



# ADITYA BIRLA CAPITAL

## ADITYA BIRLA CAPITAL LIMITED

(Formerly known as Aditya Birla Financial Services Limited)

CIN: L67120GJ2007PLC058890

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### **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

Ref: Schedule IV {Section 149 (8)} of the Companies Act, 2013 & Clause 25 (7) and 46 (2) (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

<b>Objective</b>	<p>The Company follows structured orientation and training programme for the Independent Directors of the Company to understand and get updated on the business and operations of the Company and nature of the industry in which the Company operates.</p> <p>The Independent Directors are kept aware and are being regularly updated by the Company, as and when required, about the changes in the regulatory framework and of their role, responsibilities and duties.</p>
<b>Familiarisation Programme</b>	<p>Familiarisation programmes for the Independent Directors generally forms part of the Board induction process.</p> <p>Presentations are regularly being made to the Board and its various Committees, where the Directors/ Committee Members get an opportunity to interact with the Senior Management Team including the Statutory and the Internal Auditors of the Company. Such presentations inter alia cover the performance of various businesses of the Company, operating results, comparison of actual performance vs. budget, management outlook on businesses, economic/industry developments, sectoral updates, and other related issues. The Directors are also regularly kept informed of the other developments of the Company and its subsidiaries through emails, etc.</p> <p>During the Financial Year 2016-17, in an aggregate almost 12 hours were spent in apprising the Independent Directors on the above matters.</p> <p>Up to year ended 31<sup>st</sup> March, 2018, the Independent Directors have, on a cumulative basis spent around 27 hours on the above matters.</p>

	As such the Directors of the Company have complete access to the information about the Company.	
<b>Induction Kit for new Directors</b>	<p>A new Director is welcomed on the Board of Directors by sharing various documents of the Company for his/her reference such as:</p> <ol style="list-style-type: none"> <li>1. Brief introduction of the Company</li> <li>2. Memorandum &amp; Articles of Association of the Company</li> <li>3. Profile of Board of Directors</li> <li>4. Profile of Senior Management Personnel</li> <li>5. Details of various Committees of the Board</li> <li>6. Code of Conduct for Board of Directors and Senior Management for maintaining highest degree of Corporate Governance and disclose personal and/or financial interest in any business dealings concerning the Company and ensure compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 etc.</li> <li>7. Code of Conduct for trading in listed or proposed to be listed securities of the Company</li> <li>8. Latest Annual Report</li> <li>9. Various Policies / Charters adopted by the Board</li> <li>10. Detailed Appointment letter incorporating the role, function, duties, remuneration and evaluation.</li> </ol>	
<b>Orientation Module</b>	<b>Particulars</b>	<b>Responsibility</b>
	Business overview, Corporate Plan	Chief Executive Officer / Chief Financial Officer
	Board Meeting Process	Company Secretary
	Statutory Compliances as a Board member as per Companies Act, Listing Regulations etc. Updates on Company and its subsidiaries	Company Secretary

As such, the Company ensures that there is appropriate mechanism to ensure that the Directors remain familiar with their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, and continue to be updated on the state of Company's affairs and the industry in which it operates.

#### **Review of the Programme:**

The Company may review the programme and make necessary revisions, as and when required.

#### **Disclosure requirement:**

The familiarisation programme for Independent Directors is disclosed on the Company's website [www.adityabirlacapital.com](http://www.adityabirlacapital.com) and web link thereto shall be given in the Annual report.

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