



**NEWJAISA TECHNOLOGIES LIMITED**

*(Newjaisa Technologies Private Limited)*

**CIN: U32106KA2020PLC134935**

207/B2, 2<sup>nd</sup> Cross Road, JC Industrial Estate, Bikasipura Main Road,

Off Kanakpura Road, Bengaluru -560078, Karnataka, India

Email: [cs@newjaisa.com](mailto:cs@newjaisa.com); Phone: +91-8088403455

Website: <https://newjaisa.com/>

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## NOTICE OF 06/ 2023-24 EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of the members of Newjaisa Technologies Limited will be held on **Tuesday, February 06, 2024 at 2:00 P.M. IST** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

### **SPECIAL BUSINESS:**

#### **1. To ratify, amend and adopt “Newjaisa Technologies Employee Stock Option Plan 2023”**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** in furtherance of, in partial modification and supplement to the Special Resolution passed by the shareholders in the Extraordinary General Meeting of the Company held on July 6, 2023, and pursuant to Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable provisions of the Companies Act 2013 along with the provisions of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as “SEBI SBEBSE Regulations”), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Memorandum and Articles of Association of the Company, and subject to such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions including any statutory modification(s) or re-enactment of the Act or the SEBI SBEBSE Regulations, for the time being in force and subject to such other rules, regulations and guidelines that may be issued by Securities and Exchange Board of India and/or other appropriate Authorities,/Institutions/Bodies as necessary from time to time, as may be applicable, including such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any Committee, including Nomination and Remuneration Committee (“NRC”) constituted by the Board under Section 178 of the Companies Act, 2013 or any other Committee which the Board has constituted to be the Compensation Committee as required under the Regulations to exercise its powers, including the powers, conferred by this resolution), “**Newjaisa Technologies Employee Stock Option Plan 2023**” (hereinafter referred as the “**NEWJAISA ESOP SCHEME 2023**” or “**Scheme**” or “**Plan**”) as approved by the Shareholders of the Company in the Extraordinary General Meeting held on July 6, 2023, prior to Initial Public Offering (IPO) of Shares of the Company, be and is hereby ratified and adopted within the meaning of Regulation 12 of SEBI SBEBSE Regulations and the consent of the members be and is hereby accorded to create, offer, issue and allot in one or more tranches under the said scheme at any time to or for the benefit of such persons/individuals/employees/directors, in India or outside India and as defined under Regulation 2(1)(i) of SEBI SBEBSE Regulations not exceeding 16,09,174 (Sixteen Lakhs Nine Thousand One Hundred and Seventy Four) equity shares with each option giving a right but not obligation, to the Eligible Employees to subscribe to 1 (one) fully paid-up Equity Share of the Face Value of INR 5/- (Indian Rupees Five Only) each of the Company, at such price and on such terms and conditions as may be fixed or determined by the Board/NRC in accordance with provisions of the Scheme, SEBI SBEBSE



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Regulations and in due compliance with such other applicable laws or the Guidelines or other applicable provisions of any law as may be prevailing at that time.

**RESOLVED FURTHER THAT** in accordance with the provisions of Section 179(3)(c), Section 62(1)(b) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules (if any) framed pursuant to the Companies Act 2013, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in accordance with the provisions of articles of association of the Company and basis the recommendation by the Nomination and Remuneration Committee of the Board (“NRC”) and approved by the Board of Directors of the Company, the consent of the Members be and is hereby accorded for the increase in the **Newjaisa Technologies Employee Stock Option Plan 2023 (“NEWJAISA ESOP SCHEME 2023”)** by 16,00,000 options from existing 16,09,174 options to 32,09,174 options on the terms set out thereof including without limitation the granting and/or vesting of such number of stock options which could give rise to the issue of equity shares of the Company, at such price and on such terms and conditions as set out under the Scheme, and as may be modified by the Board and/or the NRC, as the case may be, in accordance with the Scheme, at any time to or for the benefit of employees of the Company and/or any holding and/or subsidiary companies.

**RESOLVED FURTHER THAT** the Board and/or NRC be and is hereby further authorized to issue and allot Equity Shares upon exercise of the options from time-to-time in accordance with the Scheme and such new Equity Shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.”

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division/ undertaking or other re-organization, the outstanding options to be granted under the Scheme shall be suitably adjusted for the number of options as well as the exercise price, as applicable and that the Board or committee thereof, be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the Scheme are passed on to the Eligible Employees.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the option grantees under the Plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of INR 5/- (Indian Rupees Five Only) per equity share bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the option grantees.

**RESOLVED FURTHER THAT** the Board and/or NRC be and are hereby authorized to approve the Grant Letter, Application Form, ESOP agreement and other related documents, to grant options to the Eligible Employees (including deciding the number of options to be granted to Eligible Employees at same work level), to allot Equity Shares upon exercise of options by the Eligible Employees, to take necessary steps for listing of the Equity Shares allotted under the Scheme on the stock exchanges, to make any modifications/changes/variations/alterations/revisions in the Scheme or suspend/withdraw/revive the Scheme from time to time, unless such change is detrimental to the interest of the Eligible Employees, as may be required in case of any change in applicable laws or as specified by any statutory authority, to do all such acts, deeds, matters and things as it may, in its absolute



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discretion, deem necessary, expedient or proper and to settle all questions, difficulties or doubts that may arise in relation to the implementation, administration and evolution of the Scheme, as applicable and make periodic disclosures in Director's report as may be required from time to time in accordance with the Companies Act, 2013 and the rules framed thereunder and other applicable laws.

**RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEBSE Regulations, and any other applicable laws and regulations to the extent relevant and applicable to the **NEWJAISA ESOP SCHEME 2023**.

