

# **POLICY ON FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

## AMAGI MEDIA LABS LIMITED

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### **POLICY ON FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

[Pursuant to Regulations 25(7) and 46 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

#### **1. TITLE**

This policy shall be called the 'Policy on Familiarization Programme for Independent Directors' ("**Policy**").

#### **2. APPLICABILITY**

This Policy shall be applicable to Amagi Media Labs Limited (the "**Company**").

#### **3. OBJECTIVE**

The program aims to provide insights into the company to enable the Independent Directors to be a position to take well-informed timely decisions and contribute significantly to the company. The independent directors of the company shall be given every opportunity to familiarize themselves with the company, its management and its operations so as to understand the company, its operations, business, industry and environment in which it functions.

#### **4. REQUIREMENT**

Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") requires the listed entity to familiarize the Independent Directors through various programmes about the listed entity, including the following:

- a) nature of the industry in which the listed entity operates;
- b) business model of the listed entity;
- c) roles, rights, responsibilities of Independent Directors; and
- d) any other relevant information.

Further Regulation 46(2) of SEBI Listing Regulations requires the listed entity to disseminate details of familiarization programmes imparted to Independent Directors along with the following information in a separate section on its website:

- a) number of programmes attended by Independent Directors (during the year and on a cumulative basis till date);
- b) number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date); and
- c) other relevant details.

#### **5. FAMILIARIZATION PROCESS**

##### **5.1 AT THE TIME OF APPOINTMENT**

At the time of joining the Board of Directors of the Company (the “**Board**”), a formal letter of appointment, which inter alia explains the role, function, duties and responsibilities as an Independent Director shall be provided to the newly appointed Independent Director.

A meeting of the inducted Independent Director shall be organized with the management of the Company, preferably before he attends the first Board/Committee meeting, to give an overview of the Company’s business and to acquaint the incoming Independent Director on the Company’s business, values, operations, the Board and its Committees, clients, competitors, financial performance, risk management & internal control processes, policies and procedures, board evaluation process etc. During the induction process, the performance of the Company and the governance framework of the Company will also be covered.

## **5.2 CONTINUAL FAMILIARIZATION PROGRAMMES**

The Company will conduct continual familiarization programmes for Independent Directors at regular intervals and regularly keep them updated on the business and operations of the Company.

These familiarization programmes may include updates on:

- a) business strategy and financial model of the Company;
- b) risk minimisation procedures;
- c) important developments in legal and auditing matters;
- d) change in government policies having impact on the business of the Company;
- e) developments in statutory compliances;
- f) development in businesses undertaken by subsidiaries; and
- g) timely update on concerns, material risks and exposures, that may have a significant adverse impact on the functioning and performance of the company or impact the interest of its stakeholders;
- h) Regulatory updates arising out of any amendments to applicable laws or introduction of new legislations which may be applicable to the Company and the industry in which the Company operates.

Updates shall be given to Independent Directors through presentations at meetings of the Board/committees of the Board where Independent Directors get an opportunity to interact with the senior management team of the Company responsible for implementation of decisions taken by the Board and its Committees.

Apart from meeting with the management, Independent Directors shall have access to the auditors and external advisors of the company appointed from time to time and may invite them at the separate meetings of Independent Directors to discuss matters pertaining to the Company’s affairs.

## 6. REVIEW OF THE PROGRAMME

The Company may periodically review the familiarization programme and make suitable revisions, as may be deemed necessary, from time to time.

## 7. PROGRAMME AND DISCLOSURE

The Programme will be conducted on “as needed” basis during the year.

As and when the Programme is conducted the same will be disclosed on the website of the Company and a web link thereto shall also be given in the annual report of the Company.

## 8. AMENDMENT

Any change in the Policy shall be approved by the Board. The Board shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. Any subsequent amendment/modification in the Act or the rules framed thereunder or the SEBI Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

### Version history

S. No.	Version	Approved by	Effective Date	Amendment Summary
1	I	Board	From the date of listing of equity shares with the Stock exchanges	Policy drafted & approved

### Document Review Cycle

S. No.	Next review date	Policy Owner
1	1 <sup>st</sup> Board Meeting of every Financial Year	Nomination and Remuneration Committee