ZODIAC JRD-MKJ LIMITED
DIAMONDS ● JEWELLERY ● PRECIOUS & SEMI PRECIOUS STONES
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Familiarization Programmes for Independent Directors

Preamble

The familiarization programmes for Independent Directors of Zodiac-JRD-MKJ Limited has been adopted by the Board of Directors, pursuant to Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "SEBI LODR Regulations") and Schedule IV of the Companies Act, 2013. The provisions of SEBI LODR Regulations envisage that, the Company shall familiarize the Independent Directors on their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes. The Schedule IV Companies Act also mandates that the Independent Directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge, and familiarity with the Company.

Objective

To understand the entire operations and activities of the organization, its broad objectives and its vision going forward, an induction programme is organized for the Directors at the time of their joining, and thereafter every year for the existing Independent Directors. The Familiarization Programmes for Independent Directors are structured by the Company taking into cognizance the requirements of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Familiarization Process

The Company shall, through its Key Managerial Personnel, Senior Management Personnel and Leadership Team, organize programs / presentations periodically to familiarize the Independent Directors on the strategy, operations and the processes of the Company at the Board / Committee Meetings.

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- The programs / presentations provide an opportunity to the Independent Directors to interact and engage with Senior Management Personnel / Leadership Team and to have insights on the Company's strategy, business model, nature of industry in which the Company operates, the roles, rights and responsibilities of the Independent Directors, India and Global markets' scenario, organization structure, finance, human resources, risk management and such other areas, from time to time.

Familiarization Module for Independent Directors

- On appointment, Independent Directors are given the letter of appointment which details on their definite roles, rights and duties, Code of Conduct particularly in accordance with the Schedule IV of the Companies Act, 2013
- New Directors would be given a 'Welcome Kit', which includes organization structure, vision, mission, details about other directors on the Board, the summary of terms of

reference of committees of the Board, major shareholders, the business model of the Company, Annual Reports, Codes of Conduct, copies of Corporate Policies of the Company, etc., They will also be updated on the various enactments applicable to the Company, including the Companies Act 2013, SEBI Regulations etc., and the amendments to the same, from time to time.

- Post appointment, on their availability at the Corporate Office of the Company, he/she will be introduced to the senior management personnel of the Company for interactive session with Senior Management Personnel and the Leadership Team.

Apart from the above, during their tenure as Director, they will be informed regularly on the material events of the Company and its subsidiaries. Further, at every Board Meeting, they will be updated on the Business and Financial performance, Industry trends, the risk management system, significant legal issues etc. They will also be updated on the summary of business and financial performance of the Companies.

The Independent Directors are expected to actively participate at the Committees / Board meetings, guide the management with their respective expertise. The collective experience and views of Independent Directors would certainly add value to the Board and the Company.

Review of the Program

The familiarization programmes for Independent Directors will be reviewed from time to time and revisions would be made, as and when required.

Disclosure under Regulation 25 And 46 Of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Details of Familiarization Programmes Imparted to Independent Directors of Zodiac-JRD-MKJ Limited ("The Company") During FY 2023-24:

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

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

As a process when a new independent director is appointed, a familiarization programme is conducted by the senior management team and also whenever a new member is appointed to a Board Committee, information relevant to the functioning of the Committee and the role and responsibility of Committee members is informed.

The Independent Directors have attended such orientation process/familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Details of Familiarization Programmes imparted to Independent Directors, Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date)	➢ Three Programmes during the FY 2023-24
Number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date)	➢ Approx. 6 hours during FY 2023-24.
Purpose of Programmes	• Business and Industry overview, CSR and sustainability initiatives, Governance and risk assessment, management & mitigation procedures and legal/ regulatory updates at quarterly Audit Committee and Board meetings.