

JAGSONPAL SERVICES LIMITED
*(Formerly Known as
Jagsonpal Finance and Leasing Limited)*

**FAMILIARISATION
PROGRAMME FOR
INDEPENDENT
DIRECTORS**

Preamble

Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), mandates that a listed entity shall familiarise its Independent Directors through various programmes about the Company, including their roles, rights, responsibilities, the nature of the industry in which the Company operates, the business model, and other relevant information.

Further, Regulation 46(2)(i) of SEBI LODR requires the Company to disclose on its website details of such familiarisation programmes imparted to Independent Directors, including the number of programmes attended and hours spent, on a yearly and cumulative basis.

In line with the above requirements and adopting best governance practices followed by Jagsonpal Services Limited (Formerly Known as Jagsonpal Finance & Leasing Ltd.) (“the Company”) has framed this Familiarisation Programme for its Independent Directors.

Objective of the Familiarisation Programme

The objectives of the Familiarisation Programme are to:

- Enable Independent Directors to gain a comprehensive understanding of the Company, its business, operations, and organisational structure;
- Familiarise them with their roles, rights, responsibilities and liabilities under the Companies Act, 2013 and SEBI LODR;
- Provide insights into the **information technology and software development industry**, including regulatory environment, technology trends, risks and opportunities;
- Facilitate effective participation of Independent Directors in Board and Committee deliberations;
- Keep Independent Directors updated on a continuous basis regarding material changes affecting the Company and the industry.

Scope of Familiarisation

The Familiarisation Programme specifically covers:

- Software development life cycle, delivery and quality frameworks;
- Client-based project execution models and revenue structures;
- Data protection, cyber security, and technology risk management;
- Intellectual property, licensing and contractual risks in IT services;
- Regulatory and compliance requirements relevant to the IT and technology sector.

Familiarisation Process

1 Induction Programme for New Independent Directors

At the time of appointment, each newly appointed Independent Director is provided with:

- A formal **Letter of Appointment** setting out roles, duties, responsibilities, remuneration, performance evaluation criteria, code of conduct, disclosure obligations and liabilities;
- A **Director's Kit** comprising:
 - Memorandum and Articles of Association;
 - Annual Reports of the Company for the previous three financial years;
 - Corporate policies and codes adopted by the Company;
 - Investor presentations and public disclosures;
 - Key organisational and business documents.

Meetings are organised with the Managing Director, Chief Financial Officer, Key Managerial Personnel and Senior Management to familiarise the Independent Director with the Company's business model, governance framework and risk profile.

2 Continuous Familiarisation

To ensure ongoing familiarisation:

- Periodic presentations are made at **Board and Committee Meetings** on:
 - Business performance and financial results;
 - Business strategy and growth plans;
 - Technology roadmap and operational risks;
 - Internal control systems and risk management framework.
- Separate meetings of Independent Directors are held to discuss matters concerning the Company's affairs without the presence of management.
- Quarterly updates on **statutory amendments, SEBI circulars, and landmark judicial pronouncements** impacting the Company and Independent Directors are circulated.
- Important laws, regulatory changes and governance advisories are shared on a continuous basis.

Independent Directors have full and unrestricted access to all information and records of the Company and may seek clarifications or additional documents as required.

3 Interaction with Management

Independent Directors are encouraged to engage freely with the Company's senior management and functional heads to gain a deeper understanding of:

- Project execution and delivery mechanisms;
- Client engagement and service models;
- Technology platforms and innovation initiatives;
- Operational, legal and cybersecurity risks.

They may also meet collectively without management to align and communicate their views to the Chairman and Managing Director.

4 Business Exposure and Operational Understanding

In place of traditional manufacturing plant visits, which are not relevant to the Company's operations, the Company facilitates:

- Demonstrations and walkthroughs of software platforms and solutions developed by the Company;
- Exposure to digital delivery centres, development processes and project management methodologies;
- Technology and cyber-security briefings by internal or external experts, as and when considered necessary.

This approach reflects evolving best practices for technology-driven listed entities.

Disclosure

In compliance with Regulation 46(2)(i) of SEBI LODR, the Company shall disclose on its website:

- The details of familiarisation programmes conducted during the financial year;
- The number of programmes attended and hours spent by Independent Directors on a yearly and cumulative basis;
- A brief description of areas covered under such programmes.

Such disclosures shall be updated annually and hosted on the Company's website under the Corporate Governance section.

Review and Amendments

This Familiarisation Programme shall be reviewed periodically by the Board of Directors and amended as may be required to align with changes in SEBI regulations, circulars and recognized governance best practices.
