



GK Energy Limited

(Formerly known as GK Energy Private Limited, GK Energy Marketers Private Limited)

Registered Office: Office No. 802, CTS No. 97-A-1/57/2, Suyog Center,

Pune – Maharashtra, 411037, India.

Corporate Identity Number: U74900PN2008PLC132926

Website: www.gkenergy.in

Familiarization Programme for Independent Directors

Version 1.0 approved and adopted in the meeting of Board of Directors held on 3rd December 2024

Familiarization Programme for Independent Directors

A. Preamble

The role of Independent Directors is crucial in the corporate world, particularly for investors (especially minority shareholders), stakeholders, and regulators. These directors are tasked with upholding ethical standards, exercising independent judgment, and promoting best practices in corporate governance. To do so effectively, they must meet stringent criteria to remain independent of both the management and the company itself. Therefore, it is essential for companies to ensure that Independent Directors are thoroughly familiarized with the organization's operations, management structure, and regulatory framework.

B. Purpose and Objective:

As per the provisions of Schedule IV of the Companies Act, 2013, and Regulation 25 (7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to conduct a structured familiarization program for newly appointed Independent Directors. This program should provide an overview of their roles, rights, and responsibilities, along with insights into the industry in which the Company operates and its business model. The objective is to equip Independent Directors with a comprehensive understanding of the Company's operations, enabling them to actively and effectively contribute to the Company's governance and strategic decision-making.

C. Induction Programme

- i. When a new Independent Director joins the Board of the Company, a meeting is arranged with the Chairman & Managing Director and Chief Executive Officer to discuss the functioning of the Board and the nature of the operation of the Company's business activities.
- ii. This is followed by meeting with other Directors and Key Managerial Personnel of the Company to discuss their respective roles and in depth understanding of the business processes of the Company.
- iii. A separate meeting is arranged with the Company Secretary & Compliance Officer of the Company who appraises the new Independent Director about his rights and responsibilities in the role in line with applicable laws and regulations.

- iv. New Independent Directors are provided with the following documents at the time of induction:
 - a. Formal letter of appointment as Director of the Company
 - b. Criteria of Independence applicable on Independent Directors as per the Regulation 16 (b) of the SEBI (Listing Obligations and Disclosure) Regulations, 2015 and the Companies Act, 2013
 - c. Memorandum and Articles of Association of the Company
 - d. Annual Reports of last three consecutive years
 - e. Latest corporate and/or investor presentation, as applicable
 - f. Codes & Policies applicable to the Directors
 - g. Terms of reference of the Board Committee(s), if any, where the Independent Director is inducted.
 - h. Internal policies to enable them to familiarize with the Company's procedures and practices.
- v. The appointment letter issued to Independent Directors inter alia sets out the expectation of the Board from the appointed Director, their fiduciary duties and responsibilities that come with the appointment as a Director of the Company, along with the details of remuneration and performance review process.
- vi. Physical/virtual site visit is provided to the Independent Director to enable them to see and understand the business operations of the Company.

D. Continuing Education Process

- i. The Company through its Key Managerial Personnel conducts periodic programmes/presentations to familiarize the Independent Directors with the strategy, operations and functions of the Company.
- ii. Presentations are made at the Board and Board Committee Meetings, on Business and performance updates of the Company, business strategy and risks involved, market share, financial parameters, working capital management, litigations, compliances, and fund flows. The Presentations at Board meetings include update on major developments in legal & regulatory areas, like Companies Act, Listing Agreement, and various Tax and financial reporting changes.
- iii. A physical/virtual site visit is provided on annual basis, where respective teams appraise them of the operational and sustainability aspects of the business to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality, CSR, Sustainability etc.

- iv. Quarterly results/Press releases and other updates of the Company are sent to the Directors from time to time.
- v. Each Independent Director of the Company has complete access to information relating to the Company like policies, Board Presentations and Financial statements. Independent Directors have the freedom to interact with the Company's management or with the other Independent Directors. 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.
- vi. Independent Directors can meet for a separate meeting of Independent Directors 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.
- vii. Need Based training is provided to the Board Members on various matters. The Board Members based on their requirement attend various seminars, conferences, training programmes from time to time.

E. Disclosure and Review

- i. This Familiarization Programme for Independent Directors is approved and adopted by the Board of Directors of the Company in their meeting held on 3rd December 2024 and is effective from the date of such adoption.
- ii. This Programme shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.
- iii. The Board will review this program and make revisions as may be required.