**RESOLVED FURTHER THAT** a yearly status on the ESOP granted and exercised by employees be presented for the information of the Board.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board/ Committee be and is hereby authorized on behalf of the Company, to evolve, decide upon and bring in to effect the Scheme on such terms and conditions as contained in the Explanatory Statement to this Item in the Notice and to make any modifications, changes, variations, alterations, or revisions in the said Scheme from time to time or to suspend, withdraw or revive the Scheme from time to time as may be specified by any statutory authority and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose including taking all the necessary steps for listing of the equity shares allotted on the Stock Exchanges as per the terms and conditions of the listing agreement with the concerned Stock Exchanges, as and when required and with power on behalf of the Company to settle any questions, difficulties, or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company."

**2. To ratify grant of options equal to or exceeding 1% (one percent) of the issued share capital of the Company to eligible employee(s) under NEWJAISA ESOP SCHEME 2023**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant the provisions of Regulation 6(3)(d) of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as "SEBI SBEBSE Regulations") along with the provisions of Section 62(1)(b) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable provisions of the Companies Act 2013, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company and subject to such other approvals, permissions, sanctions, conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the approval of the Members of the Company be and is hereby accorded authorising the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee (NRC) which the Board has constituted to exercise its powers, including the powers, conferred by this resolution) to grant stock options under NEWJAISA ESOP Scheme 2023 from time to time in one or more tranches, exercisable into equal number of equity shares of face value of 5/- (Rupees Five Only) each fully paid up, which may equal to or exceed 1% of the issued capital of the Company at the time of grant of options to the following permanent employees/ Directors whether Whole-time or otherwise (other than the employees who are



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Promoters of the Company or belonging to the Promoter Group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of the Company.”

Name and Designation of Eligible Employee	Number of Options to be granted & percentage of current issued share capital of the Company
Name of the Employee: Sharad Kumar Somani Designation: Chief Marketing Officer	9,65,504 (3% of the current issued capital of the Company)

“**RESOLVED FURTHER THAT** the Board of Directors/ Committee of the Company be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**3. To ratify grant of employee stock options to the employees of the subsidiary company(ies) and/or associate company(ies) if any, of the Company under NEWJAISA ESOP SCHEME 2023.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (hereinafter referred to as “**SEBI SBEBSE Regulations**”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, which may be accepted by the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include any Committee, including the Nomination and Remuneration Committee which the Board has constituted to exercise its powers, including the powers, conferred by this resolution), approval and consent of the Shareholders of the Company (“**Shareholders**”) be and is hereby accorded to extend benefit of “Newjaisa Technologies Employee Stock Option Plan 2023”, to such persons/individuals/employees/directors of subsidiary or associate company(ies) of the Company, if any, whether existing or future, in India or outside India and as defined under regulation 2(1)(i) of SEBI SBEBSE Regulations, (hereinafter referred to as an “**Employee(s)**”), as may be decided solely by the Board including the Nomination and Remuneration Committee under the Newjaisa Employee Stock Option Scheme 2023’ (hereinafter referred to as the “**NEWJAISA ESOP SCHEME 2023**”/ “**Plan**”), at such price or prices, in one or more tranches and on such terms and conditions, as may be determined by the Board in accordance with the provisions of the Plan, SEBI SBEBSE Regulations and in due compliance with other applicable laws and regulations.”

**RESOLVED FURTHER THAT** consent of the members of the Company be and is hereby accorded to the Board (including NRC or any other Committee which the Board has constituted to be the Compensation Committee as required under the Regulations) to create, offer, issue and allot stock



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options not exceeding 32,09,174 (within overall ceiling mentioned in the Plan), into equivalent equity shares each to the eligible employees as determined by the Nomination and Remuneration Committee or the Board in its sole and exclusive jurisdiction;

**“RESOLVED FURTHER THAT** any actions taken by the Board and/or NRC in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.”

**“RESOLVED FURTHER THAT** the Board and/or NRC for this purpose be and is hereby further authorised to issue and allot equity shares upon exercise of ESOPs from time to time in accordance with the Plan and such equity shares shall rank *pari passu* in all respects with the then existing equity shares of the Company.”

**“RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, merger and/or sale of division/undertaking or other re-organisation, and others, if any additional equity shares are required to be issued by the Company to the Shareholders (**“Additional Shares”**), the ceiling as aforesaid of 32,09,174 ESOPs and equity shares respectively to be issued and allotted shall be deemed to increase in proportion of such additional shares issued to facilitate making a fair and reasonable adjustment.”

**“RESOLVED FURTHER THAT** the Board and/or NRC be and is hereby also authorised at any time to approve the Grant Letter, Application Form, ESOP agreement and other related documents, to grant options to the Eligible Employees (including deciding the number of options to be granted to Eligible Employees at same work level), to allot Equity Shares upon exercise of options by the Eligible Employees, to modify, change, vary, alter, amend, suspend or terminate the NEWJAISA ESOP SCHEME 2023 subject to the compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Shareholders and further to execute all such documents, writings and to give such directions and/or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the NEWJAISA ESOP SCHEME 2023 and do all other things incidental and ancillary thereof.”

**“RESOLVED FURTHER THAT** the Company shall conform to the accounting policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the NEWJAISA ESOP SCHEME 2023.”

**“RESOLVED FURTHER THAT** the Board and/or NRC be and is hereby also authorised to nominate and appoint one or more persons to represent the Company for carrying out any or all of the activities that the Board is authorised to do for the purpose of giving effect to this resolution.”

