



## **Eros International Media Limited**

### **Familiarization Program for Independent Directors**

The Company has taken up this initiative pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **PURPOSE & OBJECTIVES:**

The Company has formulated Familiarisation Programme for Independent Directors with an aim to make the Independent Directors aware about their roles, responsibilities and liabilities as per Companies Act, 2013 and other applicable laws and to get better understanding about the Company, nature of industry its operates and environment in which it functions, business model, long term/short term/strategic plans etc. The Directors are also informed about the important policies of the Company including the Code of Conduct for Board Members and Senior Management Personnel and the Code of Conduct to regulate, monitor and report trading by Insiders etc.

The Company shall through its Executive Directors/ Senior Management Personnel conduct programs/ presentations periodically to familiarize Independent Director about business strategies, management structure, HR Policy, risk management framework, operations of subsidiaries and associates, etc. In case, the Independent directors are interested in meeting any specific department or function or getting any further detail, the same is also arranged.

#### **INDUCTION PROCESS:**

On selection and appointment of the candidate as "Independent Director", an Induction manual containing, inter-alia, the following documents are sent alongwith a welcome note.

- *Corporate Presentation*
- *Annual Reports for last three years*

- *Organization Chart of the Company and profile of all the Directors and the Key Managerial Personnel of the Company*
- *Constitution & Charter of each committees constituted by the Board*
- *Code for Independent Directors (Schedule IV of the Companies Act, 2013)*
- *Board Diversity Policy & Board Evaluation Policy*
- *URL of website for reference purpose*

*As a part of Induction Program, the Independent Director are invited by Executive Vice Chairman and Managing Director. Presentations by functional heads are made to apprise the Director about Media and Entertainment Industry, the Company and its peers, overview of operations, role of each functions in the organization etc., for a period of two consecutive days.*

#### **OTHER INITIATIVES:**

- A Director is briefed about his duties, roles and responsibilities as an Independent Director.
- A strategic meet is conducted by the Company once in a year for all the Board members which includes various presentations by functional heads to have a better insights about the Company, operations and functioning of various divisions, financial parameters, roadmap ahead and other related matters.
- The Company keeps on familiarising the Directors on quarterly basis at the Board meetings by making presentations on operations of the Company, market share, financial parameters, working capital management, changes in senior management, major litigations, compliances, management structure, HR policy, risk management framework, operations of subsidiaries and associates, etc.
- Various functional heads, business executives and other special invitees like auditors etc. are invited to the Board & Committee meetings for one to one discussion with the Members and address the specific queries/ issues for better understanding of the business and operations of the Company.

- The Board of Directors is given complete access to the information within the Company.
- A copy of all the applicable codes and policies as formulated and adopted by the Company are handed over to the newly appointed Director.
- Reports on the Company including Analyst Reports, Press Release of the Company are sent to the Directors through email, from time to time.

*(Note: Press releases are sent to the Directors on the timely basis as a part of the familiarization program.)*

- The Board members are updated about all the statutory amendments from time to time.

Familiarization programme are conducted on regular basis during the year.

During the year 2017-2018, four familiarization program were conducted for independent directors familiarizing them about the nature of Industry, business model, their roles, responsibility, recent SEBI decision and their impact on the Company. Cumulative time spent on the familiarization program by each Independent director is one hour thirty minutes for the financial year ended March 31, 2018. The directors were also familiarized through emails about press release related to the upcoming movies and their performance.