



ADITYA BIRLA FASHION AND RETAIL LIMITED

(formerly known as Pantaloons Fashion & Retail Limited)

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FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Ref: Schedule IV {Section 149 (8)} of the Companies Act, 2013

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Clause 25 (7) and 46 (2) (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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| Objective | <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> |
| Familiarisation Programme | <p>Familiarisation programmes for the Independent Directors generally forms part of the Board 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 at the Units through emails, etc.</p> <p>During the Financial Year 2015-16, in aggregate 12 hours were spent in apprising the Independent Directors on the above matters.</p> <p>As such the Directors of the Company have complete access to the information about the Company.</p> |

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| Induction Kit for new Directors | <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"> 1. Brief introduction of the Company 2. Memorandum & Articles of Association of the Company 3. Profile of Board of Directors 4. Profile of Senior Management Personnel 5. Details of various Committee of the Board 6. Code of Conduct for Directors 7. Code of Conduct for trading in listed or proposed to be listed securities of the Company 8. Latest Annual Report 9. Latest Sustainability Report 10. Various Policies / Charters adopted by the Board 11. Detailed Appointment letter incorporating the role, function, duties, remuneration and evaluation. | |
| Orientation Module | Particulars | Responsibility |
| | Business overview, Corporate Plan | Business Head |
| | Board meeting Process | Company Secretary |
| | Statutory Compliances as a Board member as per Companies Act, Listing Regulations etc. | Company Secretary |
| | Updates on Company / on Units | Management |

As such, the Company ensures that there is adequate 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 is disclosed on Company's website www.abfrl.com and web link thereto shall be given in the Annual report.
