

MORN MEDIA LIMITED

DETAILS OF ORIENTATION / FAMILIARIZATION PROGRAMME ON HIGHLIGHTS ON SEBI (LODR) (AMENDMENT) REGULATIONS, 2018 HELD ON 13.02.2019

The Company conducted an Orientation / Familiarization Programme for its Independent and other Non-Independent Directors that inter-alia includes the following agenda's:

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 based on recommendation of report of Committee on Corporate Governance; Key Changes in Prohibition of Insider Trading Regulations, 2015 and Key Changes under Companies Act, 2013 and its impact on Morn Media Limited.

The main purpose and objective was to aware the Board from:

❖ Key impact of SEBI (LODR) Amendment Regulations, 2018:

- Board Composition;
- Limits of Directorship;
- Independent Director (ID's);
 - Change in Definition
 - Declaration of Independence for additional eligibility criteria
 - Separate Meeting
- Senior Management Personnel;
- Financial Results;
- Other Changes.

❖ Key Changes in SEBI, Prohibition of Insider Trading Regulations, 2015:

- Policy for determination of "legitimate purposes";
- Structured digital database;
- Audit Committee to review the compliances of Insider Trading Regulations;
- Role of Intermediaries and Fiduciaries;
- Formulation of written policies in case of leak/suspected leak of UPSI;

❖ Key Changes under Companies Act, 2013:

The Board was made aware of recent amendments in various provisions of Companies Act, 2013 relating to the definition of KMP, compliances in respect of declaration of Significant Beneficial Ownership, Postal Ballot, Financial Statement, Qualification of IDs, Meetings of Board, and other changes.