



## FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

### **PREAMBLE:**

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company shall familiarize the Independent Directors with the Company, nature of the industry in which the Company operates, business model of the Company, their roles, rights, responsibilities in the Company, etc. through various programmes.

Further, Regulation 46(2) of the Listing Regulations requires a Company to disseminate on its website the details of familiarisation programmes imparted to Independent Directors.

### **OBJECTIVE:**

The familiarisation programme for the Independent Directors of the Company is designed to help the Independent Directors to gain a comprehensive understanding of the Company and its business models.

### **OVERVIEW:**

Initial familiarisation: As a part of initial familiarisation, a formal letter of appointment is given to the newly inducted Director *inter-alia* mentioning the terms of appointment, roles, responsibilities, functions and fiduciary duties expected of him/her.

An introductory familiarisation programme is thereafter conducted for such Director to apprise him/her about the Company, its long term vision, product offerings, organizational structure, material policies, annual operating plan and its other group companies. Independent Directors are also provided with necessary brochures, annual reports and internal policies to enable them to acquaint with the Company's procedures and practices.

Continual familiarisation: At the respective Board and Committee meetings, the Company on an on-going basis presents an update on Company's operations, financials, business performance, risk management framework, strategies, regulatory changes and other related matters to keep the Independent Directors abreast of the significant developments in the Company and its corporate environment.

**DETAILS OF FAMILIARISATION PROGRAMMES HELD:**

The details of familiarization programmes organized for the Independent Directors (ID's) are as follows:

Financial year in which sessions were held	Date of sessions	Subject matter of orientation	No. of sessions attended by ID's	No. of hours spent in the sessions by ID's
FY 2014-15	16/10/2014	Key aspects of Companies Act, 2013	1	1 hour
FY 2015-16	15/10/2015	Key aspects of SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015	1	30 mins.
FY 2016-17	19/01/2017	Industry & regulatory trends	1	30 mins.
FY 2017-18	18/01/2018	<ul style="list-style-type: none"> <li>• Key aspects of The Companies (Amendment) Act, 2017;</li> <li>• Prevailing market environment and marketing strategies executed by management to tackle growth rate.</li> </ul>	1	1 hour
FY 2018-19	23/01/2019	<ul style="list-style-type: none"> <li>• Specified Companies (Furnishing of information about payment to micro and small enterprise suppliers) Order, 2019 notified by MCA mandating disclosure of outstanding payments to MSMEs;</li> <li>• Key aspects of the SEBI PIT regulations as amended vide notification dt. 31 Dec 2018;</li> <li>• Prevailing market environment and marketing strategies executed by management to tackle growth rate.</li> </ul>	1	45 mins.
FY 2019-20	23/01/2020	<ul style="list-style-type: none"> <li>• Prevailing Industry trends and company's strategies to achieve targets as budgeted.</li> <li>• Legal and Regulatory updates including the latest amendments in Schedule VII of CSR Rules, Resignation of statutory auditors from listed entities and their material subsidiaries, Companies (Creation and Maintenance of Databank of Independent Directors) Rules, 2019 and Extension of the deadline for splitting the roles of the Chairman and the Managing Director for Top 500 Listed companies to 1 April, 2022</li> </ul>	1	45 mins.



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FY 2020-21	28/01/2021	<ul style="list-style-type: none"><li>• Financial, Operational &amp; Business Strategies to curtail the impact of CoVID-19 pandemic;</li><li>• Growth Strategies to expand the business operations and overcome the impact of CoVID-19 pandemic</li><li>• Key amendments in the following:<ol style="list-style-type: none"><li>a. The Companies Act, 2013;</li><li>b. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;</li><li>c. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;</li><li>d. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;</li><li>e. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;</li><li>f. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014</li></ol></li><li>• Measures taken by the Company for well-being of all employees in view of the CoVID-19 pandemic.</li></ul>	1	45 mins.
FY 2021-22	28/01/2022	<ul style="list-style-type: none"><li>• Financial, Operational &amp; Business Strategies adopted to overcome the impact of CoVID-19 pandemic and resultant slow-down in the media industry;</li><li>• Key amendments in the following:<ol style="list-style-type: none"><li>1. The Companies Act, 2013;</li><li>2. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;</li><li>3. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;</li><li>4. SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021.</li></ol></li></ul>	1	30 mins.



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FY 2022-23	20/03/2023	<ul style="list-style-type: none"><li>• Prevailing Industry trends and company's strategies to achieve targets as budgeted.</li><li>• Update on Environmental, Social and Governance (ESG).</li><li>• Risk Management Framework – Risks faced by the Company &amp; mitigation plans thereof;</li><li>• Key amendments in the following:<ol style="list-style-type: none"><li>1. The Companies Act, 2013;</li><li>2. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;</li><li>3. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;</li><li>4. SEBI (Share Based Employee Benefits and Sweat Equity) Regulations 2021.</li></ol></li></ul>	1	45 mins.
FY 2023-24	27/03/2024	<ul style="list-style-type: none"><li>• Review of Strategic Investments and Business Opportunities of the Company; Update on Environmental, Social and Governance (ESG).</li><li>• Corporate Governance and Risk Management. Important legislative changes in the Companies Act, 2013, SEBI (LODR) Regulations, 2015, SEBI PIT Regulations, 2015 and SEBI SBEBSE Regulations, 2021.</li><li>• Updates on Company's Policies.</li></ul>	1	1 hour
FY 2024-25	15/10/2024	<ul style="list-style-type: none"><li>• Roadmap and business strategies for next 2 years.</li><li>• Prevailing Industry trends and Company's strategies to achieve targets as budgeted.</li></ul>	1	1 hour
FY 2024-25	16/01/2025	<ul style="list-style-type: none"><li>• Update on Related Party Transactions and other relevant amendments under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li><li>• Update on Code of Conduct for Board of Directors and Senior Management under under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li><li>• Update on Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015.</li></ul>	1	15 mins.
FY 2025-26	16/07/2025	<ul style="list-style-type: none"><li>• Update on key changes of Corporate Social Responsibility Policy of the Company.</li></ul>	1	30 mins.



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FY 2025-26	15/01/2026	<ul style="list-style-type: none"><li>• Update on limit of Material Related Party Transactions and limit for Related Party Transactions where subsidiary is a party in line with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.</li><li>• Update on key clauses of Code of Practice and Procedures for Fair Disclosures of Unpublished Price Sensitive Information as per SEBI (Prohibition of Insider Trading) Regulations, 2015.</li></ul>	1	30 mins.
<b>Cumulative</b>			<b>14</b>	<b>9 hours 45 mins.</b>

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