



Himatsingka Seide Limited

**FAMILIARIZATION PROGRAMMES FOR
INDEPENDENT DIRECTORS**



Preamble

The Regulation 25(7) & Regulation 46(2)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 respectively stipulates that the Company shall familiarize 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.

Overview of the Familiarization process

All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company. 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.

Independent Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

In addition, presentations are made at the Board and Committee Meetings on the performance of the company along with subsidiaries and quarterly updates on relevant statutory changes.

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. Further, they meet without the presence of the Company's Management Personnel to discuss matters pertaining to the Company's affairs and put forth their combined views to the Chairman and Managing Director.

Site visits to various plant locations are organized for the Directors to enable them to understand the operations of the Company.



Details of Familiarization programmes imparted to Independent Directors pursuant to the Policy are as follows:

In order to familiarize the Board with the manufacturing operations of the company, a video presentation, explaining in detail, the design process and manufacturing processes of the company at both its plants located in Doddaballapura and Hassan.
A presentation on the Internal Financial Control (IFC) mechanism as required under the Companies Act, 2013, and its applicability to the Company was made to the Board on 23.09.2014 by Deloitte Haskins & Sells.
New Project update. The Board on 28.04.2015 was presented about the new initiatives in the areas of backward integration into Spinning, brown field capacity enhancement of the existing sheeting plant and establishing a presence in allied products such as Terry Towels. The Board was informed of the status of the project from time to time.
Conversion of Doddaballapur EOU into DTA unit. The Board on 28.04.2015 was informed that the Company's status as EOU has been reviewed to evaluate the indirect tax benefits and ease of operations vis-a-vis benefits and ease of operations under other schemes as DTA unit. The Board was familiarized with the status of conversion from time to time.
De-notification of Existing Unit at Hassan The Board on 23.07.2015 was apprised that the existing facility at Hassan of 106 acres is in the nature of an SEZ. The proposal of converting the Bed Linen Plant at Hassan (which is in the nature of an SEZ) to a DTA and the benefits that accrue as a result of such conversion was explained. The Board was familiarized with the status of conversion from time to time.
Status of Projects (Himatsingka Linens) A presentation on the progress of the bed linen project of Sheeting & Spinning was made to the Board on 30.01.2016 to familiarise on the status of new project.

Details of attendance of Independent Directors in Familiarization Programmes are as follows:

Sl. No.	Name of Independent Director	No. of the Programmes attended		No of hours spent	
		FY 2015-16	Cumulative till date	FY 2015-16	Cumulative till date
1	Mr. Dilip J Thakkar	2	4	2	4
2	Dr. K.R.S. Murthy	4	6	3	5
3	Mr. Rajiv Khaitan	4	6	3	5
4	Mr. Berjis M Desai	1	2	30 minutes	1