

**POLICY ON FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTOR
[ADOPTED BY BOARD ON 05.02.2025]**

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📍 Kuvempunagar, Mysuru

! Nikhil Plaza, 1310 & 1333,
! Gaganachumbi Double Rd,
! Block K, G & H Block, Kuvempu Nagara,
! Mysuru-570 023, Karnataka, India

📍 Hyderabad

! 2nd floor, IMAGE Incubation centre,
! Software Technology Parks of India,
! Divyasree solitaire, Plot No. 14 & 15,
! Software Units layout, HITEC City, Madhapur,
! Hyderabad - 500081, Telangana, India

📍 Noida

! Plot no. A 42/6, Suite No.401,
! 4th Floor, Sector - 62,
! Noida – 201301, Uttar Pradesh, India

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1. Objective:

This Policy aims to familiarize the Independent Directors of Excelsoft Technologies Limited (“Company”) 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 Policy also provides for periodic updates to all Directors, including Independent Directors and Non-Executive Directors, to enable them to contribute effectively to the Board.

2. Regulatory Framework:

This Policy is framed pursuant to the following provisions:

- a. Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), which requires every listed entity to familiarize its Independent Directors through various programmes about the listed entity, including: (i) the nature of the industry in which the listed entity operates; (ii) the business model of the listed entity; (iii) the roles, rights and responsibilities of Independent Directors; and (iv) any other relevant information.
- b. Schedule IV of the Companies Act, 2013 (“the Act”), which is the Code for Independent Directors and mandates that the Company shall undertake appropriate induction programmes for Independent Directors and facilitate their continued familiarization with the Company. Schedule IV also requires the Company to provide Independent Directors with adequate information and inputs in advance to enable them to participate effectively and contribute meaningfully to Board deliberations.
- c. Regulation 46(2) of the SEBI Listing Regulations, which requires the Company to disclose on its website the details of the familiarization programmes imparted to Independent Directors.

3. Familiarization Process:

- a. New Independent Directors are provided with copies of the Memorandum and Articles of Association, the latest Annual Report, the Code of Conduct, the Code of Conduct for Prevention of Insider Trading, the Code of Corporate Disclosure Practices, Duties of Directors and Roles, Rights & Responsibilities of Independent Directors pursuant to Companies Act 2013 and SEBI LODR.
- b. The appointment letter issued to a newly inducted Independent Director inter-alia set out the expectation of the Board, fiduciary duties and the accompanying liabilities arising from the appointment as a Director of the Company.
- c. Upon appointment of new Independent Director comes to the Board of the Company, a meeting shall be arranged with the Managing Director, Chief Operating Officer and Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company’s business activities.
- d. The Company, through its Senior Management, conducts programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.
- e. Such programs / presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and enable them to understand the Company’s strategy, business model, operations, product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.
- f. As part of the agenda for Board / Committee meetings, periodic updates on changes in legislation, matters impacting the business of the Company will be presented by the Management, including where necessary, by inviting external professionals to brief the Directors.

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4. Website Disclosure

In accordance with Regulation 46(2) of the SEBI Listing Regulations, the Company shall disclose on its website, the following details in respect of familiarization programmes imparted to Independent Directors:

- i. The number of familiarization programmes attended by each Independent Director (during the year and on a cumulative basis till date);
- ii. The total number of hours spent by each Independent Director in such programmes (during the year and on a cumulative basis till date) and
- iii. Other relevant details.

Such disclosure shall be made in the manner and format as prescribed by SEBI from time to time and shall be hosted on the website of the Company and updated on an annual basis.

5. Review:

The Board of Directors shall review this Policy at least once every year and shall make such revisions as may be necessary to keep it aligned with the applicable laws, regulatory requirements and the evolving needs of the Board. Any amendment to this Policy shall require the approval of the Board of Directors.

In case of any amendment, clarification or circular issued by any regulatory authority that is inconsistent with any provision of this Policy, such amendment, clarification or circular shall prevail and this Policy shall stand amended accordingly, even if not expressly incorporated herein.

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