

**PAVING PROGRESS  
ACROSS EVERY MILE**



**J Infratech Limited**  
(Formerly known as Jandu Construction India Pvt. Ltd.)



**POLICY FOR FAMILIARISATION PROGRAMME  
FOR INDEPENDENT DIRECTORS**

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**J INFRATECH LIMITED**

CIN: U70109HR2019PLC083157

Registered Office: J House, Plot 93, Sector 44, Gurugram, Haryana – 122003

# **POLICY FOR FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS**

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## 01 PREAMBLE

In terms of the provisions of Schedule IV to the Companies Act, 2013 (“Companies Act”) read with the applicable rules made thereunder, the Company is required to conduct a familiarisation programme for its Independent Directors to familiarise them with the Company, their roles, rights and responsibilities, the nature of the industry in which the Company operates, and the business model of the Company.

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) casts a corresponding obligation on the Company, and shall become applicable to the Company upon listing of its equity shares pursuant to its proposed initial public offering. In view of the same, and as a matter of good corporate governance practice, the Company has voluntarily adopted this Policy for Familiarisation Programme for Independent Directors (“Policy”) in anticipation of such listing.

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## 02 OBJECTIVE AND PURPOSE

The familiarisation programme for Independent Directors of the Company is conducted so as to familiarise them with the Company, their roles, rights and responsibilities in the Company, the nature of the highway infrastructure EPC/HAM industry in which the Company and its subsidiaries operate, and the business model of the Company. The programme aims to enable the Independent Directors to understand and remain updated on the business and operations of the Company and its group entities on a continuing basis, and to contribute effectively to the Board.

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## 03 DEFINITIONS

“**Applicable Laws**” shall mean the Companies Act, the SEBI Act, 1992, the SEBI Listing Regulations (upon their becoming applicable to the Company) and all other laws, rules, regulations, notifications, circulars and guidelines issued by any competent statutory or regulatory authority, as amended from time to time.

“**Board**” shall mean the Board of Directors of the Company.

“**Company**” shall mean J Infratech Limited.

“**Independent Director(s)**” shall mean the independent director(s) on the Board, as appointed from time to time.

“**Policy**” shall mean this Policy for Familiarisation Programme for Independent Directors, as amended from time to time.

Unless defined herein, capitalised terms shall have the meaning assigned to them under the Companies Act and, upon listing of the Company’s equity shares, the SEBI Listing Regulations. In the event of any conflict between this Policy and Applicable Laws, the Applicable Laws shall prevail, and any amendment to Applicable Laws shall automatically apply to this Policy to the extent applicable.



## 04 INITIATIVES FOR INDUCTION PROGRAMME

On appointment, a new Independent Director shall be welcomed to the Board and provided with, inter alia, the following documents for his/her reference:

- Formal letter of appointment setting out the terms and conditions of appointment;
- Memorandum and Articles of Association of the Company;
- Annual Reports/financial statements of the Company for the last three consecutive years (or such shorter period as may be available, given the Company's recent conversion to a public company);
- Codes and policies of the Company applicable to Directors, including the Code of Conduct, the Related Party Transactions Policy, the Whistle Blower Policy and other governance policies as may be in force;
- Where the Independent Director is inducted into any Committee of the Board, the terms of reference of such Committee(s); and
- An overview of the Company's group structure, including its wholly-owned subsidiary SPVs and joint ventures undertaking NHAI EPC/HAM projects.

A meeting/interaction of the newly appointed Independent Director with the senior management of the Company shall also be organised to provide an overview of the Company's business strategy, business model, operations, functions, policies, procedures, financial performance and governance structure, and to acquaint the Director with his/her roles, rights and responsibilities.

The appointment letter issued to an Independent Director inter alia sets out the Board's expectations from the Director, the fiduciary duties and responsibilities attached to the office, and details of remuneration/sitting fees and the performance evaluation process.

## 05 ONGOING FAMILIARISATION PROGRAMME

The Company shall conduct orientation programmes, presentations and/or training sessions, periodically and at regular intervals, to familiarise the Independent Directors with the Company's strategy, operations and functions.

At Board and Committee meetings, presentations are made by the Key Managerial Personnel, Statutory Auditors and Internal Auditors of the Company on business and performance updates, business strategy and associated risks, project execution status across NHAI EPC/HAM and other contracts, financial parameters, working capital management, litigation and arbitration matters, regulatory compliances and fund flows, together with updates on significant developments under the Companies Act, SEBI regulations and other Applicable Laws.

Independent Directors have complete access to information relating to the Company, including policies, Board presentations and financial statements, and are free to interact with the Company's management and with fellow Independent Directors as they may deem necessary. Independent Directors may also hold separate meetings, without the presence of management, to discuss matters pertaining to the Company's affairs and to place their combined views before the Chairman and the Managing Director.



## 06 DISCLOSURE

Details of the familiarisation programme(s) conducted, and, upon listing of the Company's equity shares, the disclosure required under Regulation 46 of the SEBI Listing Regulations, shall be made available on the website of the Company, with a web-link thereto provided in the Annual Report.

## 07 AMENDMENT AND REVIEW

The Board may review this Policy and make suitable revisions as may be deemed necessary, from time to time. Subject to Applicable Laws, the Board may amend, suspend or rescind this Policy at any time, and may establish further rules and procedures to give effect to its intent. In the event of any conflict between this Policy and Applicable Laws, the Applicable Laws in force shall prevail.

## 08 DETAILS OF FAMILIARISATION PROGRAMME ATTENDED

The details of the familiarisation programme(s) attended by the Independent Directors of the Company are set out below:

| Name of Independent Director | Category                      | No. of Programme(s) Attended | No. of Hours Spent |
|------------------------------|-------------------------------|------------------------------|--------------------|
| Mr. Bhupender Singh          | Independent Director (ceased) | 1                            | 3                  |
| Mrs. Poonam Choudhary        | Independent Director (ceased) | 1                            | 3                  |

**Note:** Mr. Bhupender Singh and Mrs. Poonam Choudhary have since ceased to be Independent Directors of the Company; the record of their programme attended is retained above for continuity of disclosure.





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