



MANGALORE REFINERY AND PETROCHEMICALS LIMITED

TRAINING POLICY FOR BOARD OF DIRECTORS

1.0 PREAMBLE

This policy is to provide for training of Board members comprising of Whole-time Directors, Independent Directors and Nominee Directors appointed by Promoters/Financial Institutions/ Government of India.

2.0 COMPOSITION OF THE BOARD OF MRPL

The Board of Directors of MRPL have an optimum combination of Executive (Functional) and Non-Executive Directors with not less than 50% of the Board of Directors comprising of Non-Executive Directors.

3.0 PROFILE OF THE BOARD MEMBERS

The Functional Directors appointed by the Government of India are senior level executives of MRPL who have professional qualification not only in their core area of functioning but also have vast experience in the business model of the Company. So also the Nominee Directors appointed by ONGC and HPCL who are professionals having an indepth knowledge and experience in the core area of the industry. The nominees of the Government of India are professionally qualified senior bureaucrats having wealth of experience in various areas of administration. The Independent Directors are eminent personalities having wide experience in the field of business, education, industry, commerce and administration.

4.0 DPE GUIDELINES AND LISTING AGREEMENT ON TRAINING OF DIRECTORS

4.1 DPE Guidelines:

The Guidelines on Corporate Governance for Central Public Sector Enterprises 2010, issued by Government of India, Ministry of Heavy Industries and Public Enterprises, Department of Public Enterprises provides with regard to Training of Directors as under:

Clause 3.7 Training of Directors

The company concerned shall undertake training programme for its new Board members (Functional, Government, Nominee and Independent) in the business model of the company including risk profile of the business of company, responsibility of respective Directors and the manner in which such responsibilities are to be discharged. They shall also be imparted training on Corporate Governance, model code of business ethics and conduct applicable for the respective Directors

4.2 Listing Agreement:

Further, the Non-Mandatory Requirements as per Annexure I D to Clause 49 of the Listing Agreement with the Stock Exchanges provides with regard to Training of Directors as under:

Training of Board Members

A company may train its Board members in the business model of the company as well as the risk profile of the business parameters of the company, their responsibilities as directors, and the best ways to discharge them.

5.0 TRAINING REQUIREMENT

In the light of the varied profile of the Directors of the Board as indicated in Para 3.0 above , the training requirement of the directors would also vary. Accordingly, MRPL shall have two-tier training policy for the Directors as under:

5.1 INTERNAL TRAINING

5.1.1 With a view to familiarize the Directors with the rules and regulations of MRPL, the following documents shall be provided to the Board of Directors on their induction:

- (i) Memorandum & Articles of Association of the Company
- (ii) Annual Report of the Company for the last 3 years
- (iii) Code of conduct for prohibition of Insider Trading in dealing with shares of MRPL
- (iv) Code of Conduct for Board Members and Senior Management Official
- (v) DPE's model role & responsibilities of non- official directors on the Board of CPSEs
- (vi) Any other related document

- 5.1.2** Immediately on induction of the part-time non-official Directors and Government Nominees by the Government of India, a detailed presentation on the business module, risk profile, performance, plans etc of MRPL shall be made. This shall be an induction training for the Directors appointed on the Board of MRPL for the first time.
- 5.1.3** At the convenience of the part-time non-official Directors and Government Nominees, a visit to MRPL Refinery and other infrastructure & production facilities at Mangalore shall be arranged to familiarize them with the working of MRPL.
- 5.1.4** As a good measure of ongoing training, Directors shall be updated on all business related matters including Plant operations, Technical aspects, Risk Assessment & Minimization practices and procedures ,Safety snapshots, Finance, Marketing, HR, etc. and new initiatives proposed by the Company through presentations and written material at the meeting of the Board of Directors and meetings of Committee of Directors.

5.2 EXTERNAL TRAINING

At the convenience of the part-time non-official Directors, Government Nominees and Functional Directors, they shall be nominated for such trainings, seminars, conferences, conventions held at the auspices of premium institutions viz., Institute of Directors (IOD), Standing Conference of Public Enterprises (SCOPE),Ministry of Corporate Affairs (MCA), Department of Public Enterprises (DPE), Indian Institutes of Management (IIMs),Institute of Company Secretaries of India (ICSI), Institute of Chartered Accountants of India (ICAI) , Institute of Public Enterprise (IPE), Indian Institute of Science (IISc), Indian Institutes of Technology (IITs) and other leading institutions on matters covering Corporate Governance, business ethics and conduct, Director's duties & responsibilities , leadership excellence, Creating high performing organizations, International business, Strategies for growth, Competitive performance , Board room practices, Risk Management & Risk Mitigation, Sustainability Development, Corporate Social Responsibility etc.