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**For Newjaisa Technologies Limited**  
**(Formerly known as Newjaisa Technologies Private Limited)**

SD/-

**Vishesh Handa**

**Managing Director**

**DIN: 07842847**



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Date: 10-01-2024

## NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, (“the Act”) and other applicable provisions, if any, of the SEBI Regulations setting out material facts relating to Special Business to be transacted at the Extraordinary General Meeting is annexed hereto. The Board of Directors of the Company at its Meeting held on January 10, 2024 considered that the special business under Item No. 1, 2 & 3, be transacted at the Extraordinary General Meeting of the Company.
2. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular Nos. 20/2020 dated May 05, 2020, 17/2020 dated April 13, 2020, 14/2020 dated April 08, 2020, 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) / Extraordinary General Meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and MCA Circulars, the EGM of the Company is being convened through VC / OAVM. Hence, Members can attend and participate in the ensuing EGM through VC/OAVM. In terms of the aforesaid Circulars, the businesses set out in the Notice will be transacted by the members only through remote e-voting or through the e-voting system provided during the meeting while participating through VC facility. The Company will also publish an advertisement in newspaper containing the details about the EGM i.e., the conduct of the EGM through VC/OAVM, date and time of the EGM, availability of the notice of EGM at the Company’s website, manner of registering the email IDs of those shareholders who have not registered their email addresses with the Company/RTA and other matters as may be required.
3. In compliance with the Circulars issued by MCA and SEBI, Notice of the EGM along with annexures (if any) is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/Depository Participants. Physical copy of the notice of the EGM and annexures shall be sent to those Members who request for the same. Members may note that the Notice will also be available on the Company’s website <https://newjaisa.com/>, websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at <https://www.nseindia.com/>, and on the website of NSDL <https://www.evoting.nsdl.com>.
4. Ms. Priyanka Rajora, Practicing Company Secretary [C P No. 22886] (Proprietor of M/s. Rajora and Co, Practicing Company Secretaries) has been appointed by the Board of Directors as the Scrutinizer to scrutinize the e-voting system during EGM and remote e-voting process in a fair and transparent manner. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI,



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etc.) are required to send a scanned copy (PDF/JPG Format) of its Board Resolution or Authority letter, etc., authorizing its representative [with attested specimen signature of the duly authorized signatory(ies)] to attend the EGM through VC / OAVM on its behalf and/or to vote through remote e-voting/e-voting system provided in EGM. The said Resolution/Authority letter shall be sent to the Scrutinizer by email through its registered email address to [priyanka@rajoraandco.com](mailto:priyanka@rajoraandco.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

5. Members who have not yet registered their email addresses are requested to register their email addresses in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with the Company's Registrar and Transfer Agent, M/s. Bigshare Services Private Limited.
6. Further, it is to inform you that the Company's Registrars and Transfer Agents, Bigshare Services Private Limited have a facility to register email address on their website at <https://www.bigshareonline.com/>
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form.
8. Members holding shares in demat mode and have not updated their KYC details are requested to register/update the email, bank account details and other KYC details with their depositories through their depository participants.
9. Also, SEBI has issued a Press Release dated March 08, 2023 advising all investors to ensure linking of their PAN with Aadhaar number prior to March 31, 2023, for continual and smooth transactions in securities market and to avoid consequences of non-compliance with the CBDT Circular No. 7 of 2022 (Notification F.No.370142/14/2022-TPL) dated March 30, 2022, as such accounts would be considered non-KYC compliant, and there could be restrictions on securities and other transactions until the PAN and Aadhaar are linked.
10. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same. Members are requested to submit the nomination details to their DP in case the shares are held by them in electronic form.
11. The Company has designated an exclusive email ID [cs@newjaisa.com](mailto:cs@newjaisa.com), which would enable the investors/ shareholders to post their grievances, if any, by quoting their Registered Folio Number, Client ID, and Number of shares. However, it may be noted that the Company would not respond to any kind of malicious allegations made by the shareholders with ulterior motives.



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12. Members who would like to express their views or ask questions during the EGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number to [cs@newjaisa.com](mailto:cs@newjaisa.com) on or before January 31, 2024. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM.
13. Members who would like to express their views or have questions or seeking any information with regard to the businesses covered under the Notice of EGM, are requested to write to the Company mentioning their name, demat account number/folio number, email id, mobile number on or before January 31, 2024 through email on [cs@newjaisa.com](mailto:cs@newjaisa.com).
14. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act and certificate from the Secretarial Auditor of the confirming the compliance of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection through electronic mode during the continuance of EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect such documents can send an email to [cs@newjaisa.com](mailto:cs@newjaisa.com).
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts.
17. Non-Resident Indian Members are requested to inform RTA, immediately on:
  - (a) Change in their residential status on return to India for permanent settlement;
  - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code number, if not furnished earlier.
18. Instructions for e-voting and joining the EGM are as follows.

#### **GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE EGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM venue is not required and general meeting be held through video conferencing (VC) or other





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audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM through VC/OAVM.

2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://newjaisa.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021 and 9/ 2023.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**



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(Newjaisa Technologies Private Limited)

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Off Kanakpura Road, Bengaluru -560078, Karnataka, India

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Website: <https://newjaisa.com/>

The remote e-voting period begins on Saturday 3<sup>rd</sup> February, 2024 at 10:00 A.M. and ends on 5<sup>th</sup> February 2024, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 31<sup>st</sup> January 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 31<sup>st</sup> January 2024.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of</li></ol>

	<p>e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>       <b>Google Play</b></p> <p>      </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on</li></ol>



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	<p>login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33</p>

**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**



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**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.



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(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



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### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [priyanka@rajoraandco.com](mailto:priyanka@rajoraandco.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Swapneel Puppala at [evoting@nsdl.com](mailto:evoting@nsdl.com) and [swapneelp@nsdl.co.in](mailto:swapneelp@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [cs@newjaisa.com](mailto:cs@newjaisa.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to [cs@newjaisa.com](mailto:cs@newjaisa.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



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**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (<https://newjaisa.com/>). The same will be replied by the company suitably.
6. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the EGM.

