



**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, 2024)*

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 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/her role as an Independent Director of the Company.

During the financial year 2023-24, the Executive Directors, Senior Managerial Personnel(s), Key Managerial Personnel(s), and Business Head(s) of the Company undertook various presentations on a periodic basis to acquaint the Independent Directors with a comprehensive understanding of the Company's business strategies, quarterly and annual financial results, business projections, internal policies, internal audit evaluations, risk management framework assessments, as well as the Company's operations and functions, inclusive of its subsidiaries.

The primary aim of the presentations was to equip the Independent Directors with necessary insights to comprehend the Company's business intricacies, strategic directions, industry dynamics, product(s) & service(s) offerings, market presence, and associated risks to achieve active contribution from the Independent Directors and empower them to develop a firm grasp of the Board protocols and procedures, for enhancing their effectiveness in carrying out board-related activities.

Further, during the financial year 2023-24, Mrs. Rashmi Fauzdar and Ms. Jyuthika Mahendra Jivani were appointed as an Independent Directors of the Company and upon their appointment a formal letter of appointment was given to them, which *inter alia* explained the role, function, duties and responsibilities expected of them as an Independent Director of the Company. They were also explained in detail the compliances required from them under the Companies Act, 2013, the Listing Regulations and other relevant rules/ regulations/ laws and affirmation taken with respect to the same.

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, 2024, are as under:

Name of Independent Director (as on March 31, 2024)	Date of Appointment	Number of programmes attended by the Independent Directors	Number of hours spent by Independent Directors in such programmes
Mr. Vinod Somani	20.12.2017	6	15 Hours 6 Minutes
Mr. Yogendra Pal Singh	13.02.2019		
Mr. Subhash Chander Kalia	26.05.2021		
Mrs. Rashmi Fauzdar	24.08.2023	3	3 Hours 48 Minutes
Ms. Jyuthika Mahendra Jivani*	20.03.2024	-	-

\* No familiarisation programme conducted during the financial year 2023-24 post appointment of Ms. Jyuthika Mahendra Jivani, however, relevant details regarding the Company, its working, applicable laws, among others has been provided to her, to make her aware of the organisation.

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.

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

Name of Independent Director (as on March 31, 2024)	Date of Appointment	Number of programmes attended by the Independent Directors	Number of hours spent by Independent Directors in such programmes
Mr. Vinod Somani	20.12.2017	34	81 Hours 11 Minutes
Mr. Yogendra Pal Singh	13.02.2019	25	54 Hours 11 Minutes
Mr. Subhash Chander Kalia	26.05.2021	15	34 Hours 59 Minutes
Mrs. Rashmi Fauzdar	24.08.2023	3	3 Hours 48 Minutes