FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

1. PREAMBLE

The Familiarisation Programme for Independent Directors ("Programme") of Radhika Jeweltech Limited ("Company") has been formulated in accordance with the requirements of Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("SEBI LODR Regulations").

The Programme is intended to familiarise the Independent Directors of the Company with the Company, its business, operations, industry, business model, regulatory framework, roles and responsibilities, and the nature of the industry in which the Company operates.

The Company recognises that effective functioning of the Board of Directors requires Independent Directors to have a clear understanding of the Company's business, operations, financial position, strategy and regulatory environment. Accordingly, the Company shall provide appropriate opportunities to Independent Directors to familiarise themselves with the Company and its subsidiaries, as applicable.

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2. OBJECTIVES OF THE PROGRAMME

The objectives of the Familiarisation Programme are:

a. to familiarise the Independent Directors with the Company's business model, operations, industry and competitive environment;

b. to provide an overview of the Company's financial performance, business plans, strategic objectives and significant developments;

c. to familiarise the Independent Directors with the Company's organisational structure, management team and key managerial personnel;

d. to enable Independent Directors to understand their roles, responsibilities and duties under the Companies Act, 2013, SEBI LODR Regulations and other applicable laws;

e. to provide updates on significant changes in the regulatory and statutory framework applicable to the Company;

f. to familiarise Independent Directors with the Company's policies, procedures, governance framework and internal control systems; and

g. to enable Independent Directors to contribute effectively to the deliberations and decision-making process of the Board.

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3. FAMILIARISATION PROGRAMME

The Company shall conduct familiarisation programmes for Independent Directors at regular intervals, as may be considered appropriate by the Board of Directors.

The familiarisation process may include, inter alia, the following:

3.1 At the Time of Appointment

Upon appointment, the Independent Director shall be provided with an appropriate familiarisation session covering:

- the nature of the industry in which the Company operates;
- the Company's history, background and business model;
- the Company's vision, mission and core values;
- the Company's organisational structure;
- the Company's business operations and geographical presence;
- the Company's financial position and performance;
- the Company's strategic objectives and business plans;
- details of major products and services;
- key risks and opportunities associated with the Company's business;
- details of subsidiaries, associates and joint ventures, wherever applicable;
- the Company's governance framework and policies;

- the roles and responsibilities of Independent Directors; and
- statutory and regulatory duties and obligations applicable to Independent Directors.

The Independent Directors may also be provided with relevant documents, presentations, policies, annual reports and other material necessary to familiarise them with the Company's business and operations.

3.2 Familiarisation with Business and Operations

The Independent Directors may be familiarised with the Company's business and operations through:

a. presentations by senior management;

b. presentations on the Company's business segments and operational performance;

c. discussions on industry trends, competitive environment and market developments;

d. briefings on the Company's key customers, suppliers and other relevant stakeholders, where appropriate;

e. visits to significant manufacturing, operational or other facilities of the Company, where considered appropriate; and

f. interaction with senior management and functional heads of the Company.

3.3 Familiarisation with Financial Matters

The Independent Directors shall be periodically briefed on:

- the Company's financial performance;
- financial statements and financial reporting;
- budgets and business plans;
- capital structure and financial position;
- significant financial and business risks;

- internal financial controls;
- audit and compliance matters; and
- significant changes in accounting policies or applicable accounting standards.

3.4 Familiarisation with Regulatory and Governance Matters

The Independent Directors shall be periodically updated on significant changes in:

- the Companies Act, 2013 and rules made thereunder;
- SEBI LODR Regulations;
- SEBI regulations applicable to the Company;
- securities laws and insider trading regulations;
- corporate governance requirements;
- listing and disclosure requirements;
- other statutory and regulatory requirements applicable to the Company; and
- significant judicial, regulatory or policy developments relevant to the Company's business.

3.5 Familiarisation with Roles and Responsibilities

The Company shall familiarise Independent Directors with their roles, duties and responsibilities under applicable laws and regulations.

