



ZODIAC ENERGY LIMITED

**POLICY FOR FAMILARIZATION PROGRAMME OF
INDEPENDENT DIRECTOR**

Preface:

Zodiac Energy Limited (the "Company") believes that a Board which is well informed / familiarised with the company contributes significantly to that company. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also stipulates that the listed entity shall familiarise 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.

Accordingly, the Company has adopted under mentioned Familiarisation Process for its Independent Directors.

Objectives:

- a) To adopt a structured programme for orientation and training of Independent Directors at the time of their joining so as to enable them to understand the Company - its operations, business, industry and environment in which it functions and the regulatory environment applicable to it
- b) To update the Directors on a continuing basis on any significant changes therein so as to be in a position to take well - informed and timely decisions.

Orientation Programme up on induction of new Directors:

- a) A Induction pack is handed over to the new inductee, which includes the Company's Corporate Profile, its Mission, Vision and Values Statement, Organizational structure, the Company's history and milestones, latest Annual Report, Code of Conduct applicable to Directors/employees of the Company, the Code of Conduct for Prevention of Insider Trading, In case the inductee is also inducted on the other Committees, he is also handed the respective Committee Charters and the Whistle Blower Policy.
- b) A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, insurance cover, Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors.
- c) A separate meeting with Business/Unit Heads and Corporate functional heads is also arranged.
- d) Relevant Business Strategy presentations are also being made.

Familiarization and Continuing Education process:

- a) The Company will conduct programmes/ presentations periodically to familiarize the Independent Directors to interact with the strategy, operation and functions of the Company.
- b) Such programmes /presentations will provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

- c) The programmes/presentations also familiarize the Independent Directors with their roles, rights and responsibilities.
- d) The above programme will also include the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities.
- e) The Company will also circulate the news and articles related to the industry in which the Company operates on regular basis and may provide specific regulatory updates from time to time.
- f) At various Board Meetings during the year, Board is briefed on the Risk Management, Company Policies, and Changes in regulatory environment applicable to Corporate Sector and to the industry in which it operates, Business performance, operations, Senior Management change, major litigations, compliances, subsidiary information and other relevant issues.
- g) The Board of Directors has complete access to the information within the Company. Independent Directors have the freedom to interact with the Company's management. Interactions happen during Board / Committee meetings, when Business Heads are asked to make presentations about performance of their Business Division to the Board.
- h) Apart from this, they also have independent interactions with the Statutory Auditors, the Internal Auditors and external advisors appointed from time to time. Further, they meet regularly without the presence of any management personnel and their meetings are conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.
- i) The Independent Directors are also provided opportunities to visit the Company's showrooms and manufacturing units.

Disclosure of the Policy:

This Policy shall be uploaded on the Company's website for public information.
