

## **FAMILIRIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS OF PICTUREHOUSE MEDIA LIMITED**

### **BACKGROUND:**

Regulation 25 (7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) mandates that every listed company shall familiarize the Independent Directors through various programmes including following:

- a) Nature of the industry in which the listed company operates;
- b) Business model of listed company;
- c) Roles, rights, responsibilities of Independent Directors; and
- d) Any other relevant information.

Further, as per Regulation 46 (2) (i) of the Listing Regulations, the listed company shall disseminate 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 cumulative basis till date).
- ii. Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date).
- iii. Other relevant details.

### **DETAILS OF FAMILIRIZATION PROGRAMMES**

Picturehouse Media Limited (the Company) has an on-going familiarization programme for all its Directors including Independent Directors which includes the following:

#### **1. Initial familiarization:**

The Independent Directors are provided with an overview of the requisite criteria of independence, roles, rights, duties and responsibilities of directors, terms of appointment, the code of conduct and insider trading regulations, disclosure and business interests, nature of the industry and business model of the Company and policies of the Company and other important regulatory aspects as relevant for directors.

#### **2. Ongoing familiarization:**

The Independent Directors are apprised at Board Meetings through its Managing Director and/or Whole time Director as well as other Senior Managerial Personnel on the Company operations, governance, internal control processes and other relevant matters. The Independent Directors are also members of various Committees and at each Committee meeting, they are presented with the necessary information to enable them to review and grant approvals as per the terms of reference of the Committee. They are also updated on important changes in the regulatory framework and business environment having an impact on the Company.

## **FAMILIARISATION PROGRAMMES DURING FINANCIAL YEAR 2020-21**

Few programmes attended by them covered the following areas:

- a. Presentation on overview on Secretarial Standard I and its applicability;
- b. The Companies (Amendment) Act, 2020
- c. SEBI( Listing Obligations and Disclosure Requirement) (Amendment) Regulations, 2020
- d. SEBI(Prohibition of Insider Trading) (Amendment) Regulations, 2020
- e. SEBI(Issue of Capital and Disclosure Requirements)(Second Amendment) Regulations, 2020
- f. Non-compliance with provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Standard Operating Procedure for suspension and revocation of trading of specified securities.

During these presentations, the Directors also interacted with each other and with the members of the senior management in the context of the above mentioned subjects / matters.

The details of Independent Directors who attended the Familiarization Programme/s are as follows:

Sl. No.	Name of Independent Director	Number of Programmes/Meetings attended		No. of hours spent in the Familiarization Programme/s attended	
		For F.Y. 2020-21	Cumulative till 2021-22	For F.Y. 2020-21	Cumulative till 2021-22
1	Mr. N.S. Kumar	2	7	4	14
2	Mr. Sohrab Chinoy	2	7	4	14