



Details of Orientation and Familiarization Program for Independent Directors (FY 2021-22)

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 Programme

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 2022	Cumulative till date	FY 2022	Cumulative till date
1	Mr. Vijay Tandon (appointed w.e.f. November 11, 2016)	1	5	60 minutes	4 Hours and 45 minutes
2	Mr. Anuj Puri (appointed w.e.f. May 30, 2016)	1	4	60 minutes	3 Hours and 45 minutes
3	Mr. Madhukar Kamath (appointed w.e.f. May 25, 2017)	1	5	60 minutes	4 Hours and 45 minutes
4	Ms. Anita Nayyar (appointed w.e.f. January 27, 2020)	-	1	-	45 minutes



DETAILS OF ORIENTATION AND FAMILIARIZATION PROGRAMME HELD ON FEBRUARY 8, 2022

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 ***Environmental, Social & Governance (ESG): Perspectives & Leading Practices*** covering major parameters and its scope. It also outlined the pivotal features with respect to SEBI-BRSR applicable on the Company. The synopsis of the E&Y presentation is recapitulated below:

A. Key ESG triggers & emerging landscape:-

1. ESG performance-call for immediate action & performance reporting which focused on Global shifts in awareness, public opinion, consumer, investment and regulations.
2. Key emerging ESG frameworks & standards and their applicability.

B. Evolving ESG leading practices globally:-

1. ESG ratings and Market performance correlation whose primary focus was on Net Returns yielded from Cumulative Index Performance (USD) and Index Performance (%- December 31, 2021)
2. Global ESG ratings benchmarking- Media & Publishing Sector (Refinitiv)

C. ESG transformation-key building blocks:-

1. Comprehensive mapping of key ESG principles-SEBI-BRSR:
 - a) P1-Integrity and Ethics
 - b) P2- Sustainable products
 - c) P3- Employees wellbeing
 - d) P4- Stakeholders interest
 - e) P5- Human Rights
 - f) P6- Environment
 - g) P7- Regulatory Policy
 - h) P8- Inclusive growth
 - i) P9- Consumers and IT
2. SEBI: BRSR Performance mandate as part of top 1000 Listed companies

D. Role of Board & Management:-

1. Key actions for Board & Management
2. ESG Governance benchmarking
3. ESG Governance charters & policies
4. ESG Performance Reporting-TCFD framework (Investor focused on climate risk)
5. ESG Performance reporting-Publishing Sector Metrics (Investor focused)
6. Embedding ESG in stakeholder communication
7. An agile approach to deliver quick wins & accelerate your ESG transformation
8. Initial/Key potential actions to consider to drive long term value
9. Integrated ESG dashboard