**OTHER INSTRUCTIONS**

1. Any person other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode and becomes member of the Company after, the notice is send





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through e-mail and holding shares as of the cut-off date i.e. **January 31, 2024**, may follow steps mentioned in this notice under Step 1 (B) w.r.t Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. **January 31, 2024** may follow steps mentioned in the Notice of the EGM under Step 1 (A) w.r.t Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode". Such shareholders can also send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to Issuer/RTA to obtain login id and password.

2. The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the EGM and submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him/board, who shall countersign the same.

3. The result declared along with the Scrutinizer's Report shall be placed on the Company's website i.e., <https://newjaisa.com/> and on the website of NSDL i.e., <https://www.evoting.nsdl.com/> immediately after the result is declared by the Chairman or by any other person authorized by the Chairman and the same shall also be communicated to National Stock Exchange of India Limited, where the shares of the Company are listed.

4. In case of any queries with respect to remote e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on 022 - 4886 7000 and 022 - 2499 7000. You may also send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact Mr. Amit Vishal, Asst. Vice President – President – NSDL, 4<sup>th</sup> Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai 400 013, e-mail: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), phone no. 022-24994360, or call on 022 - 4886 7000 and 022 - 2499 7000 who will address the grievances on remote e-voting or in case of any technical assistance is required at the time of log in/ assessing/ e-voting at the Meeting through VC/OAVM or who need assistance with using the technology before or during the meeting.

**For Newjaisa Technologies Limited**  
**(Formerly known as Newjaisa Technologies Private Limited)**

**Vishesh Handa**  
**Managing Director**  
**DIN: 07842847**



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## **EXPLANATORY STATEMENT SETTING OUT THE MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 & APPLICABLE PROVISIONS OF SEBI REGULATIONS**

### **Item No 1**

To ratify, amend and adopt “**Newjaisa Technologies Employee Stock Option Plan 2023**”

Pursuant to the resolution of the Board passed on July 3, 2023 and the Shareholders’ resolution dated July 6, 2023, the Company had established the **Newjaisa Technologies Employee Stock Option Plan 2023** (herein after referred as “**NEWJAISA ESOP SCHEME 2023**” or “Scheme” or “Plan”). Under the said **NEWJAISA ESOP SCHEME 2023**, 16,00,992 options have been granted as on the date of this notice out of total authorization of 16,09,174 options, and none of these options have vested as on date. Each option granted under the scheme is convertible into one equity share.

As per Regulation 12 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (‘SEBI SBEBSE Regulations’), no company shall make any fresh grant of ESOPs which involves allotment or transfer of shares to its employees under any ESOP Schemes formulated prior to its IPO and prior to the listing of its equity shares (Pre-IPO Scheme) unless (i) such pre-IPO scheme is in conformity with SBEB Regulations; and (ii) such pre-IPO scheme is ratified by its shareholders subsequent to IPO.

Considering, that the Company came out with a Public Issue of its Equity shares and listed at NSE-Emerge with effect from October 5, 2023, the Company’s ESOP Scheme 2023 is required to be ratified by the shareholders of the Company pursuant to Regulation 12 of the SEBI SBEBSE Regulations for making any fresh grant of ESOPs under this Scheme. Accordingly, same is referred to the shareholders for their ratification in terms of Regulation 12 and other applicable provisions of the SEBI SBEBSE



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Regulations. The said Scheme is in conformity with the SEBI SBEBSE Regulations and the Company has not granted any fresh grant of options to employees as on date after the public issue of the Company.

Further, the Company proposes to the increase in ESOP pool by 16,00,000 options thereby increasing existing 16,09,174 options to 32,09,174 options under the NEWJAISA ESOP SCHEME 2023.

In terms of the provisions of Section 62 (1) (b) of the Companies Act, 2013 (“the Act”) read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, any alteration in the terms of the ESOP Scheme shall be approved by the Shareholders by passing of Special Resolution in the General Meeting.

The Board of Directors on the recommendation made by the Nomination and Remuneration Committee in its meeting held on January 10, 2024 had accorded its approval in relation to the amendment of the NEWJAISA ESOP SCHEME 2023 and increase in ESOP Pool of the Company, subject to the approval of the members of the Company. Accordingly, the consent of the members of the Company is sought. The draft copy of the NEWJAISA ESOP SCHEME 2023 is available for the inspection during the office hours till the date of general meeting.

The Broad features of the Newjaisa Technologies Employee Stock Option Plan 2023 are:

#### **Brief description of the Scheme:**

The Scheme is intended to reward, retain and motivate the Eligible Employees of the Company for their performance and participation in the growth and profitability of the Company. The Eligible Employees shall be granted all the stock options in one tranche, as determined by the NRC, which will vest on particular dates and could be exercisable into Ordinary Equity Shares, on the terms and conditions as provided hereunder, in accordance with the provisions of the applicable laws and regulations for the time being in force.

#### **Total number of Options to be offered and granted:**

Post amendment of the scheme, the total number of options to be granted under this scheme cannot exceed 32,09,174 options of the face value of Rupees 5/- each or such additional quantity as may be required on account of Corporate Action or acquisition of additional shares in case of increase of capital. The options which lapse/expire or are forfeited will be available for grant to the eligible employees.

One option would entitle the holders of options a right to apply for one equity share of face value of Rupees 5/- each of the company. The option shall not be pledged, hypothecated, mortgaged or otherwise alienated in any other manner.

Out of 16,09,174 Options available as per pre amended scheme, the Company has granted 16,00,992 Options of INR 5/- each to the eligible employees.

