



RACL GEARTECH LIMITED

**FAMILIARISATION PROGRAMME FOR INDEPENDENT
DIRECTORS**

2019-20

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to the provision of Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), RACL Geartech Limited proposes to implement the following programmes to familiarize the Independent Directors with the Company. The Programme intends to provide insights about the functioning, operations and business model of the Company to enable the Independent Directors to understand their roles, rights and responsibilities in the Company and further contribute significantly in the effective working of the Company.

FAMILIARIZATION FRAMEWORK FOR INDEPENDENT DIRECTORS

- i. The Independent Directors are made aware of their roles, rights, duties and responsibilities at the time of their appointment through a formal letter of appointment.
- ii. The Company conducts an orientation programme for new Independent Directors to provide an overview of business, operations, business model of the Company or any other relevant information.
- iii. The Independent Directors are familiarized with various aspects of the Company’s business verticals including the industries in which such businesses operate.
- iv. Presentations are made at the Board Meetings to familiarize Independent Directors on the operational and financial performance of the Company, global business environment, business strategy, identification and management of risks.
- v. The Directors get an opportunity to visit the plant to enable them to have full understanding on the activities of the Company and initiatives taken on safety, quality, sustainability etc.
- vi. Independent Directors are given, from time to time, copies of various statutory and internal policies of the Company or any amendment(s) thereto to enable them to perform effectively in accordance with the applicable statutes.
- vii. Each Director of the Company has complete access to any information relating to the Company. 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 Board to enable it to effectively and reasonably perform their duties.
- viii. Independent Directors are promptly apprised on relevant amendments/changes in the applicable statutes to enable them to ensure compliances thereof.

At the outset, all the independent directors are provided an overview of:

- Board Evaluation Process and Procedures;
- Risk Management Systems & framework;
- Vigil Mechanism including policy formulation, disclosures, code for Independent;
- Criteria of independence applicable to Independent Directors as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

The existing Board comprises of Executive, Non-Executive and Independent Directors who have been at the helm of Management of the Company for several years and are fully conversant with the business and operations of the Company.

In accordance with Regulation 46(2)(i) of the Listing Regulations, following are the details of the Familiarization programmes conducted for the Independent Directors:

Details of the familiarization programmes imparted to Independent Directors are as follows:

Date of Programmes	Location of Programme	Area covered
6 th February, 2020	Plant, Noida	Complete Tour of the Plant, Meeting With Departmental Heads of Plant, Safety Measure at the Plant, Quality Measures at the Plant, Financial Results, Statutory Compliance System, Information on Business Performance of the Company, Risk Management Plan and Vigil Mechanism /Whistle Blower Policy etc.

Details of attendance of Independent Directors in Familiarization Programmes/ Sessions are as follows:

Sr. No.	Name of Independent Director	No. of the Programmes/ Sessions attended		No. of hours spent in the Programmes/ Sessions attended	
		During the year 2019-20	Cumulative till date	During the year 2019-20	Cumulative till date
1.	Mr. Raj Kumar Kapoor	1	9	2	18
3.	Mr. Rakesh Kapoor	1	9	2	18
4.	Mr. Shashank Ramesh Anikhindi	1	5	2	10
5.	Jagdish Keswani#	1	1	2	2

*Ceased to be Independent Director w.e.f. 28th September, 2019. He is now serving as a Non-Executive Non- Independent Director on the Board.

#Appointed as an Independent Director w.e.f. 11th November, 2019.
