



TCI Finance Limited

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Familiarisation Programme of Independent Directors

TCI Finance Limited

Familiarisation Programme for Independent Directors **(Pursuant to Schedule IV of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015**

A. Preamble

In accordance with the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25(7) of the SEBI (LODR) Regulations, 2015, the Company shall 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.

B. Purpose & Objective

The Program aims to provide insights into the Company to enable the Independent Directors to understand their roles, rights, responsibilities in the Company and get updated on the Business & Operations of the Company and contribute significantly to the Company.

C. Details of Familiarization Programme

1. The Company, on regular basis, makes detailed presentation to the entire board including Independent Directors on the Company's operations and business plans, the nature of industries in which the Company operates. Such presentations are made by the senior management so that the Independent Directors can have direct interaction with them.
2. The Independent Directors of the company are made aware of their role, responsibilities and liabilities at the time of their appointment / reappointment through a formal letter of appointment which also stipulates various terms and conditions of their engagement apart from clarifying their roles and responsibilities under the Companies Act, 2013, RBI Master circulars applicable to Non-Banking Finance Company- Non Systematically important non deposit taking Company. Further, detailed presentations are also given to all the directors including the independent directors on the changes in backdrop of Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards and on revised framework of NBFC- Non systematically important Non deposit taking Company and related regulations.

3. As and when a new director gets appointed, as part of the process of induction, the Company has the practice of familiarizing the new director with information on various aspects of the Company, along with important codes and annual reports concerning the Company.

Details as per Regulation 46(2)(i) of SEBI (Listing Obligations & Disclosure Requirements) 2015 of the familiarization programme imparted to Independent Directors during the year 2019-20 are highlighted below:

<u>Date of Programme</u>	<u>Topic Covered</u>
22.05.2019	Brief Discussion on Companies (Significant Beneficial Ownership) Amendment Rules, 2019 and Companies (Acceptance of Deposits) Amendment Rules, 2019
12.09.2019	1. Amendment in SEBI (Substantial Acquisition of Shares and Takeovers), Regulations 2011 vide circular dated August 07, 2019. 2. Detailed overview on Creation of Databank for Independent Directors and related amendments in the Companies Act, 2013
04.02.2020	RBI circular dated 21st january, 2020 vide ref no. RBI/2019-20/148 DOR.NBFC (PD).CC.NO.108/03.10.001/2019-20

The details of the no. of programmes, no. of hours spent by the independent directors and other relevant details are as follows: -

S. No	Name of the Director	No. of Programmes attended		No. of Hours Spent	
		During the year	On a cumulative basis till date	During the year	On a cumulative basis till date
1)	Dr. D R Agarwal	3	3	2 Hrs	2 Hrs
2)	Mr. Ashok Kumar Goyal	2	2	1 Hrs	1 Hrs

D. Programme and disclosure:

- i. Familiarization programme will be conducted on need basis during the Year.
- ii. As and when familiarization programme is conducted, the same will be disclosed on the website of the Company and a web link thereto shall also be given in the Annual Reports of the Company.

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