
6.	Ind AS overview
7.	Updates on Internal Audit Mechanism.

Details of attendance of Independent Directors in the above Familiarization Programmes during the year 2018-19 and till 8th February, 2019 is as follows:

S. No	Name of Director	Total Hours	No. of hours spent
1.	Ms. Neeru Abrol	8	8
2.	Ms. Sangeeta Talwar	8	8
3.	Mr. Bhaskar Pramanik	8	8
