



GANDHAR OIL REFINERY (INDIA) LIMITED

POLICY

ON

FAMILIARIZATION PROGRAMME FOR INDEPENDENT

DIRECTOR

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Gandhar Oil Refinery (India) Limited
Familiarization Programme for Independent Director

1. PREAMBLE

In terms of Regulation 25 (7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein referred as “**Listing Regulations**”), this Familiarization Programme (“**Programme**” or “**Policy**”) for Independent Directors of Gandhar Oil Refinery (India) Limited (“**Company**”) has been adopted with an objective of familiarizing the Independent Directors of the Company with the business and operations of the Company through various structured orientation programmes. Further, Schedule IV of the Companies Act, 2013 requires independent directors to undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.

The Programme has been designed considering the specific needs of contemporary corporate governance and the role of Independent Directors in view of the onerous responsibility imposed upon them, by the Companies Act, 2013 and Listing Regulations.

The Policy, shall be applicable to the Company with effect from the listing of the equity shares of the Company on one or more recognized stock exchanges.

2. PURPOSE AND OBJECTIVE OF THE PROGRAMME

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 (i) their roles, rights and responsibilities to the Company, - (ii) the Company’s operations, business model, nature of industry and environment in which it operates.

To update the Directors on a regular basis on any significant changes therein so as to be in a position to take well informed and timely decisions.

3. DEFINITIONS

“**Act**” means the Companies Act, 2013 along with rules, notifications and circulars made / issued thereunder, as amended from time to time.

“**Board of Directors**” or “**Board**”, in relation to the Company, means the Board of Directors of the Company.

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

“**Listing Regulations**” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time

“**Policy**” or “**Programme**” means the Familiarization Programme for Independent Directors.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Act and Listing Regulations shall have the meaning respectively assigned to them therein.

4. OVERVIEW OF THE FAMILIARIZATION PROCESS

All independent directors shall be briefed about their roles, functions and responsibilities in the Company.

A formal letter of appointment together with the induction kit shall be provided to the independent directors at the time of their appointment, setting out their roles, functions, duties, responsibilities and their fiduciary duties as a director of the Company.

Information about various service lines shall be provided to the independent directors.

Independent directors shall be provided with, amongst other documents, copy of the constitutional documents of the Company, latest annual report and internal policies to familiarize them with the Company's procedures and practices.

Interactions shall be held between the directors and senior management of the Company to familiarize the independent directors with the organizational set-up, functioning of various departments, internal control processes and relevant information pertaining to the Company.

Apart from the above, periodic presentations shall also be made at the meetings of the Board/ various committees of the Board, to familiarize the independent directors with the Company's strategy, business performance, business environment, regulatory framework, operations review, risk management and other related matters.

The entire Board, including independent directors, shall have access to the Company's management, wherever required, for informed decision making. This facilitates the independent directors to understand and comprehend the business of the Company.

5. ORIENTATION PROGRAMME FOR NEW DIRECTORS

The Company shall conduct a formal induction programme for the new independent directors, which may include familiarization of such independent director with the following:

- a) Nature of industry in which the Company operates;
- b) Business model of the Company;
- c) Roles, rights and responsibilities of the independent director and the Board as a whole;
- d) Criteria of independence applicable to independent directors as per the Listing Regulations and the Act;
- e) Directors responsibility statement forming part of the Boards' report;
- f) Company's vision, core values, ethics and corporate governance practices;
- g) Business structure and overview, corporate strategy, business plans and annual targets;
- h) Familiarization with Company's business operations, performance, financial statements, other financial matters, internal control processes and statutory compliances, risk management systems and framework;
- i) Vigil mechanism, code of business ethics and conduct, insider trading code, fair disclosure code, anti-bribery and anti-corruption policy and others as may be formed by the Company from time to time.
- j) Board evaluation process and procedures.

6. REVIEW OF THE PROGRAMME

The Company may review the Programme and make necessary revisions, as and when required.

7. DISCLOSURE REQUIREMENT

The details of familiarisation programmes for Independent Directors including details in relation to (i) number of programmes attended by Independent Directors (during the year and on a cumulative basis till date), (ii) number of hours spent by Independent Directors in such programmes (during the year and on cumulative basis till date), and (iii) other relevant details, shall be disseminated on the website of the Company.

This Policy shall be uploaded on the Company's website for public information and a web link where details of familiarization programmes imparted to Independent Directors are disclosed shall be given in the annual report.

8. AMENDMENT AND CONFLICT

Any subsequent amendment/modification in the applicable laws shall automatically apply to this Policy. The Board has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever. In the event of conflict between this Policy and any applicable laws, applicable laws shall prevail.