

NEW DELHI TELEVISION LIMITED
FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Per Schedule IV to the Companies Act, 2013 read with Clause 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall familiarize the Independent Directors of the Company, with 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.

In addition to the above, the Independent Directors should undergo appropriate induction and regularly update to refresh skills, knowledge and familiarity with the Company and its business and its model.

At NDTV, proper insights are provided to the all the Board Members through various presentations given by the Senior Management at Board meetings, to enable the Independent Directors to understand the Company's business in depth, which would facilitate their active participation in managing the affairs Company.

In terms of Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, New Delhi Television Limited ("**the Company**") conducts familiarization and training programmes for its Independent Director(s). The Company follows the below mentioned practices:

- ✓ All Independent directors are made aware of the Company's business and operations, governing documents, information on key personnel, and financial information on a regular basis through quarterly presentations on operations made to the Board and Audit Committee, which includes information on business performance, business strategy, operations, market share, financial parameters, working capital management, fund flows, major litigation, compliances, subsidiary information, regulatory scenario etc.
- ✓ Independent directors are also taken through detailed business strategy for various businesses at various Board/Committee meetings.
- ✓ 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 circulated to the Independent Directors/discussed during the Board Meeting.
- ✓ At various Board meetings during the year, presentations are made to the Board on safety, health and environment and sustainability issue, Company's policies, changes in the regulatory environment applicable to the corporate sector and to the industry in which it operates and other relevant issue.
- ✓ Press releases and other important shareholders' communication issued by the Company are also circulated to the Board Members.

The familiarization programme at the time of induction of an Independent Director inter-alia covers the following:

- Informing roles, rights, responsibilities of Independent Directors in the Company;
- Update on profile and nature of the industry in which the Company operates;
- Update on business model of the Company and related matters;
- Providing a dossier having Memorandum of Association and Articles of Association, Annual Report, Company's Code of Conduct for Directors and Senior Managerial Personnel, Company's Policy on Criteria for determining Materiality of Events, Company's Code of Conduct for prevention of Insider Trading and Vigil Mechanism;
- Issuing a formal letter of appointment to the Independent Director, at the time of appointment, inter alia explaining the role, function, duties and responsibilities expected from him as a Director of the Company;
- Updating the Independent Director about the compliances required/expected from him under the Companies Act, 2013, SEBI Regulations and other relevant regulations; and
- Organizational Chart and profile of all the Directors of the Company.

Further, the Independent Director(s) are updated on continuous basis on the following matters:

- At every quarterly Board meeting, a business update is presented by the Chief Financial Officer;
- Whenever required consultants/professionals are also invited at the Board and Committee meetings to make presentation on the relevant issues.
- Any amendment in applicable laws and regulations pertaining to the Company are presented at the Board meeting, along with the Action Taken Report, if any.

The details of the familiarization programmes attended by Independent Directors are as under:

Financial Year	Name of Independent Directors who attended the programme	Number of hours spent for familiarization programme during various meetings (in hours)
2015-16 ^a	Mr. Amal Ganguli	02:00
	Ms. Indrani Roy	02:00
	Mr. Pramod Bhasin ^b	01:00
	Mr. Kaushik Dutta	01:00
	Mr. John Martin O'Loan	01:00
2016-17	Mr. Kaushik Dutta	01:00
	Mr. John Martin O'Loan	01:00
	Mr. Amal Ganguli ^c	Nil
	Ms. Indrani Roy	01:00
2017-18	Mr. Kaushik Dutta	01:00
	Mr. John Martin O'Loan	01:00
	Ms. Indrani Roy	01:00

2018-19	Mr. Kaushik Dutta	01:30
	Mr. John Martin O'Loan	01:30
	Ms. Indrani Roy	01:30
2019-20	Mr. Kaushik Dutta	01:15
	Mr. John Martin O'Loan	01:15
	Ms. Indrani Roy	01:15
2020-21	Mr. Kaushik Dutta	01:00
	Mr. John Martin O'Loan	01:00
	Ms. Indrani Roy	01:00
2021-22	Mr. Kaushik Dutta	01:30
	Mr. John Martin O'Loan	01:30
	Ms. Indrani Roy	01:30

Notes:

- A separate familiarization programme was conducted during FY 2015-16 on February 4, 2016, wherein Mr. Kaushik Dutta and Mr. John Martin O'Loan were inducted as Independent Directors on the Board of the Company.*
- Mr. Pramod Bhasin ceased to be an Independent Director w.e.f. June 10, 2015.*
- Mr. Amal Ganguli ceased to be an Independent Director w.e.f. May 08, 2017.*