

# **FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS OF “ZEE MEDIA CORPORATION LIMITED”**

## **Preamble:**

Regulation 25 (7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates that the company shall familiarise the independent directors through various programs about their roles, rights and responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc.

Further, Regulation 46(2) of the Listing Regulations requires a Company to disseminate on its website the details of familiarization programmes imparted to independent directors including the following details:-

- (i) number of programmes attended by independent directors (during the year and on a cumulative basis till date),
- (ii) number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and
- (iii) other relevant details

## **Outline of the Familiarisation process:**

The Board including all Independent Directors have been explained about their roles, rights, responsibilities in the Company through detailed presentations on the changes in backdrop of Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards. The Company has arranged such presentations through internal resources as well as outside experts/consultants.

The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations of various businesses and processes of the Company in the Board/Committee Meeting.

Such programs / presentations provides an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company’s strategy, business model, operations, markets, organization structure, finance, human resources, technology and risk management and such other areas as may arise from time to time.

All new Independent Directors are taken through an induction and familiarization program when they join the Board of your Company. The induction program covers the Company’s history, background of the Company and its growth over the last few years, various milestones in the Company’s existence, the present structure and an overview of the business and functions. Independent Directors of the Company have also been familiarized with their roles, rights and responsibilities.

The Company's Board Familiarization Program comprises of the following: -

- ✓ Induction Program for new Independent Directors;
- ✓ Immersion sessions on business, functional issues and paradigm of the Industry;
- ✓ Strategy session;
- ✓ Key Updates – Companies Act 2013 & SEBI;
- ✓ Code of Conduct for Directors and Senior Management;
- ✓ Roles & Responsibilities of Directors;
- ✓ Prohibition of Insider Trading &
- ✓ Risk Assessment and Mitigation

The Board including all Independent Directors are being provided with relevant documents, reports and internal policies to enable them to familiarise with the Company's procedures and practices from time to time. Periodic presentations are made at the Board and Board Committee Meetings, on business and performance updates of the Company, business strategy and risks involved. Updates on relevant statutory changes concerning the Company are informed to the Board on regular intervals.

**Disclosure of the Familiarization Programme imparted by the Company:**

Name of Independent Directors	During the Financial Year 2021 - 22 <sup>§</sup>			
	Number of Programs Attended	On cumulative basis till date	Number of hours spent in such programmes	On cumulative basis till date
Sushanta Kumar Panda	3	3	2 Hr 40 Mins	2 Hr 40 Mins
Raj Kumar Gupta	3	3	2 Hr 40 Mins	2 Hr 40 Mins
Swetha Gopalan*	1	1	1 Hr 30 Mins	1 Hr 30 Mins
Rashmi Aggarwal**	1	1	40 Mins	40 Mins

\* Appointed on the Board as a Non-Executive Independent Director with effect from August 1, 2021.

\*\* ceased to be an Independent Director of the Company consequent to completion of her second term as Independent Director with effect from close of business hours of August 9, 2021

<sup>§</sup> Data provided for the Financial Year 2021-22, accordingly cumulative details are for the complete financial year 2021-22