



FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

This Familiarization Programme (*"the Programme"*) for Independent Directors of Aditya Birla Fashion and Retail Limited (*"the Company"*) has been adopted by the Company, pursuant to the provisions of Schedule IV of the Companies Act, 2013 and Regulation 25(7) and 46(2)(i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Purpose:

The Company strongly believes that effective programme helps the Independent Directors, not only to have greater insight into Company's business but also contributes effectively in decision making at Board / Committee meetings. Certain programme activities are merged with the Board/Committee meetings for the convenience of the Directors.

Familiarization Programmes imparted to Independent Directors:

- The Company has a programme for the new directors which involves site visit, apprising about Company's operations, internal policies and practices, industry dynamics, global business scenario, regulatory framework for the industry etc. The programme for Independent Directors is prepared after assessment of requirement, in consultation with each Independent Director. Need for familiarisation is also identified through Directors' performance evaluation process
- Letters of appointment stipulating the terms of their appointment, including their role, function, rights, duties, remuneration and evaluation are issued to Independent Directors, at the time of their appointment. Directors are provided with induction kits which, inter alia, includes brief introduction of the Company, Memorandum & Articles of Association of the Company, profile of Board of Directors, profile of Senior Management Personnel, details of various Committees of the Board, Code of Conduct for Directors, Code of Conduct for trading in listed or proposed to be listed securities of the Company, latest Annual Report, various Policies / Charters adopted by the Board.
- Familiarization process for the Independent Directors generally forms part of the Risk Management and Sustainability Committee and Board Meetings.
- The Audit Committee and Board Meetings, inter alia, include:
 - detailed presentations made by Chief Financial Officer and Business Heads of the Company, where the Independent Directors get an insight on financial, strategy and operations of the Company and its Subsidiaries;
 - presentations on regulatory updates relating to the Company;
 - presentation by Statutory Auditors on their report, on a quarterly basis;
 - discussions on Environment, Health and Safety matters;
 - discussions on matters arising out of Whistle Blower Policy and Prevention of Sexual Harassment (POSH).
- During the Financial Year 2020-21, in aggregate approximately 7.5 hours were spent in familiarising the Independent Directors.
- Up to year ended March 31, 2021, the Independent Directors have, on a cumulative basis spent around 45 hours on familiarisation.

ADITYA BIRLA FASHION AND RETAIL LIMITED

Registered Office:

Piramal Agastya Corporate Park, Building 'A',
4th and 5th Floor, Unit No. 401, 403, 501, 502,
L.B.S. Road, Kurla, Mumbai - 400 070

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- Independent Directors have the freedom to interact with the Company's Senior Management Personnel to discuss matters pertaining to the Company's affairs.

Review of the Programme:

This Programme may be reviewed and revised from time to time, as may be required.

Disclosure:

The Familiarisation Programme shall be disclosed on the Company's website and a web link thereto will be provided in the Annual Report.

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