#### **Identification of classes of employees entitled to participate and be beneficiaries in the scheme:**



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The following Eligible Employees as defined under Regulation 2(1)(i) of SEBI SBEBSE Regulations including any modifications and amendments from time to time and as may be decided by the Board and/or NRC, are entitled to participate and be beneficiaries under the NEWJAISA ESOP Scheme 2023 as follows:

- (i) an employee as designated by the company, who is exclusively working in India or outside India; or
- (ii) a director of the company, whether a whole-time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director; or
- (iii) an employee as defined in sub-clauses (i) or (ii), of a group company including subsidiary or its associate company, in India or outside India, or of a holding company of the company, but does not include—
  - a. an employee who is a promoter or a person belonging to the promoter group; or
  - b. a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company;

### **Requirements of vesting and period of vesting**

The Options granted shall vest in accordance with the terms of each grant under the NEWJAISA ESOP Scheme 2023, so long as an employee continues to be in the employment of the Company or the subsidiary company, if any, as the case may be. The Committee may, at its discretion, lay down certain performance metrics on the achievement of which such Options would vest, the detailed terms and conditions relating to such performance-based vesting, and the proportion in which Options granted would vest subject to the minimum vesting period of one (1) year, as determined.

Vesting of Options would be subject to continued employment with the Company or its Subsidiary (as may be applicable). In addition to this, the Board / NRC may also specify certain performance criteria for Employees, subject to satisfaction of which the Stock Options would vest.

The specific Vesting schedule and Vesting Conditions subject to which Vesting would take place would be outlined in the Letter of Grant given to the Option Grantee at the time of Grant of Options.

Members are requested to note that the Company shall confirm to the applicable Accounting Standards and Policies as applicable to the Company, from time to time.

### **Maximum period within which the Options shall be vested:**

Options granted under NEWJAISA ESOP Scheme 2023 would vest in accordance with the terms of each grant, subject to maximum period of 4 (four) years from the date of grant of such options. The committee is empowered to implement and decide the vesting schedule to suit the needs of the organization.

### **Exercise price or pricing formula:**



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The exercise price per Option shall be such price, as determined by the Board / NRC from time to time and as evidenced in the Letter of Grant unless subsequently modified by the Board / NRC. For the avoidance of doubt, note that the Exercise Price may be different for different set of Employees for Options granted on same / different dates and which shall not be less than face value of equity shares and shall not exceed market price of the equity share of the Company as on date of grant of Option as may be decided by the Committee.

Payment of the Exercise Price shall be made by a crossed cheque or a demand draft drawn in favour of the Company or Internet Banking Channels or in such other manner as the Board/ Compensation Committee may decide from time to time.

**Exercise period and process of exercise of offer/acceptance of offer:**

The vested Options shall be allowed for exercise on and from the date of vesting. Subject to other conditions mentioned in the Scheme, the vested Options need to be exercised within a maximum period of 4 years from the date of vesting of such Options. During this period, the Vested Options may be Exercised by the Option Grantee at one time or at various points of time as determined by the Board / Compensation Committee from time to time. The vested Option shall be exercisable by the employees by a written application to the Company expressing his / her desire to exercise such Options in such manner and on such format as may be prescribed by the Committee from time to time. The Options shall lapse if not exercised within the specified exercise period unless otherwise decided by the Board / Compensation Committee.

**Exercise Period in case of separation from employment:**

The events of separation along with respective conditions regarding treatment of Vested Options and Unvested Options are as follows:

S. No.	Events of Separation	Vested Options	Unvested Options
1	<b>Resignation / Termination</b> (On account of any reason whatsoever other than due to Misconduct, breach of Company Policies/ Terms of Employment, Retirement, Abandonment, Death or Permanent Incapacity)	All the Vested Options as on date of resignation/ termination shall be Exercised by the Option Grantee within 90 (Ninety) days from the date of resignation / termination, <b>failing</b> which the Vested Options shall automatically lapse <b>unless</b> otherwise decided by the Board / Compensation Committee.	All the Unvested Options as on date of resignation/ termination shall stand <b>cancelled</b> with effect from that date.
2	<b>Termination due to Misconduct, breach of Company Policies/ Terms of Employment</b>	All the Vested Options at the time of such termination shall stand <b>cancelled</b> with effect from the date of such termination.	All the Unvested Options at the time of such termination shall stand <b>cancelled</b> with effect from the date of such termination.
3	<b>Retirement</b>	All the Vested Options as on date of Retirement shall be Exercised by the Option Grantee within 90 (Ninety) days from the date of Retirement, <b>failing</b> which the Vested Options shall	All Unvested Options on the date of Retirement shall <b>continue to vest</b> as per the original vesting schedule and shall be Exercised within 90 (Ninety) days from each such Vesting Date, <b>failing</b>

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S. No.	Events of Separation	Vested Options	Unvested Options
		automatically lapse <b>unless</b> otherwise decided by the Board / Compensation Committee and such decision shall be final.	which the Vested Options shall automatically lapse <b>unless</b> otherwise decided by the Board / Compensation Committee and such decision shall be final.
4	<b>Death</b>	All the Vested Options as on date of death shall be Exercised by the Option Grantee's nominee or legal heir within 1 (One) year from the date of death, <b>failing</b> which the Vested Options shall automatically lapse <b>unless</b> otherwise decided by the Board / Compensation Committee and such decision shall be final.	All the Unvested Options as on date of death shall be deemed to have been <b>Vested</b> and shall be Exercised by the Option Grantee's nominee or legal heir within 1 (One) year from the date of death, <b>failing</b> which the Vested Options shall automatically lapse <b>unless</b> otherwise decided by the Board / Compensation Committee and such decision shall be final.
5	<b>Termination due to Permanent Incapacity</b>	All the Vested Options up to the date of such termination shall be Exercised by the Option Grantee within 1 (One) year from the date of such termination, <b>failing</b> which the Vested Options shall automatically lapse <b>unless</b> otherwise decided by the Board / Compensation Committee and such decision shall be final.	All the Unvested Options up to the date of such termination shall be deemed to have been <b>Vested</b> and shall be Exercised by the Option Grantee within 1 (One) year from the date of such termination, <b>failing</b> which the Vested Options shall automatically lapse <b>unless</b> otherwise decided by the Board / Compensation Committee and such decision shall be final.
6	<b>Abandonment</b>	All the Vested Options shall stand <b>cancelled</b> .	All Unvested Options shall stand <b>cancelled</b> .
7	<b>Any other reason not specified above</b>	The Board / Compensation Committee shall decide whether the Vested Options as on that date can be Exercised by the Option Grantee or not, and such decision shall be final.	All Unvested Options as on the date of separation shall stand cancelled with effect from that date.

