

## **MEGASOFT LIMITED**

### **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS**

#### **Orientation Programme for New Independent Directors**

The new Independent Director shall be provided with information containing a profile of the Company and its subsidiaries, its operation, financial results and performance analysis, nature and understanding of the industry of the Company and the current business module of the Company. In addition to the above, the new independent Director shall be provided with the latest Annual Report of the Company, the Company's Code of Conduct for Directors and Management Personnel, Code of Conduct to Regulate, Monitor and Report trading by Designated Persons, Policy on Related Party Transactions and other policies devised by the Company to make the Independent Director fully aware about the Company and its policies.

The new Independent Director would be made aware about his role, rights and responsibilities in the Company which would also be enumerated in the appointment letter to be given to the Independent Director.

#### **Concurrent initiatives for updating the Existing Independent Directors**

The existing independent directors are updated inter alia about the operations, sales & marketing strategy, financial performance, industry analysis, etc. at every Board Meeting. Presentations are made on various aspects of business at the Board. In addition to above, the Company disseminates all such information as are required by the independent directors for executing their duties and take informed and timely decisions.

Independent directors are informed about all significant updates and also the various risks associated with the functions of the Company and their possible impact thereof on the Board and the Company.

The Board and the independent directors will be kept informed of all kinds of legislative changes applicable to the Company which have serious impact on its operations and its Board of Directors at large.

**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS,2015**

**Details of Familiarization Programme imparted to Independent Directors of the Company during the Financial Year 2021-22**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities-Board dynamics & functions
- Strategy, Operations and functions of the Company

The Independent Directors have attended such orientation process/ familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Sr.	Particulars	Details of Programme
1	Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year)	(i) 03.11.2021 (ii)14.02.2022
2	Aggregate man hours spent by the independent directors in familiarization programme.	4 hours

**DISCLOSURE UNDER REGULATION 25 AND 46 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS,2015**

**Details of Familiarization Programme imparted to Independent Directors of the Company during the Financial Year 2022-23**

The Company has an orientation process/familiarization programme for its independent directors with emphasis on:

- Roles, Rights and Responsibilities-Board dynamics & functions
- Strategy, Operations and functions of the Company

The Independent Directors have attended such orientation process/ familiarization programme. The Board and Committee meetings of the Company are held at least on a quarterly basis and members of the Board meet key functional/business heads separately to get themselves more familiarized with the business/operations and challenges faced by the industry on an ongoing basis.

Sr.	Particulars	Details of Programme
1	Details of Familiarization Programmes imparted to Independent Directors Number of programmes attended by Independent Directors (during the year and on cumulative basis till date)	(i) 14.02.2023 (ii) 11.11.2022 (iii) 08.08.2022 (iv) 30.05.2022 (v) 14.02.2022 (vi) 03.11.2021
2	Aggregate man hours spent by the independent directors in familiarization programme. (during the year and on cumulative basis till date)	12 hours