

NETWORK18 MEDIA & INVESTMENTS LIMITED

FAMILIARISATION PROGRAMMES

FOR

INDEPENDENT DIRECTORS

FAMILIARISATION PROGRAMMES FOR INDEPENDENT DIRECTORS

Preamble

Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") , *inter-alia* stipulates that 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.

Overview of the Familiarisation process

The main purpose of the process is to provide the Independent Directors an insight into the Company so that they are able to understand, in depth, the operations and business of the Company and with their experience and expertise, contribute significantly to the growth of Company.

Every newly appointed Independent Director is given an overview of the organization, its history, culture, values and purpose. Newly appointed directors are also provided with a Directors' kit containing information about the Company, Memorandum and Articles of Association, Annual Reports for previous years, various Codes and Policies, latest financial results, recent Media Releases etc. They are also apprised on the statutory provisions with respect to powers, roles and responsibilities of the Board and various Committees thereof. They also interact with Chairman and Key Managerial Personnel and get insight into various operational and governance aspects of the Company.

All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company. The appointment letter issued to Independent Directors, *inter-alia*, sets out the expectation of the Board from the appointed director, their fiduciary duties and the accompanying liabilities that come with the appointment as a director of the Company.

Operational and financial information of the Company are shared with the directors on their appointment to familiarise them with the business and regulatory environment in which the Company operates.

Periodic presentations are made at the Board and Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved. Updates on relevant statutory changes are presented to the Board and Board Committees.

Each director of the Company has complete access to every relatable information of the Company. Independent Directors freely interact with the Company's senior management, on an ongoing basis, on various issues, like business updates, changing regulatory environment, financial health of the Company etc.

They are provided with all the information sought by them for enabling a good understanding of the Company, its various operations and the industry segments of which it is a part. Further, they meet without the presence of the Company's Management Personnel to discuss matters pertaining to the Company's affairs and put forth their combined views to the Management.

Details of Familiarisation Programmes for Directors conducted during the year 2019-20**A) Specific Programmes:**

During the year, Directors (including Independent Directors) were given presentations on the business updates, where the Business Heads/Senior Management Team of the Company, *inter-alia*, made the Board familiarized on the topics like Performance Updates, Business Overview, Industry Insights, Industry Analysis and Competition, Impact of Economic Policies on Company's business, Business Opportunities and Challenges, Integration proposals, Annual Budget and Way Forward. Presentations were also given on business of Subsidiaries, Internal Audit and Risk Management. These presentations were made during the course of Board/Committee meetings and also separately. Five such programmes accumulating to around 16 hours were held and attended by the Directors (including Independent Directors) during the year.

In a separate session, the Directors were taken to show them the latest studios, the interview and recording rooms etc. and were briefed on the entire operational aspects of the business from the manner in which live sessions happens to telecast of recorded programs.

B) Ongoing Updates:

The Directors were also promptly updated on any changes in regulatory environment affecting the operations of the Company to make them aware of their roles and responsibilities, wherever applicable.