**The appraisal process for determining the eligibility of employees for the scheme:**

The appraisal process for determining the eligibility of the employees will be decided by the Committee from time to time. The employees would be granted Options under the NEWJAISA ESOP Scheme 2023 based on various parameters such as performance rating, period of service, rank or designation, leadership qualities, future potential, etc., and such other parameters as may be decided by the Committee from time to time.



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**Maximum number of Options to be issued per employee and in aggregate:**

Subject to availability of Options under the Scheme, the maximum number of options granted per an eligible employee will not exceed 1% (one percent) of the Issued Equity Shares of the Company in any financial year and shall not be more than 5% (five percent) in aggregate to a single employee.

Further, in case where any employee is granted option for over and above 1% of the issued Equity Share Capital of the Company, a separate resolution taking approval of shareholders shall be obtained in the manner prescribed.

The options granted and the Exercise Price shall be adjusted for any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division/undertaking or other re-organization, as applicable under the terms and conditions detailed in the Scheme and the decision of the Board shall be final in respect of such adjustment.

**Maximum quantum of benefits to be provided per employee under a scheme:**

The maximum quantum of benefits underlying the options issued to an Eligible Employee shall depend upon the number of options held by him/her and the market price of the Equity Shares as on the date of sale.

**Whether the scheme is to be implemented and administered directly by the company or through a trust:**

The Scheme shall be implemented and administered directly by the Company through direct route, without forming or involving any Trust.

**Whether the scheme involves new issue of shares by the company or secondary acquisition by the trust or both:**

The NEWJAISA ESOP Scheme 2023 contemplates issue of new Equity Shares by the Company. There is no involvement of trust and therefore there will not be any secondary acquisition.

**The amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization, repayment terms, etc**

Not applicable. Company would not provide any loan for implementation of the Scheme.

**Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:**

NEWJAISA ESOP Scheme 2023 is to be implemented and administered directly by the Company without forming or involving any trust. Therefore, the Scheme does not envisage any secondary acquisition.



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**A statement to the effect that the company shall conform to the accounting policies specified in regulation 15**

The Company shall conform to the accounting policies as specified in Regulation 15 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.

**The method which the company shall use to value its options:**

The Company will determine the fair value of the options as specified in the NEWJAISA ESOP SCHEME 2023 when the same are issued to the employees. The fair value will be recognized as employee costs over the vesting period, with a corresponding increase in equity.

**Period of lock-in:**

The Shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended.

**Terms & conditions for buyback, if any, of specified securities covered under these regulations:**

The procedure for buy-back, if to be undertaken at any time by the company, of specified securities including terms and conditions shall be as per Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and Companies Act, 2013.

**Transfer/Movement to Subsidiary Companies:**

Transfer or movement of participants from the Company to the Subsidiary or Associate Companies or resignation of participant from the Company and joining of such participant in the Subsidiary or Associate Company shall not have any effect on the Scheme as applicable to the participant. The terms and conditions of the Scheme shall be applicable to such participant as if he is an employee of the Company itself.

**Power to Surrender the Options**

The Employees are free to surrender their options voluntarily, whether vested or not, if in their opinion, the options granted are not beneficial to them, even before the expiry of their exercise period.

**Modifications to the Scheme**

Subject to a special resolution passed at a General meeting, the Board of Directors reserves the right to change the terms and conditions of the scheme at any time, at its discretion, however such changes shall be beneficial to the employees or as required by law. The Board/Committee is entitled to vary the terms of the schemes to meet any regulatory requirements and powers delegated thereto.

**Lapsed/ Surrendered/Cancelled/Forfeited Options**





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Subject to overall limit of Stock Options available under this Scheme and compliance with all Applicable Laws, all the options that are lapsed/surrendered/cancelled/forfeited shall be available for re-issue to the Committee.

**Comparatives of New (Proposed) clauses vs. Old (Existing) clauses**

The following changes are being made to the scheme:

<b>Existing Clause</b>	<b>New Clause (Modification)</b>
<b>3.</b> 16,09,174 (Sixteen Lakhs Nine Thousand One Hundred and Seventy-Four)	<b>3.</b> 32,09,174 (Thirty-Two Lakhs Nine Thousand One Hundred and Seventy-Four)
<b>Existing Clause</b>	<b>New Clause (Addition) to clause 3 and sub-clauses</b>
-	<p><b>3.2</b> Subject to availability of Options under the Scheme, the maximum number of options granted per an eligible employee will not exceed 1% (one percent) of the Issued Equity Shares of the Company in any financial year and shall not be more than 5% (five percent) in aggregate to a single employee.</p> <p>Further, in case where any employee is granted option for over and above 1% of the issued Equity Share Capital of the Company, a separate resolution taking approval of shareholders shall be obtained in the manner prescribed.</p> <p>The options granted and the Exercise Price shall be adjusted for any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division/undertaking or other re-organization, as applicable under the terms and conditions detailed in the Scheme and the decision of the Board shall be final in respect of such adjustment.</p> <p><b>3.3</b> Subject to overall limit of Stock Options available under this Scheme and compliance with all Applicable Laws, all the options that are lapsed/surrendered/cancelled/forfeited shall be available for re-issue to the Committee.</p> <p><b>3.4</b> The options granted and the Exercise Price shall be adjusted for any corporate action(s) such as rights issues, bonus issues, stock splits, consolidation of shares, change in capital structure, merger, sale of division/undertaking or other re-organization, as applicable. In this regard,</p>

