



CAPITALINDIA

CAPITAL INDIA FINANCE LIMITED

CIN: L74899DL1994PLC128577

Registered Office: 2nd Floor, DLF Centre, Sansad Marg, New Delhi - 110001, **Tel.:** 011-49546000

Website: www.capitalindia.com, **E-mail:** secretarial@capitalindia.com

**FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS OF
CAPITAL INDIA FINANCE LIMITED (“COMPANY”)
(for the financial year ended March 31, 2022)**

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) stipulates that the listed entities shall familiarise its Independent Directors through various programmes about the listed entity, nature of the industry in which the listed entity operates, business model of the listed entity, the roles, rights, responsibilities of the Independent Directors, and other relevant information., through various programmes. Also, the Companies Act, 2013 (“**Act**”), provides that it is the duty of the Independent Director, to undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company. Further the Policy on Familiarisation Programme for Independent Directors, provide the overview for the manner in which the Independent Directors of the Company, are familiarised about the Company and other related matters.

In compliance of the above, all the Independent Directors of the Company, are made aware of their roles, functions, rights, duties and responsibilities at the time of their appointment with the Company, through a formal letter of appointment which also includes the terms and conditions of their appointment. Also, the Independent Directors are made aware about the Company, its business, industry, other Board members and senior management of the Company among other relevant information about the Company.

The Independent Directors are provided an overview of Criteria of independence applicable to Independent Directors, the financial controls, risk management, financial management compliance, corporate social responsibility, stakeholders conflicts, board effectiveness, strategic direction, meetings and performance assessment, Vigil Mechanism including policy formulation, disclosures, code for Independent Directors, Risk Management Systems & framework; and Board Evaluation Process and Procedures. This induction programme helps the Independent Director to understand the Company, its business and the regulatory framework in which the Company operates and equips them to effectively fulfil his role as an Independent Director of the Company.

During the financial year 2021-22, the Executive Directors / Senior Managerial Personnel / Key Managerial Personnel / Business Heads of the Company conduct various presentations periodically to familiarize the Independent Directors with the business strategies, quarterly and annual results, business outlook, policies, review of internal audit and risk management framework, and operations and functions of the Company along with its subsidiaries, to enable them to understand the Company’s business, strategies, industry dynamics, service and product offerings, markets, and associated risks and prepare them for an active role in the Company. It empowers the Independent Directors to understand Board procedures and help them to be effective in board activities.

All the major developments relating to the Company, including material changes taking place in the applicable laws governing the Company are informed to the Board, including the Independent Directors, as and when deemed necessary.

Details of familiarization programmes imparted to Independent Directors, during the financial year ended on March 31, 2022, are as under:

Name of Independent Director (as on March 31, 2022)	Date of Appointment	Number of programmes attended by Independent Directors	Number of hours spent by Independent Directors in such programmes
Mr. Vinod Somani	20.12.2017	5	9 Hours
Mr. Yogendra Pal Singh	13.02.2019	5	9 Hours
Mrs. Rachna Dikshit	30.09.2020	5	9 Hours
Mr. Subhash Chander Kalia	26.05.2021	4	5.3 Hours

In the above programmes, the management of the Company made all efforts to ensure that the Independent Directors are fully aware of the current state of affairs of the Company and the industry in which it operates.