

RISK MANAGEMENT POLICY

1. OBJECTIVE AND SCOPE

This **Risk Management Policy (“Policy”)** has been established to identify, assess, mitigate, monitor, and report the key risk categories (such as Strategic, Financial, Operational, Regulatory, Reputational, Third-party, Sustainability, Technological Risks) on a periodic basis. It also prescribes the risk management governance structure along with the roles and responsibilities of various stakeholders within the organization.

This Policy has been specifically designed to ensure achievement of the Company’s vision and strategic priorities in line with its core values, integrate risk management in the culture and strategic decision-making in the organization & enable compliance with appropriate regulations and adoption of leading practices.

2. PURPOSE

The purpose of the Risk Management Committee (“**Risk Management Committee**” or “**RMC**”) shall be to assist the board of directors (“**Board**”) in fulfilling its corporate governance oversight responsibilities as required under the Companies Act, 2013 and Regulation 21 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 as amended issued by the Securities and Exchange Board of India with regard to the identification, evaluation and mitigation of operational, strategic, financial and external risks.

The RMC has the overall responsibility for monitoring and approving the risk charter & policy and associated practices of the Company.

3. REGULATORY REQUIREMENTS

As per the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 (“**Listing Regulations**”), top 1000 listed companies and high value debt listed entities are required to define a risk management policy covering the framework for management of key business risks. The board of directors (“**Board**”), the Audit Committee and the Risk Management Committee (“**RMC**”) is responsible to ensure that the Company has a robust risk management framework and monitors its effectiveness on periodic basis.

4. APPLICABILITY

This Policy applies to RACL Geartech Limited (“the Company”) and all units and subsidiaries of RACL Geartech Limited.

5. PHILOSOPHY

The Company has adopted an integrated approach for risk management wherein it ensures that all material risks are identified, analysed, assessed, mitigated and monitored for the long-term sustainability of the organization. In addition, the mitigation plans for all the key risks are aligned

with the Company's strategic business plans and performance management system which are reviewed by the senior leadership on a periodic basis.

The Company's internal audit carries out reviews and the internal control advisory activities aligned to the key risks and their mitigation plans.

The Company also has well defined polices, standard operating procedures and controls in place to minimize and mitigate the financial and operational risks. This provides an independent assurance to the audit committee on the adequacy and effectiveness of the risk management for operational and financial risks. Compliance with the Company's Code of Conduct and Whistle Blower Policy also ensures ethical culture and responsible decision making within the organization.

6. COMPOSITION

RMC is a committee constituted by the Board of the Company. The committee consists of the following:

1. Mr. Gursharan Singh, Chairman & Managing Director of the Company;
2. Mr. Jagdish Keshwani, Independent Director;
3. Mr. Shashank Ramesh Anikhindi, Independent Director;
4. Mr. Prabh Mehar Singh, Vice President- Finance & Business Excellence

7. ROLES AND RESPONSIBILITIES

1. To formulate a detailed risk management policy which shall include:
 - a. A framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b. Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c. Business continuity plan
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company.
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years including by considering the changing industry dynamics and evolving complexity;
5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board.

8. RISK MANAGEMENT

RACL Geartech Limited recognizes that risk is an integral and unavoidable component of business and is committed to managing the risk in a proactive and effective manner. The Company believes that the Risks cannot be eliminated. However, it can be managed by one or more of the following means:-

- Avoidance - by not entering into risky businesses;
- Mitigation - by having good internal controls;
- Transfer - to another party, who is willing to take risk, at a viable cost;
- Retention - to either avoid the cost of trying to reduce risk or in anticipation of higher profits by taking on more risk, and;
- Sharing - by following a middle path between retaining and transferring risk.

RACL Geartech Limited is one of the leading auto component manufacturers, with presence in both domestic and export markets. ISO 9001:2000, ISO 14001:2004 and ISO/TS16949:2009 Certified and the Company has world class Heat treatment, CNC Technology, forging, casting and state of art machining facility.

