



Shemaroo Entertainment Limited

**Familiarization Programme for
Independent Directors**

(Pursuant to Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015)

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1. PREAMBLE:

In terms of Reg. 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to familiarise the Independent Directors through various initiatives within the Company and further also about:

- nature of the industry in which the company operates and business of the company;
- their roles and responsibilities in the company;
- compliances required under various Regulations and Listing Agreement.

The Board of Directors (“the Board”) of the Shemaroo Entertainment Limited (“the Company”) has adopted the Familiarization Program (“the Program”) for Independent Directors pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulation”) as amended from time to time.

2. OBJECTIVE:

The Company has formulated the familiarization programme with an objective of making the Independent Directors of the Company accustomed to their roles and responsibilities is divided into various modules with emphasis on:

- Roles, Rights and Responsibilities - Board dynamics & functions
- Strategy, Operations and functions of the Company

The Program has been designed considering the specific needs of contemporary Corporate Governance and the expected obligations of Independent Directors in view of the onerous responsibility conferred by the Companies Act, 2013 and the Listing Regulation as amended from time to time. 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.

3. FAMILIARIZATION MODULE FOR INDEPENDENT DIRECTORS:

3.1 Induction on joining the Board of Directors of the Company:

The new Director is welcomed to the Board of Directors of the Company by sharing the following documents of the Company for his / her references:

- Memorandum of Association and Articles of Association of the Company
- Annual Reports of last three consecutive years
- Code of Conduct for Directors and Senior Managerial Personnel
- Note on Directors roles and responsibilities

- Policy Handbook of the Company comprising of policies on various business aspects and practices
- Organizational Chart of the Company and the profile of all the Directors and the Senior Managerial Personnel of the Company
- List of Contact details of the Directors, Senior Managerial Personnel and their personal / executive assistants.
- Publicity material of the Company that explains the range of products, services and solutions offered by the Company to its clients
- Board evaluation process and procedures.

3.2 Regular Familiarization Modules:

Efforts shall be made to continually update the Independent Directors on all important developments within the Company and regulatory changes as follows:

- Share any important development in the industry and business model of the Company and regular updates on products, the company's internal environment and external environment in which it operates.
- Circulate emails, news and articles through its Managing Director / Executive Director periodically relating to the planning, strategy, operation, functions and projects of the Company.
- Quarterly presentations on operations made to the Board include information on business performance, operations, market share, financial parameters, senior management changes, compliances, etc.
- Inform Independent Directors about all new induction in the Core Management Team and arrange meetings with any functional head on any such request received from the Independent Director.
- Board Members are promptly updated on any change and new development with regard to relevant regulatory requirement such as SEBI regulations, Companies Act etc
- The Board members are also made aware about the compliances applicable on the Company by way of quarterly compliances report.

4. DISCLOSURE:

The familiarization programme for Independent Directors shall be uploaded on the website of the Company at www.shemarooent.com.

The details of familiarization programmes imparted to Independent Directors shall be disclosed on the website of the Company and a web link where details of familiarisation programmes is imparted shall be provided in the Annual Report of the Company

5. GENERAL:

- i. The Board of Directors of the Company shall have the power to modify, amend or replace this Policy in part or full as may be thought fit from time to time in their absolute discretion as far as it is not in contravention of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ii. In the event of any conflict between the provisions of the Listing Regulation / Companies Act, 2013, or in case of any omission of any of the provisions of the Listing Regulation / Companies Act, 2013, the provisions of the Listing Regulation / Companies Act, 2013, as amended shall prevail or be applicable, as the case may be.
- iii. Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.
