

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

SAI URJA INDO VENTURES LIMITED
(Formerly Known as Sai Urja Indo Ventures Private Limited)



PREAMBLE

The basic philosophy behind an endeavour towards better corporate governance is to achieve business excellence. Induction, orientation or familiarisation programmes are part of our Culture and are applicable to independent directors of the Company.

Guided by the principles laid down on the Corporate Governance under Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act 2013, the familiarisation programs and trainings aim to provide insights of the Company, including nature of Industry in which the Company operates, Business Model of the Company, Relevant information on Business Processes and Roles, Responsibilities, Duties and Rights of the Directors including Independent Directors.

INDUCTION OF INDEPENDENT DIRECTORS

At the time of appointment, a formal letter of appointment is given to the Independent Director, which inter alia states the function, duties, business model and role and responsibilities, which an Independent Director is expected to perform.

Independent Directors are provided with necessary documents / brochures, Memorandum & Articles of Association and copies of internal policies, Shareholding patterns, information on promoters and Group, to enable them to familiarize with the Company's procedures, policies, guidelines and practices, with which Company does its operations.

FAMILIARISATION AND TRAININGS TO DIRECTORS

The Directors including Independent Directors are apprised through presentations / discussions, on periodical basis on the Business performance, Economic and Industry Trend, global business environment, business strategy, Risks & Compliance Management System and Critical Business Processes. Further, all Directors are provided trainings through various programs and workshops relating to the business of the Company. Visits to manufacturing facilities are also organised, which enhances the Directors' awareness about the Company's operations and also benefit the Company with their valuable inputs and suggestions.

The Directors of the Company have access to the information relating to the Company. They interact with the Key Managerial Personnel and seek any information they need to discharge their functions effectively.

POLICY REVIEW

The Board may subject to applicable laws is entitled to amend, suspend or rescind this Policy at any time. Any difficulties or ambiguities in the Policy will be resolved by the Board in line with the broad intent of the Policy. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Policy. In the event of any conflict between the provisions of this policy and of the applicable law, such applicable law in force from time to time shall prevail over this Policy.

DISCLOSURE

The details of the Programmes shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.



MATERIALITY POLICY

INTRODUCTION

This policy ("Policy") has been formulated to define the respective materiality policies of Sai Urja Indo Ventures Limited ("Company"), pursuant to the disclosure requirements under Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) ("SEBI ICDR Regulations"), in respect of the following:

- A. Identification of 'material' companies to be disclosed as Group Companies in the Offer Documents (*as defined hereinafter*)
- B. Identification of 'material' outstanding litigation (excluding criminal proceedings, actions taken by statutory/regulatory authorities, disciplinary actions against the promoters) involving the Relevant Parties (*defined below*); and
- C. Identification of 'material' creditors.

APPLICABILITY

The Board of Directors of the Company ("**Board**") at their meeting held on 1st March, 2025 discussed and approved this Policy and this Policy shall be effective from such date.

In this Policy, the term "**Offer Documents**" shall mean the Draft Red Herring Prospectus, the Red Herring Prospectus and the Prospectus and any addendum or corrigendum thereto, to be filed and/or submitted by the Company, in connection with the proposed initial public offering of its equity shares with, the Stock Exchange(s) where the equity shares of the Company are proposed to be listed, Registrar of Companies, Mumbai and/or the Securities and Exchange Board of India ("**SEBI**"), as applicable.

All other capitalised terms not specifically defined in this Policy shall have the same meanings ascribed to such terms in the Offer Documents.

A. Identification of material companies to be disclosed as Group Companies

Requirement:

The SEBI ICDR Regulations define "group companies" as "such companies (other than promoter(s) and subsidiary/ subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed, as covered under the applicable accounting standards, and also other companies as considered material by the board of the issuer".

Therefore, group companies shall include:

- (i) companies with which there were related party transactions, during the period for which financial information will be disclosed in the Offer Documents, as covered under the relevant accounting standard; and
- (ii) any other companies as considered material by the Board.

Policy on Materiality:

With respect to point (ii) above, for the purpose of disclosure in the Offer Documents, a company shall be considered "material" and will be disclosed as a group company in the Offer Documents, if it is a member of the promoter group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, with which the Company has entered into one or more transactions during the last three completed fiscal years (or relevant stub period, if applicable), which individually or cumulatively in value exceeds 10% of the revenue from operations of the Company for the last completed Financial Year (or the relevant stub period, as applicable) as per the Restated Financial Statements to be included in the Offer Documents.