The product range of the company comprises: Gears, Shafts, Gear Accessories, Gear Cum Shaft, Gear Crank Shaft, Transmission Gear, Main Shaft Gear, Gear Reverse Cluster, Shafts, Axles, Helical Gear, and Drum etc.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are:

- **Business/Commercial Risks** - Budgeting, Capital investment insufficiency, prevention of Fraud, Fund crunch, Business slowdowns etc.
- **Operational/Technological Risks** - Infrastructure/Machinery failure, Power failure, Material supply management failure, technological inadequacy.
- **Economical/Financial/Market** - Exchange rate/Interest rate fluctuation, Inflation, Adverse market conditions.
- **Legal and Regulatory** - Change in legislation enhancing liabilities, compliances, Contingent liabilities, difficulty in obtaining approvals, licenses etc.
- **Organization/Management/Human Factors** - Inadequate policies, Incompetence of Key Managerial Personnel, Occupational health and safety mismanagement and or liability.
- **Information Security Risks** - *user data privacy, data leakage, cyber-attacks etc.*
- **Environmental** - Natural disasters, pollution related issues, transportation problems.
- **Safety/Security** - Accidents, Occupational hazards, Security breach.
- **Political** - Unstable government, unfavourable policies, war, disorder.
- **Energy related Risks:** Energy Supply Disruptions, Rising Energy Costs, Dependence on Non-Renewable Energy.

8.1 Risk Management Framework

The Company makes responsible approaches towards Risk management on an integrated basis to cover all aspects of operations to diminish each or a combination of known risks that could affect its business.

RACL Geartech Limited adopts systematic approach to mitigate risks associated with accomplishment of objectives, operations, revenues and regulations. The Company believes that this would ensure mitigating steps proactively and help to achieve stated objectives.

8.2 Systematic Approach at all levels:

The Company formulates and implements a systematically defined process to assess risk at all levels of the organization, viz., Enterprise level; Division level; Business Unit level. Activities at all levels are considered and Risk Management is planned with focus on three key elements:

- (1) Risk Assessment
- (2) Risk Management
- (3) Risk Monitoring

8.3 Risk Assessment

Risks are analysed, considering likelihood and impact, as a basis for determining how they should be managed. Risk Assessment consists of a detailed study of threats and vulnerability and resultant exposure to various risks.

To meet the stated objectives, effective strategies for exploiting opportunities are to be evolved and as a part of this, key risks are identified and plans for managing the same are laid out.

8.4 Risk Management and Risk Monitoring

In the management of Risk the probability of risk assumption is estimated with available data and information and appropriate risk treatments worked out in the following areas:

8.5 Risks specific to the Company and the mitigation measures adopted

1) Business Risks: Since the company is a component manufacturing entity, it is dependent on the demand of the Automobile Industry. Variance in the demand and supply of the product in various areas is a major risk.

Based on experience gained from the past and by following the market dynamics as they evolve, the Company is able to predict the demand during a particular period and accordingly supply is planned and adjusted.

2) Operational Risks: These risks relate broadly to the company's organization and management, such as planning, monitoring and reporting systems in the day to day management process namely:

- Organization and management risks,
- Production, process and productivity risks,
- Business interruption risks,
- Profitability,
- Ageing of Senior Leadership,
- Scalability of business due to high variety in part family,

- Inability to reinvent in business due to lower profitability because of high inflation,
- Product defects resulting in business loss

Risk mitigation measures:

- The Company functions under a well-defined organization structure.
- Flow of information is well defined to avoid any conflict or communication gap between two or more Departments.
- Second level positions are created in each Department to continue the work without any interruption in case of non-availability of functional heads.
- Proper policies are followed in relation to maintenance of inventories of raw materials, consumables, key spares and tools to ensure their availability for planned production programmes.
- Effective steps are being taken to reduce cost of production on a continuing basis taking various changing scenarios in the market.
- Steps been taken to induct seasoned professionals in all core departments with special focus on having some key retired employees to offer their services in advisor capacity to support a smooth transition.
- Moving from a component supplier to system supplier which include many complex assemblies.
- The value addition is increasing in the new businesses due to low RM content resulting in higher gross profits. Moreover, company keeps improving productivity, reducing quality defects to ensure higher margins.
- The company has stringent quality systems in place to prevent such defects. Moreover, we have local sorting teams available for any last time support. Product recall and product liability policy also in place to ensure the financial risks are covered.

