



**FAMILIARIZATION PROGRAMMES FOR  
INDEPENDENT DIRECTORS**

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### **INDEPENDENT DIRECTORS**

#### **Preamble:**

In terms of the requirements of Regulation 25(7) of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** (“SEBI LODR”) read with Schedule IV of the Companies Act, 2013, Mangalam Organics Limited (“the Company”) shall familiarize its Independent Directors 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 through structured programmes.

The Familiarization Programme aims to:

- Provide Independent Directors with an understanding of the Company’s business, operations, and industry environment;
- Enable them to effectively perform their roles, responsibilities, and duties;
- Keep them updated on a continuing basis regarding significant developments in the Company and the regulatory landscape;
- Facilitate informed decision-making and active participation in Board deliberations.

#### **Overview of the Familiarization Process**

All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company. A detailed presentations is given to the Independent Directors about the Company’s overview, key milestones, key business segments, nature of business activities, depth of management, awards and recognitions received. The appointment letter issued to Independent Directors inter alia sets out the expectation of the Board from the appointed director, their fiduciary duties and the accompanying liabilities that come with the appointment as a director of the Company.

Independent Directors are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company’s procedures and practices. Periodic presentations are made to the Board Committee Members, on business and performance updates of the Company, global business environment, business strategy and risks involved. Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws will be regularly circulated to the Directors.

Each director of the Company has complete access to any information relating to the Company. Independent Directors have the freedom to interact with the Company’s management. They are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry segments of which it is a part.

Further, they meet without the presence of the Company's Management Personnel to discuss matters pertaining to the Company's affairs and put forth their combined views to the Chairman and Managing Director.

Site visits to various plant locations are organized for the Directors to enable them to understand the operations of the Company.

Overall, the Board of Directors were given adequate information and understanding about the business model, regulatory framework and business environment in which the Company and its subsidiary operates.

The Company's Familiarisation programme for independent Directors is hosted on its website viz., [www.mangalamorganics.com](http://www.mangalamorganics.com)

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

Upon appointment of a new Independent Director:

- ❖ An induction meeting is arranged with the Managing Director, Chief Financial Officer, Company Secretary, and Senior Management to provide an overview of:
  - Company's business operations
  - Industry structure and outlook
  - Organizational structure
  - Key risks and mitigation framework
- ❖ The Independent Director is provided with a **formal letter of appointment**, which includes:
  - Roles, duties, and responsibilities
  - Code of Conduct
  - Remuneration and evaluation criteria
  - Insurance coverage
  - Disclosure obligations

The terms and conditions of appointment are also hosted on the Company's website.

- ❖ The Company conducts structured presentations by the Managing Director, Key Managerial Personnel (KMP), and Senior Management to familiarize the Independent Directors with:
  - Business strategy and growth plans
  - Operational framework
  - Product and service portfolio
  - Financial performance and controls
  - Risk management systems

These interactions provide an opportunity for Independent Directors to engage with the management and gain deeper insights into the Company's functioning.

## **B. Continuous Familiarization and Updates**

The Company ensures continuous familiarization of Independent Directors through the following:

### ➤ **Strategic and Budget Sessions**

At least one Board Meeting annually includes a detailed discussion on business strategy and budget, covering:

- Industry scenario
- Strategic priorities
- Business outlook

### ➤ **Regulatory Updates**

The Board is periodically apprised of:

- Changes in applicable laws and regulations
- Governance practices
- Roles and responsibilities of Directors

### ➤ **Periodic Presentations**

Presentations are made at Board/Committee meetings on:

- Business operations and financial performance
- Risk management and internal controls
- Compliance status
- Subsidiary performance
- Material litigations
- Changes in senior management

### ➤ **Functional Updates**

Periodic updates are also provided on:

- Human Resource strategy and succession planning
- CSR and sustainability initiatives
- Investor relations and stakeholder grievances

➤ **External Insights**

Presentations by external experts/assessors (including Business Excellence initiatives) are arranged to provide independent perspectives on performance and improvement areas.

➤ **One-to-One Interactions**

Separate meetings may be arranged with Directors to discuss complex or sensitive matters in detail.

**C. Review & Amendment**

The Board shall review this Programme periodically (at least once in 2 years)

Amendments may be made to align with:

- Regulatory changes
- Business requirements
- Evolving governance standards

## DETAILS OF FAMILARISATION PROGRAM IMPARTED TO INDEPENDENT DIRECTORS

During FY 2025-26, the following familiarization programmes for Independent Directors were conducted:

Sr.No.	Subject Matter of the Programme	No. of Programmes attended by the Independent Directors	No. of hours spent by the Independent Directors
1.	Presentation on regulatory aspects under SEBI Listing Regulations	2	2 hours
2.	Presentation on Independent Review of Related Party Processes	1	2 hours
3.	Induction Programmes for new Independent Director	1	2 hours

During FY 2024-25, the following familiarization programmes for Independent Directors were conducted:

Sr.No.	Subject Matter of the Programme	No. of Programmes attended by the Independent Directors	No. of hours spent by the Independent Directors
1.	Key Updates on Amendment in SEBI Listing Regulations	2	2 hours
2.	Insights on business operations of Mangalam Organics Limited	1	2 hours
3.	Induction Programmes for new Independent Director	1	2 hours

During FY 2023-24, the following familiarization programmes for Independent Directors were conducted:

Sr.No.	Subject Matter of the Programme	No. of Programmes attended by the Independent Directors	No. of hours spent by the Independent Directors
1.	Investor Relations and Stakeholder Engagement Practices	2	2 hours
2.	Impact of Regulatory Changes under Companies Act, 2013 and SEBI LODR	1	2 hours
3.	Overview of Corporate Governance Framework	1	2 hours

During FY 2022-23, the following familiarization programmes for Independent Directors were conducted:

Sr.No.	Subject Matter of the Programme	No. of Programmes attended by the Independent Directors	No. of hours spent by the Independent Directors
1.	Induction and Orientation Programme for Independent Directors	2	2 hours
2.	Financial Performance and Budgetary Controls	1	2 hours
3.	Risk Assessment and Business Continuity Planning	1	2 hours
4.	Overview of Company's Business Model and Industry Dynamics	2	2 hours

<b>Total number of programmes attended by the independent directors (during the year and on a cumulative basis till date)</b>	18
<b>Total number of hours spent by the independent directors in such programmes (during the year and on a cumulative basis till date)</b>	26