



**DETAILS OF FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS CONDUCTED DURING THE FINANCIAL YEAR 2023-24 PURSUANT TO REGULATION 25 (7) OF THE (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Tokyo Finance Limited (“the Company”) has in place a mechanism to familiarize its Independent Directors about the Company, the industry and business structure of the Company and associates. The Company also undertakes various initiatives to update the Independent Directors about the ongoing events and developments relating to the Company, significant changes in regulatory environment and implications on the Industry/ Company. To familiarize the new directors with the business and operations of the Company an Induction kit is shared with them which, *inter-alia*, includes Mission, Vision and Values, Group Business Structure, Brief profile of the Board of Directors, Composition of Committees of the Board, Brief profile of Senior Management Personnel, Press Releases, Investor Presentation, Latest Annual Report, Latest Shareholding Pattern and Shareholders holding more than 5% of share capital, Codes and Policies and Remuneration payable to Directors. Furthermore, the role, rights, responsibilities, duties and liabilities of the Independent Directors are embodied in detail in their Appointment Letter.

During the Financial Year 2023-24, the Independent Directors were updated from time to time on continuous basis on the significant changes in the regulations applicable to the Non-Banking Finance Companies (NBFC) in general and the Company in particular by circulating and deliberating and discussing during the various Board and Committee Meetings of the Board, the new regulations, circulars, notifications including amendments in existing regulations issued by the Securities and Exchange Board of India, Reserve Bank of India, Ministry of Corporate Affairs and Stock exchanges etc. presentation on key highlights of SEBI Regulations and RBI Directions and Circulars, circulating press releases, disclosures made to Stock Exchanges etc. Apart from aforesaid updates, presentations were regularly made at the meeting of the Board of Directors and other Committees constituted by the Board, where the Board members interact with the Senior Management Personnel (SMP). The Managing Director and the SMP gave a detailed quarterly presentation on review of operations of the Company, its subsidiaries and associates, peer comparison and overall industry scenario. Due to the pandemic no off site strategy meet was conducted this year.

During the year Familiarization Programmes were held on Monday 27 June 2023, Wednesday 3<sup>rd</sup> July, 2023, Monday 17<sup>th</sup> July, 2023 and Thursday 4 January, 2024 was attended by the Directors of the Company including the Independent Directors of the Company for a cumulative duration of 8 hours. During the said Programmes a presentation was given by the Company Secretary and the Chief Compliance Officer on its impact. Some of the key topics covered were as follows:

- Master Circular for Issue of Capital and Disclosure Requirements.
- Master Circular for listing obligations and disclosure requirements for Non-convertible Securities, Securitized Debt Instruments and/ or Commercial Paper
- Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities



- Master Circular for Online Resolution of Disputes in the Indian Securities Market to Buy-back Regulations

The details of the training programs attended on cumulative basis attended by the Directors including Independent Directors from FY 2016-17 to FY 2023-24 required under Regulation 46(2) of the Listing Regulations are provided in **Annexure A**



## Annexure A

Overview of the Familiarization Programmes imparted for Directors of the Bank are as under:

Sr. N \\	Nature / Subject of programme	Day / Date	Time Duration	No. of programmes attended	
				During the year	Number of Ind-Directors
1	Key features of the Reserve Bank Of India Master Direction: RBI/DNBS/2016- 17/ 53 DNBS.PPD.NO.04/ 66.15.001/2016-17, regarding Information Technology framework for the NBFC sector, dated 8 th June, 2017	Monday, July 31, 2017	2 hours	F.Y. 2017-18	3
2	Discussion on Revised Secretarial Standards 1 & 2	Tuesday, February 13, 2018	3 hours	F.Y. 2017-18	3
3	SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 and its Recent Amendments and	Friday, March 09, 2018	3 hours	F.Y. 2017-18	3
4	SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 and its Recent Amendments	Monday, March18, 2019	1 hours	F.Y. 2018-19	3
5	SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015 brief overview	Thursday, February 20, 2020	1 hours	F.Y. 2019-20	2
6	Ind-AS	Monday, June 1, 2020	2 hours	F.Y. 2019-20	2



7	SEBI Consultation Paper on Regulatory Provisions related to Independent Directors	Wednesday, March 10, 2021	1 hours	F.Y. 2020-21	3
8	Transmission of RBI COSMOS portal to XBRL	Monday, August 31, 2021	2 Hour	F.Y. 2021-22	3
9	SEBI Consultation Paper on Regulatory Provisions related to Independent Directors, RBI (Transfer of Loan Exposures) Directions, 2021 and other topics mentioned above	Thursday, March 17, 2022	1 hours	F.Y. 2021-22	3
10	General Circular No. 08/2022 dated 26th July, 2022	Thursday, August 11, 2022	1 hours	F.Y. 2022-23	3
11	SEBI & Company Law Amendments Effective from April 01, 2023	Thursday March 16, 2023	2 hours	F.Y. 2022-23	3
12	Master Circular for Issue of Capital and Disclosure Requirements	Monday, 27 <sup>th</sup> June, 2023	2 hours	F.Y. 2023-24	3
13	Master Circular for listing obligations and disclosure requirements for Non-convertible Securities, Securitised Debt Instruments and/ or Commercial Paper	Wednesday, 3 <sup>rd</sup> July, 2023	2 hours	F.Y. 2023-24	3
14	Master circular for compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by listed entities	Monday, July 17, 2023	2 hours	F.Y. 2023-24	3



15	Master Circular for Online Resolution of Disputes in the Indian Securities Market	Thursday, January 4 <sup>th</sup> , 2024	2 hours	F.Y. 2023-24	3
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### **Legal Framework**

Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“the Listing Regulations”) requires a Company to familiarise its Independent Directors through various programmes about the Company, including the following:

- (a) nature of the industry in which the company operates;
- (b) business model of the company;
- (c) roles, rights, responsibilities of independent directors; and (d) any other relevant information.

Further, Regulation 46(2) of the Listing Regulations requires a Company to disseminate on its website the details of familiarisation programmes imparted to Independent Directors including the following details:-

- (i) number of programmes attended by Independent Directors (during the year and on a cumulative basis till date),
- (ii) number of hours spent by Independent Directors in such programmes (during the year and on a cumulative basis till date), and (iii) other relevant details.

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