3) Financial/Market Risks:

- Financial solvency and liquidity risks,
- Borrowing limits,
- Cash management risks,
- Foreign Currency Fluctuation Risks,
- Interest Rate Fluctuation Risks.

Risk Mitigation Measures:

- Proper financial planning is put in place with detailed Annual Business Plans discussed at appropriate levels within the organization.
- Annual and quarterly budgets are prepared and put up to management for detailed discussion and an analysis of the nature and quality of the assumptions, parameters etc.
- These budgets with Variance Analysis are prepared to have better financial planning and study of factors giving rise to variances.
- Quarterly and monthly cash flows are prepared, followed and monitored at senior levels to prevent undue loss of interest and utilize cash in an effective manner.
- The Company avail pre-shipment finance and post shipment finance which is a natural way of hedging foreign currency fluctuation.

4) Credit Risks:

- Risks in settlement of dues by dealers/customers,
- Bad and doubtful debts,
- Foreign Exchange and Interest Rate Risks,

Risk Mitigation Measures:

- Systems put in place for assessment of creditworthiness of dealers/customers.
- Provision for bad and doubtful debts to be made to arrive at correct financial position of the Company and dispose at half yearly intervals;
- Appropriate recovery management and follow up.
- Hedging, forward contracts and Bill Discounting etc. are used.
- Regular reviews with marketing team to track realisation of receivables on a regular basis.
- System driven process setup to ensure payment to all micro and small enterprises.

5) Market Risks / Industry Risks:

- Demand and Supply Risks,
- Quantities, Qualities, Suppliers, lead time, interest rate risks,
- Raw material rates,
- Interruption in the supply of raw material,
- Threat of Competition.

Risk Mitigation Measures:

- Raw materials are procured from different sources at competitive prices.
- Alternative sources are developed for uninterrupted supply of raw materials.
- Demand and supply are external factors on which company has no control, but however the Company plans its production and sales from the experience gained in the past and an on-going study and appraisal of the market dynamics, movement by competition, economic policies and growth patterns of different segments of users of company's products.
- To plan for backward integration;
- The Company takes specific steps to reduce the gap between demand and supply by expanding its customer base, improvement in its product profile, delivery mechanisms, technical inputs and advice on various aspects of de-bottlenecking procedures, enhancement of capacity utilization in customer-plants etc.
- Proper inventory control systems have been put in place.

6) Legal Risks:

- *Contract Risks,*
- *Contractual Liability,*
- *Frauds,*
- *Judicial Risks,*
- *Insurance Risks,*

Risk Mitigation Measures:

- *A study of contracts with focus on contractual liabilities, deductions, penalties and interest conditions is undertaken on a regular basis.*
- *The Authorized persons vets legal and contractual documents with legal advice, if required, from Legal retainers for different branches of legislation.*
- *Contracts are finalized as per the advice from legal professionals and Advocates.*
- *Insurance policies are audited to avoid any later disputes.*
- *Timely payment of insurance and full coverage of properties of the Company under insurance.*
- *Internal control systems for proper control on the operations of the Company and to detect any frauds.*

7) Human Resource Risks:

- *Labour Turnover Risks, involving replacement risks, training risks, skill risks, etc.*
- *Unrest Risks due to Strikes and Lockouts.*
- *Skill Shortages & challenges in recruiting and retaining skilled workers*
- *Lack of succession planning leading to risk to continuity and leadership stability.*
- *Non-compliances can lead to government interventions and penalties.*

Risk Mitigation Measures:

- *Company has proper recruitment policy for recruitment of personnel at various levels in the organization.*
- *Proper appraisal system for revision of compensation on a periodical basis has been evolved and followed regularly.*
- *Employees are trained at regular intervals to upgrade their skills.*
- *Labour problems are obviated by negotiations and conciliation.*
- *Activities relating to the Welfare of employees are undertaken.*
- *Workmen of the company are covered under ESI, EPF, etc., to serve the welfare of the workmen.*
- *Employees are encouraged to make suggestions and discuss any problems with their Superiors.*
- *Company is investing in employee training, increasing hiring from Tier 1 institutes to manage skill gap and developing and foster a culture of compliance and accountability, and implement robust contingency plans for supply chain disruptions and labor-related challenges.*
- *Additionally, proactive engagement with employees, transparent communication, and third-party culture audits are being undertaken to gauge employee satisfaction.*

