
FAMILIARIZATION FOR INDEPENDENT DIRETORS

(Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015)

A. INTRODUCTION

Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**SEBI LODR Regulations**”) as amended from time to time, *inter alia* requires the Company to familiarize the independent directors with the Company, their roles and responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. through various programmes. Methodhub Software Limited (the “**Company**”) at its meeting held on January 14, 2025, has approved and adopted this Familiarization Programme for Independent Directors (“**Familiarization Programme**”).

As per Regulation 46(2) of the SEBI (LODR) Regulations, the listed entity shall disseminate the details of familiarization programmes imparted to Independent Directors under a separate section on its website and as per ‘Schedule IV’ of the Companies Act, 2013 i.e., ‘Code for Independent Directors’, the Independent Directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company

B. OBJECTIVES

The objective of the Familiarization Programme is to help the independent directors understand the Company, the operations, business, industry and environment in which it functions and the regulatory environment applicable to it and enable them to fulfil their responsibilities efficiently and effectively. The Company shall familiarize the independent directors about the Company, including the following:

1. Nature of the industry in which the Company operates;
2. Business model of the Company;
3. Roles, rights, responsibilities of independent directors; and
4. To inform them of all the laws, rules, regulations and guidelines applicable to the Company.
5. To generate and obtain valuable and informed decision from the directors on the matters to be brought or discussed at the Board Meetings and
6. Any other relevant information.

The Program has been designed considering the specific needs of contemporary Corporate Governance and the expected obligations of Independent Directors in view of the onerous responsibility conferred by the Companies Act, 2013 and the Listing Agreement as amended from time to time.

C. FAMILIARIZATION AND CONTINUING DEVELOPMENT PROCESS

The Company shall, through its executive directors / senior managerial personnel conduct orientation programmes / presentations/ training sessions periodically at regular intervals to familiarize the Independent Directors with the strategy, operations and functions of the Company. Such programmes and training sessions will provide an opportunity to the independent directors to interact with the senior leadership team of the Company and help them to understand the Company’s strategy, business model, group structure, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities, risk management strategy, governance policies, designated channels for flow of information and such other areas as deemed necessary. The programmes/ presentations shall also familiarize the independent directors with their roles, rights and responsibilities.

The programmes essentially have two broad components – technical and behavioural. The technical component shall enable the participants to understand Company business, strategies, industry dynamics and its growth plans and prepare them for an active role in the Company. The behavioural component

shall empower the participants to understand board procedures and help them to be effective in board activities. The Programmes also aims to offer a conceptual framework based upon current expectations which require the Independent Directors to adhere to a code of conduct for fulfilment of their responsibilities in a such manner so as to promote confidence of the investor community particularly minority shareholders, regulatory authorities and the stakeholders at large.

The programme shall be conducted in such manner as to facilitate and convenience the Independent Directors and enable them to attend the same in view of their busy schedules.

The Company may circulate news and articles related to the Industry on a regular basis and may provide specific regulatory updates from time to time.

The Company may conduct an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company.

D. PROGRAMME AND DISCLOSURE

The Programme will be conducted “as needed” basis during the year.

As and when the Programme is conducted the same will be disclosed on the website of the Company and a web link thereto shall also be given in the annual report of the Company.

Pursuant to Regulation 46(2) of SEBI LODR Regulations, the Familiarization Program shall be disclosed on the Company’s website and a web link thereto shall be provided in the Annual Report. Further the number of programmes attended by the independent directors along with the number of hours spent by such an independent director in the programmes (during the year and on cumulative basis till date) shall also be disclosed by the Company.

E. REVIEW AMENDMENTS AND UPDATES

This Policy will be reviewed periodically by the Board/ Committee as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors in cases of material changes to the Policy.

F. INTERPRETATION

In case of any subsequent changes in the provisions of the aforementioned statutes, the statutes would prevail over the Policy and the provisions in the Policy would be modified in due course to make it consistent with prevailing law. Any subsequent amendment/modification in SEBI Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

Approved in the meeting dated January 14, 2025