



MANGALAM WORLDWIDE LIMITED

FAMILIARIZATION PROGRAMME **FOR** **THE INDEPENDENT DIRECTORS**

REGISTERED OFFICE:

**102, MANGALAM CORPORATE HOUSE, 42, SHRIMALI SOCIETY, NETAJI MARG,
MITHAKHALI, NAVRANGPURA, AHMEDABAD-380009, GUJARAT, INDIA.**

1. INTRODUCTION:

Pursuant to Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations, 2015), the listed entity shall familiarize the Independent Directors with the Company, their roles, rights and responsibilities in the Company, nature of the industry in which the Company operates, business model of Company etc. through various programmes.

Further, the details of such familiarization programmes shall be disclosed on the website of the Company and the web link there to shall be given in the Annual Report.

In compliance of the requirement of the Regulation 25(7) of the SEBI LODR Regulations, 2015, this familiarization programme for the Independent Directors of Mangalam Worldwide Limited (the “Company”) has been adopted by the Board of Directors pursuant to the SEBI LODR Regulations, 2015.

2. OBJECTIVE:

- The programme aims to provide insight into the Company to enable the Independent Directors to understand Company’s business and operation that would facilitate their active participation in discussion of Board Meetings and Committee Meetings of the Company.
- To adopt a structured programme for orientation and training of Independent Directors at the time of their joining so as to enable them to understand the Company - its operations, business, industry and environment in which it functions and the regulatory environment applicable to it.
- To update the Directors on a continuing basis on any significant changes therein so as to be in a position to take well-informed and timely decisions.

3. DEFINITIONS:

- (a) “**Act**” means Companies Act, 2013 and Rules framed thereunder any amendment thereto.
- (b) “**Board**” means the Board of Directors of Mangalam Worldwide Limited
- (c) “**Company**” means “Mangalam Worldwide Limited
- (d) “**Policy**” or “**This policy**” means Familiarization Programme for Independent Directors.
- (e) “**Independent Director**” means a Director referred to in Section 149 (6) of the Companies Act, 2013 and as defined under Regulation 16(b) of the SEBI LODR Regulations, 2015.

- (f) **“Key Managerial Personnel” / “KMP”** , in relation to Company, means :
- (i) The Chief Executive Officer or the Managing Director or the Manager;
 - (ii) The Company Secretary
 - (iii) The Whole-time Director
 - (iv) The Chief Financial Officer
 - (v) Such other officer, not more than one level below the Directors who is in whole-time employment, designated as key managerial personnel by the Board; and
 - (vi) Such other officer as may be prescribed.
- (g) **“Listing Regulations” / “SEBI LODR Regulations, 2015”**, means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (h) **“Senior Management”** mean personnel of the Company who are members of its core management team excluding Board of Directors.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as may be amended from time to time, shall have the meaning respectively assigned to them therein.

4. PROGRAMME FOR INDUCTION OF NEW INDEPENDENT DIRECTORS:

At the time of appointing a Director, a formal letter of appointment along with the Terms & Conditions of appointment is given to him, which *inter alia* explains the role, functions, duties and responsibilities expected of him as a Director of the Company, remuneration and evaluation process, Company’s Code of Conduct on disclosures for the acceptance of the Independent Director.

The Company conducts an introductory familiarization programme / presentation, when a new Independent Director comes on Board of the Company by providing an overview of the following:

- Criteria of independence applicable to Independent Directors under SEBI LODR Regulations, 2015 and the Act;
- Roles, functions, Duties, Responsibilities and liabilities of Independent Directors;
- Details of other group Companies
- Strategic investments in the Company, if any
- Background of the other directors of the Company
- Orientation on Statutory Compliances
- Various committees of the Board
- Risk Management Systems & framework;

- Board Evaluation Process and Procedures;
- Annual Operating Plan and Performance of the Company

Such programmes / presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company's strategy, business model, operations, services, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

New Independent Directors are provided with necessary policies/documents such as Code of Conduct to regulate, monitor and report trading by insiders, their roles, Whistle Blower Policy and all other necessary documents/policies by the Company along with Schedule of upcoming Board and Committee meetings.

A brief introduction of the Company and its main operating subsidiaries is also made.

5. APPLICABILITY:

The above programmes will be conducted for new and continuing Independent Directors of the Company.

6. FAMILIARIZATION AND CONTINUING EDUCATION PROCESS:

1. The Company through its Managing Director / Executive Director / Key Managerial Personnel conducts programmes / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.
2. Such programmes /presentations provide an opportunity to the Independent Directors to interact with the Senior Management of the Company and help them to understand the Company's strategy, business model, operations, service and 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.
3. The programmes/presentations also familiarizes the Independent Directors with their roles, rights and responsibilities.
4. When a new Independent Director comes on the Board of the Company, a meeting is arranged with the Chairperson, Managing Director, Chief Financial Officer to discuss the functioning of the Board and the nature of the operation of the Company's business activities.
5. New Independent Directors are provided with copy of latest Annual Report, the Code of Conduct, and the Code of Conduct for Prevention of Insider Trading, Schedule of upcoming Board and Committee meetings.
6. A detailed Appointment Letter incorporating the role, duties and responsibilities,

remuneration and performance evaluation process, insurance cover, Code of Conduct and obligations on disclosures, is issued for the acceptance of the Independent Directors.

7. OTHER INITIATIVES TO UPDATE THE DIRECTORS ON A CONTINUING BASIS:

1. The Directors get an opportunity to visit Company's plants, where plant heads appraise them of the operational and sustainability aspects of the plants to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality, Sustainability etc.
2. Periodic presentations are made at the Board Meetings, on Business and performance updates of the Company, business environment, business strategy and risks involved.
3. Quarterly presentations on operations made to the Board include information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management change, major litigation, compliances, subsidiary information, donations, regulatory scenario etc.
4. Quarterly results / press release of the Company are sent to the Directors.

8. AMENDMENT TO THE POLICY:

The Board of Directors on its own can amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.

9. PROGRAMME & DISCLOSURE:

Familiarization programme will be conducted "as needed" basis during the Year. The Policy will be uploaded on the Company's website for public information and a web link of the same shall also be provided in the Annual Report of the Company.

10. REVIEW OF THE PROGRAMME:

The familiarization programme for the Independent Directors will be administered and monitored by the Nomination and Remuneration Committee of the Board of Directors from time to time. The Board of Directors will review this programme and make revisions as may be required from time to time.
