



Newjaisa Technologies Limited

CIN: U32106KA2020PLC134935

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

INTRODUCTION

The Independent Directors and other Non-Executive Directors of Newjaisa Technologies Limited are provided required facilities to familiarize themselves with Company, its management and its operations, industry related issues and laws that are applicable to the Company and Board and Committee functions.

OBJECTIVES OF THE PROGRAMME:

To adopt a structured programme for orientation and training of Independent Directors at the time of their joining so as to enable them to understand the Company – its operations, business, industry and environment in which it functions.

To update the Directors on a continuing basis on any significant changes therein so as to be in a position to take well-informed and timely decisions.

DEFINITIONS:

- a) **“Act”**: means the Companies Act, 2013 and the rules made thereunder.
- b) **“Board”**: means Board of Directors of the Company
- c) **“Company”**: means Newjaisa Technologies Limited
- d) **“Employee”**: means any employee of the Company (whether working in India or abroad)
- e) **“Independent Director”**: As provided under Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or under the Companies Act, 2013, ‘Independent director’ shall mean a non-executive director, other than a nominee director of the company:
 - a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
 - b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
(ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
 - c. apart from receiving director's remuneration, has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
 - d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to



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two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

- e. who, neither himself nor any of his relatives —
- i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of —
 - iii. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - iv. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - v. holds together with his relatives two per cent or more of the total voting power of the company; or
 - vi. is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company;
 - vii. is a material supplier, service provider or customer or a lessor or lessee of the company;
- f. who is not less than 21 years of age.

ORIENTATION PROGRAMME UPON INDUCTION OF NEW DIRECTORS:

- A familiarization pack is handed over to the new inductee, which include the Company's Corporate Profile, its Mission, Vision and Values Statement, the Company's history and major milestones, latest Annual Report, Code of Conduct applicable to Directors / employees of the Company, the 'Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices' along with a summary on do's and don'ts pertaining to Insider Trading issues

In case, the inductee is also inducted on the Audit Committee, he / she is also handed the Audit Committee Charter, the Internal Audit Charter and the Whistle Blower Policy.

- A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, Code of Conduct and obligations on disclosures, is issued for his / her acceptance.



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OTHER INITIATIVES TO UPDATE THE DIRECTORS ON A CONTINUING BASIS:

- The presentations at Board meetings include updates on regulatory, business environment, risk management, Company policies and other relevant issues. Quarterly Operations Report which includes information on business performance, operations, comparison of the performance of the Company with peers, market share, financial parameters, working capital management, material litigations, compliances, fund-flows, subsidiary data is presented to the Board.
- Meetings with Senior Executives of the various Divisions are also arranged to better understand the business and operations of the Company.

TRAINING PROGRAMMES:

Training programmes are organized for the Independent Directors on subjects relating to Corporate Laws, Taxation, Construction and Infrastructure Industry etc., wherein experts are invited to address the Board Members at the corporate office of the Company.

This said Policy shall be effective from the date of listing of securities on stock exchange