SAHAJ DIGITAL LIMITED

(Formerly known as Jolly Plastic Industries Limited)

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

1. INTRODUCTION

In terms of Schedule IV of the Companies Act, 2013 (the "Act") and Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), the Company shall familiarise the Independent Directors with the Company.

The Listing Regulations require the Company to familiarise the Independent Directors in the following areas:

- their roles, rights and responsibilities in the Company;
- the nature of the industry in which the Company operates;
- the business model of the Company; and
- such other matters as may be relevant to enable them to discharge their duties effectively.

2. PURPOSE AND OBJECTIVE

The Programme aims to provide insights into the Company so as to enable the Independent Directors to understand their roles, rights and responsibilities, to remain updated on the business and operations of the Company and on the regulatory framework applicable to it, and thereby to contribute meaningfully to the deliberations of the Board of Directors and its Committees.

3. DETAILS OF THE FAMILIARISATION PROGRAMME

1. The Independent Directors are given the opportunity to visit the offices, facilities and business units of the Company, so as to enable them to have a full understanding of the operations and processes of the Company and of the industry in which it operates.

2. To familiarise the Independent Directors with their roles, responsibilities and duties, they are provided with an overview of:

    a. the criteria of independence applicable to Independent Directors under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, and the obligation to furnish the annual declaration of independence;

    b. the duties of directors under Section 166 of the Act and the Code for Independent Directors set out in Schedule IV of the Act, as incorporated in the Company's Code of Conduct for the Board of Directors and Senior Management Personnel;

    c. the compliance personnel of the Company on whom reliance may be placed by the Independent Directors;

    d. the allocation of time by the Independent Directors to financial controls, oversight of the systems of risk management, financial management and compliance, corporate social responsibility, remuneration, stakeholder conflicts, Board effectiveness, strategic direction, meetings and performance assessment;

    e. the Directors' Responsibility Statement forming part of the Board's Report;

f. the vigil mechanism and whistle-blower policy under Section 177(9) of the Act and Regulation 22 of the Listing Regulations, including policy formulation, disclosures, the fraud response plan and the obtaining of Audit Committee approval wherever required;

g. the risk management systems and framework of the Company;

h. the Board evaluation process and procedures;

i. related party transactions under Section 188 of the Act and Regulation 23 of the Listing Regulations, and the Company’s policy on related party transactions;

j. internal financial controls;

k. loans, guarantees, securities and investments under Sections 185 and 186 of the Act;

l. the Company’s Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and its Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons, framed under Regulations 8 and 9 respectively of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, including the trading window, pre-clearance and disclosure obligations and the structured digital database; and

m. the Company’s obligations under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and such other legislation as may be relevant from time to time.

3. Annual Operating Plan and Capital Budget. The Company shall, through its Chief Financial Officer, place before the Board of Directors the Annual Operating Plan and Capital Budget of the Company, together with a report on the performance of the Company containing the budgeted and actual results, on a yearly basis, for review and appropriate action.

4. Foreign exchange exposure. The Company shall, through its Chief Financial Officer, place before the Board of Directors the details of the foreign exchange exposures of the Company and the steps taken by the management to limit the risk of adverse exchange rate movements.

5. Business expansion and new projects. The Company shall, through its Executive Directors and Senior Management Personnel, place before the Board of Directors its business expansion plans and information on new projects from time to time.

6. Quarterly presentations. The Company shall, through its Chief Financial Officer, make presentations at every Board meeting held on a quarterly basis, so as to familiarise the Independent Directors with the strategy, operations and functions of the Company.

7. Such presentations provide an opportunity to the Independent Directors to interact with the senior leadership team and the auditors of the Company, and assist them in understanding the Company’s strategy, business model, operations, service and product offerings, markets, organisation structure, finance, human resources, technology, quality, facilities and risk management, and such other areas as may arise from time to time.

8. Regulatory updates. The Company Secretary and Compliance Officer shall apprise the Board of Directors, at regular intervals, of amendments to the Act, the Listing Regulations and other applicable laws, and of the impact of such amendments on the Company.

9. Interaction with shareholders and other stakeholders from time to time.

10. Separate meeting. The Independent Directors shall, at their separate meeting held at least once in a financial year, assess the quality, quantity and timeliness of the flow of information between the management of the Company and the Board of Directors, and may indicate any further familiarisation they consider necessary.

11. Induction of new Independent Directors. On the appointment of a new Independent Director, the Company shall issue a formal letter of appointment in terms of Schedule IV of the Act setting out, inter alia, the term of appointment, the expectations of the Board, the fiduciary duties and accompanying liabilities and the remuneration payable, and shall conduct an introductory familiarisation programme or presentation. The terms and conditions of appointment shall be placed on the website of the Company and shall be open for inspection at its registered office.

12. Data bank and proficiency test. The Company shall apprise every Independent Director of the requirement to apply for inclusion of his or her name in the data bank maintained by the Indian Institute of Corporate Affairs and to pass the online proficiency self-assessment test within the time and in the manner prescribed under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, unless exempt thereunder.

4. PROGRAMME AND DISCLOSURE

1. The familiarisation programme shall be conducted on an “as needed” basis during the year.

2. The Company Secretary and Compliance Officer shall maintain a record of the familiarisation programmes conducted, including the number of programmes attended by each Independent Director and the cumulative number of hours spent.

3. As and when a familiarisation programme is conducted, the details thereof shall be disclosed on the website of the Company in terms of Regulation 46(2)(i) of the Listing Regulations, and a web link thereto shall be given in the Corporate Governance Report forming part of the Annual Report of the Company in terms of Regulation 34(3) read with Schedule V of the Listing Regulations.

5. REVIEW OF THE PROGRAMME

The Board of Directors shall review this Programme and make such revisions as may be required. Any amendment to the Act, the Listing Regulations or any other applicable law shall apply to this Programme automatically, and in the event of any inconsistency the provisions of the applicable law shall prevail.