



**CAPITALINDIA**

**CAPITAL INDIA FINANCE LIMITED**

CIN: L74899DL1994PLC128577

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**FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS OF  
CAPITAL INDIA FINANCE LIMITED (“COMPANY”)**

*(for the financial year ended March 31, 2025)*

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 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 of the Company, provide the overview for the manner in which the Independent Directors of the Company, are familiarised about the Company and other related matters.

In accordance with the above, all Independent Directors of the Company are informed of their roles, responsibilities, rights, duties, and functions at the time of their appointment. This is done through a formal letter of appointment, which also outlines the terms and conditions of their engagement. Additionally, Independent Directors are provided with comprehensive information about the Company, including its business operations, industry landscape, other Board members, and senior management, along with other relevant details to facilitate their understanding and effective contribution.

As part of the induction programme, Independent Directors are provided with a comprehensive overview of key areas relevant to their role. This includes the criteria for independence, internal financial controls, risk management frameworks, financial management and compliance practices, corporate social responsibility, stakeholder conflict resolution, board effectiveness, strategic direction, board meetings and performance evaluation processes. They are also introduced to the Vigil Mechanism, including policy formulation and disclosures, the Code for Independent Directors, and the Board Evaluation Process and Procedures.

This structured induction enables Independent Directors to gain a thorough understanding of the Company, its business operations, and the regulatory environment in which it operates, thereby equipping them to effectively discharge their responsibilities.

During the financial year 2024–25, the Executive Director, Senior Managerial Personnel, Key Managerial Personnel, and Business Heads of the Company conducted periodic presentations to provide Independent Directors with a comprehensive understanding of various aspects of the Company. These sessions covered business strategies, quarterly and annual financial results, business forecasts, internal policies, audit findings, risk management framework evaluations, and the operations of the Company, including its subsidiaries.

The primary objective of these presentations was to equip Independent Directors with the necessary insights to understand the Company's business model, strategic direction, industry trends, product and service offerings, market presence, and associated risks. This initiative aimed to facilitate meaningful contributions from the

Independent Directors while enhancing their familiarity with Board protocols and procedures, thereby strengthening their effectiveness in fulfilling Board responsibilities.

Further, during the financial year 2024-25, General Dalbir Singh Suhag (Retd.) was appointed as an Independent Director on the Board of the Company. Upon his appointment, a formal letter of appointment was provided to him, outlining, among other things, the role, functions, duties, and responsibilities expected of him in his capacity as an Independent Director.

He was also briefed in detail on the statutory and regulatory compliances required under the Act, the Listing Regulations, and other applicable laws, rules, and regulations. A formal affirmation was obtained from him in this regard.

Further, all significant developments related to the Company, including substantial amendments in the legal frameworks/ acts/ rules/ regulations/ bye-laws/ circulars/ notifications having impact on the Company and its operations, were presented to the Board including the Independent Directors, as and when necessary.

Details of the familiarization programmes imparted to Independent Directors, during the financial year ended on March 31, 2025, are as under:

<b>Name of Independent Director (as on March 31, 2025)</b>	<b>Date of Appointment</b>	<b>Number of programmes attended by the Independent Directors</b>	<b>Number of hours spent by Independent Directors in such programmes</b>
Mr. Vinod Somani	20.12.2017	6	10 Hours 57 Minutes
Mr. Yogendra Pal Singh	13.02.2019		
Mrs. Rashmi Fauzdar	24.08.2023		
Ms. Jyuthika Mahendra Jivani	20.03.2024	5	6 Hours 17 Minutes
General Dalbir Singh Suhag (Retd.)	13.08.2024	2	2 Hours 37 Minutes

Through the above programmes, the Company's management made every effort to ensure that the Independent Directors were fully informed about the current state of affairs of the Company, as well as the industry in which it operates.

On a cumulative basis, details of familiarization programmes attended by the above-mentioned Independent Directors is as under:

<b>Name of Independent Director (as on March 31, 2025)</b>	<b>Date of Appointment</b>	<b>Number of programmes attended by the Independent Directors</b>	<b>Number of hours spent by Independent Directors in such programmes</b>
Mr. Vinod Somani	20.12.2017	40	92 Hours 8 Minutes
Mr. Yogendra Pal Singh	13.02.2019	31	65 Hours 8 Minutes
Mrs. Rashmi Fauzdar	24.08.2023	9	14 Hour 45 Minutes
Ms. Jyuthika Mahendra Jivani	20.03.2024	5	6 Hours 17 Minutes
General Dalbir Singh Suhag (Retd.)	13.08.2024	2	2 Hours 37 Minutes