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	<p>i. the number and price of options shall be adjusted in a manner such that total value to the employee of the options remains the same after the corporate action;</p> <p>ii. the vesting period and the life of the options shall be left unaltered as far as possible to protect the rights of the employee(s) who is granted such options.</p>
<b>Existing Clause</b>	<b>New Clause (Addition) to clause 4 sub-clause 4.3</b>
-	<p>q) The procedure for funding the exercise of options.</p> <p>r) The procedure for buy-back, if to be undertaken at any time by the company, of specified securities including terms and conditions shall be as per Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 and Companies Act, 2013.</p>
<b>Existing Clause</b>	<b>New Clause (Addition) to clause 6</b>
-	6.1 Granting of the options to the employees including employees on long leave is absolute discretion of the Board/Committee subject to the conditions contained in this scheme.
<b>Existing Clause</b>	<b>New Clause (Addition) to clause 7</b>
-	7.1 Options granted would vest in accordance with the terms of each grant, subject to maximum period of 4 (four) years from the date of grant of such Options. The committee is empowered to implement and decide the vesting schedule to suit the needs of the organization.
<b>Existing Clause</b>	<b>New Clause (Addition) to clause 7</b>
-	7.7 In all other cases, long leave of Employee upto six months shall not have any effect on the Scheme as applicable to the Employee. However, for long leave of the participant beyond three months, 50% of the unvested options which they are eligible to receive shall lapse unless otherwise determined by the Board or the Compensation Committee.
<b>Existing Clause</b>	<b>New Clause (Addition) to clause 8</b>
-	8.2 a) Long leave The exercise period of employee who are on long leave shall be as per the original exercise period as per the scheme or six months from the date of closure of long leave, whichever is later.
<b>Existing Clause</b>	<b>New Clause (Addition) to clause 11</b>

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-	11.7 The Scheme contemplates issue of new Equity Shares by the Company. In any case, the Company shall not fund the exercise of options.
<b>Existing Clause</b>	<b>New Clause (Modification) to clause 12</b>
12.2 The Company or its Subsidiary (as may be applicable) shall have the right to deduct from the Option Grantee's salary or recover any tax that is required to be deducted or recovered under the Applicable Laws.	12.2 The Company or its Subsidiary or its associate (as may be applicable) shall have the right to deduct from the Option Grantee's salary or recover any tax that is required to be deducted or recovered under the Applicable Laws.
<b>Existing Clause</b>	<b>New Clause (Addition) to clause 15</b>
-	15.1 The Company or its Subsidiary(ies) or its Associates(s), as the case may be, shall conform to the accounting policies as specified in Regulation 15 of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time.
<b>Existing Clause</b>	<b>New Clause (Deletion and Modification)</b>
15.3 The Board shall, inter alia, disclose either in the Directors report or in the annexure to the Director's report, the following details of the Plan, or as amended from time to time under Applicable Laws: a) Options Granted; b) Options vested; c) Options Exercised; d) The total number of Shares arising as a result of Exercise of Option; e) Options lapsed; f) Exercise Price; g) Variation of terms of Options, if any; h) Money realized by Exercise of Options; i) Total number of Options in force; j) Employee-wise details of Options to: • key managerial personnel, • any other Employee, who receives a Grant of options in any one year of option amounting to five percent or more of options Granted during that year, • identified Employees who were Granted option, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant. • Such other details as required to be disclosed from time to time.	15.4 The Company shall, inter alia, disclose either in the Directors report or in the annexure to the Director's report, the details of the Plan, as may be required under Applicable Laws from time to time. The Company shall also disclose on its website, if any, the required details, as specified under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.
<b>Existing Clause</b>	<b>New Clause (Addition)</b>

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-	<b>21. Power to Surrender the Options:</b> The Employees are free to surrender their options voluntarily, whether vested or not, if in their opinion, the options granted are not beneficial to them, even before the expiry of their exercise period.
<b>Existing Clause</b>	<b>New Clause (Addition)</b>
-	<b>22. Modifications to the Scheme</b> Subject to a special resolution passed at a General meeting, the Board of Directors reserves the right to change the terms and conditions of the scheme at any time, at its discretion, however such changes shall be beneficial to the employees or as required by law. The Board/Committee is entitled to vary the terms of the schemes to meet any regulatory requirements and powers delegated thereto.
<b>Existing Clause</b>	<b>New Clause (Addition)</b>
-	<b>23. General Risks:</b> The Company does not guarantee any return on the equity investment made by Employee as part of the scheme.
<b>Existing Clause</b>	<b>New Clause (Addition)</b>
-	<b>24. Transfer/Movement to Subsidiary Companies:</b> Transfer or movement of participants from the Company to the Subsidiary or Associate Companies or resignation of participant from the Company and joining of such participant in the Subsidiary or Associate Company shall not have any effect on the Scheme as applicable to the participant. The terms and conditions of the Scheme shall be applicable to such participant as if he is an employee of the Company itself.

Addition of other clauses/sub-clauses as necessary to give effect to the above changes.