B. Identification of pending 'material' litigation (excluding criminal proceedings, statutory/regulatory actions and taxation matters)

Requirement:

As per the requirements of SEBI ICDR Regulations, the Company shall disclose the following pending litigation involving the Company, its Promoters, its Subsidiaries, and its Directors (collectively, "**Relevant Parties**"):

- (i) All criminal proceedings (including matters at FIR stage where no/some cognizance has been taken by the court or any judicial authority);
- (ii) All actions (including all penalties and show cause notices) by regulatory authorities and / or statutory authorities;
- (iii) Disciplinary actions including penalties imposed by SEBI or any of the stock exchanges against the Promoters in the last five financial years including outstanding actions;
- (iv) Claims related to direct and indirect taxes, in a consolidated manner, giving the number of cases and total amount; and
- (v) All other pending litigations or arbitration proceedings involving Relevant Parties - as per policy of materiality defined by the Board of Directors of the Company and disclosed in the Offer Documents.

Further, as per the requirements of SEBI ICDR Regulations, the Company shall also disclose such pending litigation involving the Group Companies which has a material impact on the Company.

Policy on Materiality:

Other than litigations mentioned in points (i), (ii), (iii) and (iv) above, for the purposes of determining outstanding material litigations as mentioned in point (v) above, any pending litigation/ arbitration proceedings involving any of the Relevant Parties shall be considered 'material' for the purpose of disclosure in the Offer Documents, if:

- a) The aggregate monetary claim/ dispute amount/ liability involved in any such pending litigation/ arbitration proceeding is equivalent to or exceeds Rs. 5,00,000/- (Rupees Five Lakhs Only).
- b) The monetary impact is not quantifiable or lower than the threshold mentioned in point (a) above, but the outcome in any such litigation would nonetheless, directly or indirectly materially and adversely affect the Company's business, prospects, operations, performance, financial position or reputation in the opinion of the Board; or

where the decision in one matter is likely to affect the decision in similar matters, such that the cumulative amount involved in such matters exceeds the threshold as specified in (a) above, even though the amount involved in an individual matter may not exceed the materiality threshold as specified in (a) above.

Further, any tax litigation which involves a claim amount greater than the materiality thresholds as defined in (a) above, will also be disclosed individually.

Pre-litigation notices received by the Relevant Parties from third parties (excluding statutory or governmental or regulatory authorities or tax or notices threatening criminal action) shall, unless otherwise decided by the Board, not be considered as litigation until such time that Relevant Parties are impleaded as defendants in proceedings initiated before any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

Any pending litigation involving the group companies, as identified in accordance with provisions of SEBI ICDR Regulations would be considered to have a 'material impact' on the Company for the purpose of disclosure in the Offer Documents, if an adverse outcome from such pending litigation would materially affect the business, operations or financial position or reputation of the Company.

C. Identification of 'material' creditors



Requirement:

As per the requirements of the SEBI ICDR Regulations, the Company shall make relevant disclosures in the Offer Documents and on the website of the Company for outstanding dues to creditors as follows:

- (i) based on the policy on materiality defined by the Board of Directors of the Company, details of the creditors which include the consolidated number of creditors and the aggregate amount involved;
- (ii) consolidated information on outstanding dues to micro, small and medium enterprises and other creditors, separately giving details of number of cases and amount involved; and
- (iii) complete details about outstanding overdue to material creditors along with the name and amount involved for each such material creditor shall be disclosed on the website of the Company with a web link thereto in the Offer Documents.

For outstanding dues to micro, small and medium enterprises ("**MSME**") and other creditors, the disclosure will be based on information available with the Company regarding the status of the creditors as MSME as defined under Section 2 of the Micro, Small and Medium Enterprises Development Act, 2006, as amended, as has been relied upon by the statutory auditors in preparing their audit report.

Policy on Materiality:

For identification of material creditors, a creditor of the Company shall be considered to be material for the purpose of disclosure in the Offer Documents, if amounts due to such creditor is equivalent to or in excess of 5% of total trade payables of the Company as of the end of the most recent financial period covered in the Restated Financial Statements included in the Offer Documents.

GENERAL

It is clarified that the Policy is solely for the purpose of disclosure requirements prescribed under the SEBI ICDR Regulations with respect to the Offer Documents, and should not be applied towards any other purpose, including for disclosure of material information by listed entities pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

The Policy shall be without prejudice to any disclosure requirements, which may be prescribed by SEBI and/ or such other regulatory or statutory authority with respect to listed companies or disclosure requirements as may be prescribed by SEBI through its observations on the Offer Documents, or disclosures that may arise from any investor or other complaints.

This Policy shall be subject to review/changes as may be deemed necessary and in accordance with regulatory amendments from time to time. All other capitalised terms not specifically defined in this Policy shall have the same meanings ascribed to such terms in the Offer Documents.

