



FAMILIARIZATION PROGRAMME FOR
THE INDEPENDENT DIRECTORS

MANGALAM GLOBAL ENTERPRISE LIMITED

CIN: L24224GJ2010PLC062434

REGISTERED OFFICE:

101, MANGALAM CORPORATE HOUSE,
42, SHRIMALI SOCIETY, NETAJI MARG,
MITHAKHALI, AHMEDABAD- 380 009,
GUJARAT, INDIA.

1. INTRODUCTION:

Pursuant to Regulation 25 (7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company 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.

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.

This familiarization programme for the Independent Directors of Mangalam Global Enterprise Limited (MGEL-the Company) has been adopted by the Board of Directors pursuant to SEBI Regulations.

2. OBJECTIVE:

- The programme aims to provide insight into the Company to enable the Independent Directors to understand Company's business and operation in depth that would facilitate their active participation in managing 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:

"Act" means Companies Act, 2013 and rules framed thereunder as amended from time to time.

"Board of Directors" or **"Board"**, in relation to the Company, means the collective body of the Directors of the Company.

"Company" means "Mangalam Global Enterprise Limited (MGEL)"

"Policy" or **"This policy"** means Familiarization Programme for Independent Directors.

"Independent Director" means a Director referred to in Section 149 (6) of the Companies Act, 2013.

"Key Managerial Personnel" (KMP) means :

- a. The Chief Executive Officer or the Managing Director or the Manager and in their absence the Whole-time Director;
- b. The Company Secretary and
- c. The Chief Financial Officer

"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 (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013;
- Roles, functions, Duties, Responsibilities and liabilities of Independent Directors;
- Details of other group Companies
- Strategic investments in the Company
- 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 Memorandum and Articles of Associations, Annual Report of previous 3 years, Investors presentation, Code of Conduct to regulate, monitor and report trading by insiders, Committee Charters, 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.

DETAILS OFFAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS

[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

The Company has a familiarization programme for Independent Directors, the objective of which is to provide orientation and training to 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. It also aims to update the Independent Directors on a continuing basis on any significant changes in any of the above, to enable them to be in a position to take well informed and timely decisions.

FAMILIARIZATION PROGRAMMES ATTENDED BY INDEPENDENT DIRECTORS AND THE DETAILS AS REQUIRED UNDER REGULATION 46(2)(I) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ARE AS FOLLOWS.

Sr. No.	Name of Independent Director	Financial Year	Number of the programmes attended	Cumulative till date	No. of hours spent in the Programmes attended	Cumulative till date
1.	Mr. Anilkumar Shyamlal Agrawal	2022-23	4	10	10	10
		2021-22	2			
		2020-21	2			
		2019-20	2			
2.	Mr. Shubhang Mittal	2022-23	4	8	8	8
		2021-22	2			
		2020-21	2			
		2019-20	0			
3.	Mr. Praveen Kumar Gupta	2022-23	4	10	10	10
		2021-22	2			
		2020-21	2			
		2019-20	2			
4.	Mrs. Sarika Modi	2022-23	4	4	4	4
5.	Mr. Madhusudan Garg (Resigned w.e.f. 05 th August, 2022)	2022-23	0	6	6	6
		2021-22	2			
		2020-21	2			
		2019-20	2			
6.	Mr. Manish Bagadia	2019-20	2	2	2	2
7.	Ms. Varsha Biswajit Adhikari	2022-23	4	4	4	4

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.

DISCLOSURE

This Policy shall be uploaded on the Company's website for investors and public information and a web link thereto shall be provided in the Board's Report as part of the Annual Report of the Company.

Familiarization Programme for Independent Directors (In terms of Regulation 25(7) of the Listing Regulations)

Background

The Listing Regulation requires listed companies to conduct familiarization programme for the Independent Directors so as to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc. Mangalam Global Enterprise Limited (MGEL) facilitates the members of its Board to familiarise themselves with the industry and its operations.

Practices followed by the Company on a continuous basis

- All the Independent Directors are made aware of their roles and responsibilities at the time of appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement.
- Atleast one Board Meeting in a year has a detailed strategy session with the senior management team of MGEL. The members of the Management team of MGEL make presentations to the Independent Directors which inter alia covers the industry scenario, strategic priorities for MGEL and the business model of the Company.

Other Familiarisation Programmes which the Company may conduct from time to time

The Company may conduct introductory programmes when a new Independent Director is inducted on the Board of the Company.

The Company management also organizes presentations to the Independent Directors to apprise them of key changes in regulations impacting the Company or the functioning, roles and responsibilities of the Board members. On promulgation of the Companies Act, 2013 and consequent changes to the SEBI regulations, such presentations and updates were provided to the members of the Board.

No. of Independent Director	Number of Programmes attended during the financial year 2022-23	Number of Hours attended
5	4 programmes conducted during 2 Board Meetings	4 hours