The numbering of clauses is amended pursuant to addition, deletion and modification to the scheme in order to meet broad perspective of management in the interest of employees and compliance requirements of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 on being listed on exchange.

The members are requested to note that the aforementioned changes in the scheme are being infused for meeting compliance requirements of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in the interest of employees of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives (to the extent of their shareholding in the Company, if any) is concerned or interested, financially or otherwise in the resolution set out at item no. 1 of the Notice, except to the extent of the securities that may be offered



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to them under ESOP scheme.

**Item No 2**

**To ratify grant of options equal to or exceeding 1% of the issued share capital of the Company to eligible employee(s) under NEWJAISA ESOP SCHEME 2023**

Pursuant to ratification of Pre-IPO approval, the Company seeks approval of the Shareholders in respect of issue under NEWJAISA ESOP Scheme 2023 and grant of Options equal to or exceeding 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the company to any individual eligible / identified employee under the proposed Newjaisa Technologies Employee Stock Option Plan 2023, (hereinafter referred to as “NEWJAISA ESOP Scheme 2023” / “the Plan”), that may be granted to any specific employee of the Company or of its subsidiary company under the Plan, in any financial year.

Disclosures as required under in due compliance with Companies, Act, 2013 (including rules framed thereunder), SEBI SBEBSE Regulations and other applicable laws and regulations, and the terms of issue of the ESOPs are as under:

<p>Details of the identified employee granted equal to or exceeding 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the company.</p>	<p><b>Name of the Employee:</b> Sharad Kumar Somani  <b>Designation:</b> Chief Marketing Officer  <b>Number of Options to be granted &amp; percentage of current issued share capital of the Company:</b> 9,65,504 (3% of the issued capital of the Company)  <b>Brief profile:</b> He holds a Bachelor’s degree in Engineering in Electronic and Communication from the University of Rajasthan, Jaipur and a post graduate diploma in management for executives from Indian Institute of Management, Calcutta. He has several years of experience in the field of consultancy and marketing at TCS and Electra Card Services Pvt Ltd respectively. He has been associated with our Company since July 15, 2023.</p> <p>(The ratification is pursuant to IPO and the options have been already granted to the above-mentioned employee during the pre-IPO period)</p>
<p>Proposed percentage (%) of total grant of the Issue under the Plan for financial year 2023-24</p>	<p>9,65,504 (3% of the issued capital of the Company)</p>
<p>Maximum limit of issue of ESOP to individual identified employee under Scheme.</p>	<p>An employee shall be granted options which may exceed 1% of the issued Equity Share Capital of the</p>



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	Company subject to approval of shareholders. However, the maximum limit of issue under the said ESOP scheme is 5% of the issued Equity Share Capital of the Company at any time to single employee.
Total no. of securities granted under the Plan, in aggregate.	The number of securities to be granted to above mentioned employee is 9,65,504 (being 3% of the present issued capital of the Company) which may increase upto 5% of the issued capital of the Company at the discretion of the Board/ Committee subject to approval of the shareholders.
Exercise price:	The price is determined by the Board / Compensation Committee from time to time and as evidenced in the Letter of Grant unless subsequently modified by the Board / Compensation Committee. For the avoidance of doubt, note that the Exercise Price may be different for different set of Employees for Options granted on same / different dates.
Vesting period:	As may be approved by relevant authority Board/ Compensation Committee and in compliance with the scheme.
Employee's Rights:	The new Equity Shares to be issued and allotted by the Company in the manner aforesaid shall rank <i>pari passu</i> in all respects with the then existing Equity Shares of the Company.
Lock-in:	The Shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws including that under the code of conduct framed, if any, by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended.
Other Terms and Conditions:	Each option granted under the NEWJAISA ESOP Scheme 2023 shall be subject to the terms and conditions under the Scheme, Letter of Grant and other transaction documents including the resolutions passed with requisite voting through duly convened meetings of the Board of Directors and Members of the Company.

Your directors recommend the above Resolution for your approval as a Special Resolution.

(For detailed description of the scheme, kindly refer explanatory statement to the item no. 1)



**NEWJAISA TECHNOLOGIES LIMITED**

*(Newjaisa Technologies Private Limited)*

**CIN: U32106KA2020PLC134935**

207/B2, 2<sup>nd</sup> Cross Road, JC Industrial Estate, Bikasipura Main Road,

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Website: <https://newjaisa.com/>

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None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned in the aforesaid Special Resolution, except to the extent of their entitlements, if any.

### **Item No 3**

**To ratify grant of employee stock options to the employees of the subsidiary company(ies) and / or its Associate Company(ies), if any, of the Company under NEWJAISA ESOP SCHEME 2023.**

Pursuant to ratification of Pre- IPO approval, the Company intends to implement NEWJAISA Employee Stock Option Scheme 2023 (“NEWJAISA ESOP SCHEME 2023”/ “Plan”) with a view to attract and retain key talents working with the Company and / or its Subsidiary company(ies) and / or its Associate Company(ies), if any. Your Company contemplates implementation of the Plan a view to efficiently manage the Plan and if required to enable cashless exercise of vested options. NEWJAISA ESOP SCHEME 2023 envisages primary issue of 32,09,174 equity shares within the term of the Plan. The Company also contemplates to manage any future employee stock option plan or share based employee benefit plan which may be introduced from time to time.

Your directors recommend the above Resolution for your approval as a Special Resolution.

(For detailed description of the scheme, kindly refer explanatory statement to the item no. 1)

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are in any way concerned in the aforesaid Special Resolution, except to the extent of their entitlements, if any.

**For Newjaisa Technologies Limited  
(Formerly known as Newjaisa Technologies Private Limited)**

SD/-

**Vishesh Handa**

**Managing Director**

**DIN: 07842847**

**Date: 10-01-2024**