The familiarisation may cover, inter alia:

a. duties of directors under the Companies Act, 2013;

b. responsibilities of Independent Directors under Schedule IV of the Companies Act, 2013;

c. responsibilities under the SEBI LODR Regulations;

d. fiduciary duties and standards of conduct;

e. code of conduct applicable to Directors and Senior Management;

f. prevention of insider trading and handling of Unpublished Price Sensitive Information;

g. conflict of interest and related party transactions;

h. risk management and internal control framework;

i. vigil mechanism and whistle-blower policy; and

j. evaluation of the performance of the Board and its Committees.

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4. ONGOING FAMILIARISATION

The Company shall provide ongoing opportunities to Independent Directors to familiarise themselves with developments relating to the Company, its business and the industry in which it operates.

Such familiarisation may be undertaken through:

- presentations and briefings at Board and Committee meetings;
- presentations by senior management and functional heads;
- circulation of relevant industry and regulatory updates;
- discussions on the Company's strategy and business performance;
- updates on significant legal, regulatory and compliance matters;
- updates on risk management and internal control systems; and
- such other programmes or initiatives as may be considered appropriate.

The frequency and scope of such programmes shall be determined based on the requirements of the Company and the needs of the Independent Directors.

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5. RESPONSIBILITY FOR THE PROGRAMME

The Company Secretary and Compliance Officer, in consultation with the Managing Director/Chief Executive Officer and other members of the senior management, shall be responsible for coordinating and facilitating the Familiarisation Programme for Independent Directors.

The Board of Directors may modify or amend the Programme from time to time to ensure that it remains relevant and effective.

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6. DISCLOSURE OF THE PROGRAMME

In accordance with Regulation 46(2)(i) read with Regulation 25(7) of the SEBI LODR Regulations, the Company shall disclose the details of the Familiarisation Programme imparted to Independent Directors on its website.

The disclosure shall include:

a. details of the familiarisation programmes imparted to Independent Directors;

b. the number of programmes attended by the Independent Directors during the financial year and on a cumulative basis;

c. the number of hours spent by the Independent Directors in such programmes during the financial year and on a cumulative basis; and

d. such other details as may be required under applicable laws and regulations.

The Company shall ensure that the relevant disclosure is updated periodically and remains available on the Company's website.

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7. REVIEW OF THE PROGRAMME

The Board of Directors may periodically review the effectiveness of the Familiarisation Programme and make such modifications as may be considered necessary or appropriate.

The Programme shall be reviewed and updated from time to time to incorporate changes in the applicable statutory and regulatory requirements and the evolving needs of the Company and its Independent Directors.

8. AMENDMENT

The Board of Directors of the Company shall have the power to amend or modify this Programme from time to time in accordance with the applicable provisions of the Companies Act, 2013, SEBI LODR Regulations and other applicable laws.

In the event of any inconsistency between this Programme and any statutory or regulatory provision, the provisions of such applicable law shall prevail.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

In terms with Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 requires a Company to familiarize its Independent Directors through various programmes about the Company, 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 the Listing Regulations requires a Company to disseminate on its website the details of familiarization programmes imparted to Independent Directors including the following details: -

1. Number of programmes attended by Independent Directors (during the year and on a cumulative basis till date),

2. Number of hours spent by Independent Directors in such programmes (during the year and on a cumulative basis till date), and

3. Other relevant details.

Details of familiarization programs imparted to independent directors during the respective financial years are mentioned as under:

FINANCIAL YEAR 2021-22:

Sr. No.	No. of program during the Financial Year 2021-22	Duration of program for the Financial Year 2021-22
1	01	2.0
2	01	1.5
3	01	1.0

FINANCIAL YEAR 2022-23:

Sr. No.	No. of program during the Financial Year 2022-23	Duration of program for the Financial Year 2022-23
1	01	1.0
2	01	1.5
3	01	2.0

FINANCIAL YEAR 2023-24:

Sr. No.	No. of program during the Financial Year 2023-24	Duration of program for the Financial Year 2023-24
1	01	1.5
2	01	1.5
3	01	1.0

FINANCIAL YEAR 2024-25:

Sr. No.	No. of program during the Financial Year 2024-25	Duration of program for the Financial Year 2024-25
1	01	1.0
2	01	1.0
3	01	1.5

FINANCIAL YEAR 2025-26:

Sr. No.	No. of program during the Financial Year 2025-26	Duration of program for the Financial Year 2025-26
1	01	2.0
2	01	1.5
3	01	1.0