

Details of Orientation and Familiarization Program for Independent Directors (FY 2022-23)

Preamble

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

Purpose

The Familiarization Programme is aimed to familiarize the Independent Directors with the Company, the responsibilities of their role in the Company, nature of the industry in which the Company operates and the business model of the Company by imparting suitable training sessions.

Overview of Familiarization Programme

Apart from Independent Directors, Non-Executive Directors are also eligible to attend the familiarization Programme. The Independent Directors are made aware of their role and responsibilities and liabilities at the time of their appointment through a formal letter of appointment, which also stipulates their roles and responsibilities and various terms and conditions of their appointment. Regular updates on relevant statutory and regulatory changes are regularly circulated to the Directors.

As a part of agenda of Board/Committee Meetings presentations are regularly made to the Independent Directors on various matters *inter-alia* on the trends in the Media and Entertainment Industry (“M&E Industry”) covering the Company’s strategy, operations, markets, finance, quarterly and annual financial results, latest amendments in related laws, role, rights and responsibilities of Independent Directors and such other areas from time to time where Directors get an opportunity to interact with Company’s management (Familiarization Program).

Details of Familiarization Programs imparted to Independent Directors:

Sr. No	Name of the Director	Number of Programs Attended		Number of Hours Spent	
		FY 2023	Cumulative till date	FY 2023	Cumulative till date
1	Mr. Vijay Tandon (appointed w.e.f. November 11, 2016)	1	6	45 minutes	5 Hours and 30 minutes
2	Mr. Anuj Puri (appointed w.e.f. May 30, 2016)	1	5	45 minutes	4 Hours and 30 minutes
3	Mr. Madhukar Kamath (appointed w.e.f. May 25, 2017)	-	5	-	4 Hours and 45 minutes
4	Ms. Anita Nayyar (appointed w.e.f. January 27, 2020)	1	2	45 minutes	1 Hour and 30 minutes
5	Mr. Ravi Sardana (appointed w.e.f. May 24, 2022)	1	1	45 minutes	45 minutes



DETAILS OF ORIENTATION AND FAMILIARIZATION PROGRAMME HELD ON FEBRUARY 2, 2023

The Company conducted an Orientation and Familiarization Programme for its Independent and other Non-Independent Directors; the purpose and objective of which was to apprise the Board, *inter-alia*, about **Key Regulatory Updates in Corporate Laws in India**. It also outlined the major regulatory changes brought about by SEBI, MCA etc. applicable on the Company/ Industry.

The synopsis of the E&Y presentation is recapitulated below:

A. New Norms for Related Party & Related Party Transactions:

Definition of Related Party, Definition of Related Party Transactions, Material Thresholds for RPT, Approval of Audit Committee for Related Party Transactions, Disclosure(s) of RPT, Validity of Omnibus Approval.

B. Appointment and Removal of Independent Directors:

Appointment / Removal for Independent Directors, Appointment of Directors (any capacity).

C. Corporate Social Responsibility Requirements and Others:

Requirement of the constitution of the CSR Committee for Unspent CSR amount, Revision in the limits to book expenditure towards impact assessment, Framework for restricting trading by Designated Persons by freezing PAN at security level.

D. SEBI Consultation Paper on Disclosure Requirements for material events/ information:

Quantitative criteria of minimum threshold for determination of materiality of an event/information, Amendment of the Materiality Policy of the listed entity, Reduction of the timeline for disclosure of material events or information from 24 hours to 12 hours, Mandatory verification of market rumors for Top 250 listed companies by Market Capitalization etc.