

RACL Geartech Limited

**FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS
2017 - 18**

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

As per the requirement of Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, RACL Geartech Limited proposes to implement the following programmes to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the Industry in which the Company operates, business model of the Company.

OBJECTIVES

- To adopt a structured programme for orientation and training of Independent Directors so as to enable them to understand the Company - its operations, business, industry and environment in which it functions and the regulatory environment applicable to it.
- To update the Directors on a continuing basis on any significant changes therein so as to be in a position to take well-informed and timely decisions.

OVERVIEW OF FAMILIARIZATION PROGRAMMES

1. The Independent Directors of the Company are made aware of their role, responsibilities and liabilities at their time of appointment / reappointment.
2. 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.
3. Quarterly presentations on operations made to the Board include information on business performance, operations, financial parameters, working capital management, fund flows, senior management changes, compliances etc.
4. 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.

The Familiarization program for Directors as and when inducted shall aim to familiarize them with the company, their roles, rights, responsibility in the Company, market, business model of the Company etc.

The existing Board of Directors has complete access to the information within the Company.

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

Date of Programmes	Location of Programme	Area covered
14 November, 2017	Corporate Office, Noida	SEBI Listing Regulations, Financial Results, Information on Business Performance, Statutory Compliance System, Corporate Governance, Familiarize with various Policies and Code of Conducts as applicable on the Company under Companies Act, 2013, SEBI (LODR), 2015 and Other applicable laws, etc..
14 February, 2018	Plant, Gajraula	Visit 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 2017-18	Cumulative till date	During the year 2017-18	Cumulative till date
1.	Mr. Raj Kumar Kapoor	2	6	4	12
2.	Mr. Anil Sharma	2	6	4	12
3.	Mr. Rakesh Kapoor	2	6	4	12
4.	Mr. Shashank Ramesh Anikhindi	2	2	4	4

DISCLOSURE

- i. Familiarization programmes will be conducted during the year.
- ii. Familiarization programmes conducted during the year will be disclosed on the website of the Company and a web link thereto shall also be given in the Annual Reports of the Company.