8) Environmental Risks:

- *Natural risks like Fire, Floods, Earthquakes, etc.*
- *Pollution hazards like waste disposal, affluent emission, noise levels*
- *Failure to adhere to environmental regulations can result in legal penalties and damage to the company's reputation.*

Risk Mitigation Measures:

- *The properties of the company are insured against natural risks, like fire, flood, earthquakes, etc. with periodical review of adequacy, rates and risks covered under professional advice.*
- *Fire extinguishers have been placed at fire sensitive locations.*
- *First aid training is given to watch and ward staff and safety personnel.*
- *Complying with all applicable legal requirements.*
- *Using environmental friendly technology, processes and products and methods.*
- *Regular audits and assessments to ensure compliance with environmental standards.*
- *Adopting eco-friendly manufacturing processes to minimize waste and emissions. Investing in technologies that reduce environmental impact.*
- *Conducting regular training programs for employees on environmental best practices and the importance of sustainability.*
- *Encouraging a culture of environmental responsibility within the organization.*

9) Safety/Security Risks:

- *Accidents at workplace,*
- *Occupational hazards,*
- *Internal & external security risks,*
- *Theft, break-in, fraud, sabotage, violence,*

Risk Mitigation Measures:

- *The Company has safety rules and regulations in place.*

- *Workers & employees are given safety training.*
- *Company has adopted the policy for safety of workers & employees.*
- *Proper enforcement of safety Policy.*
- *Security personnel are trained.*
- *Insisting of safe work procedures being followed by employees and visitors.*
- *Frequent studies conducted in plant for ergonomics to ensure minimum fatigue to employees.*
- *Adequate fire & other insurance policies are in place*

10) Information System Risks:

- *System capability,*
- *System reliability,*
- *Data integrity risks,*
- *Coordinating and interfacing risks,*
- *User Data privacy,*
- *Data Leakage,*
- *Cyber-attacks*
- *Compliance & Regulatory risks*

Risk Mitigation Measures:

- *IT department maintains repairs and upgrades the systems on a continuous basis with personnel who are trained in software and hardware.*
- *Password protection is provided at different levels to ensure data integrity.*
- *Licensed software is being used in the systems.*
- *The Company ensures "Data Security", by having access control/ restrictions.*
- *The company takes adequate cybersecurity measures, such as firewalls, intrusion detection systems, and employee training programs.*
- *Regular data backups, disaster recovery plans, and business continuity strategies are in place.*

11) Energy related Risks:

- *Energy Supply Disruptions,*
- *Rising Energy Costs*
- *Dependence on Non-Renewable Energy*
- *The Company purchases a significant amount of power from the Indian Energy Exchange (IEX), which includes a mix of both Green and Grey Energy*

Risk Mitigation Measures:

- *The Company has increased the use of energy through non-conventional energy sources such as solar power and rain water harvesting.*
- *Energy Efficiency: Implementing energy-efficient technologies and practices to reduce overall energy consumption. This includes conducting energy audits to identify and rectify areas of excessive energy use.*
- *Renewable Energy Integration: Investing in renewable energy sources, such as solar*
- *Monitoring and Control: Installing advanced energy management systems to monitor usage in real time and optimize consumption. Setting up contingency plans to handle energy supply interruptions, including backup power systems and demand-response strategies.*

- The Company has entered into an agreement with the Uttar Pradesh Power Corporation Limited (UPPCL) to secure a supply of Green Energy generated by the State Government, ensuring a cleaner and more sustainable energy source.
- Additionally, the Company will explore the option of purchasing Renewable Energy Certificates (REC's/ IREC's) through IEX to balance out of Grey Energy to Green Energy.

EU- CBAM Regulation Risk

- EU have identified to comply by the Exporters to European Union (EU) Carbon Border Adjustment Mechanism (CBAM) Regulations mandatory from the Year 2025. Failing to meet CBAM requirements can result in penalties, and lost market opportunities, making it critical for exporters to understand the new rules.

Risk Mitigation Measures:

- The Company has hired qualified professionals under Environment, Social and Governance Management.
- The growing demand for sustainable product can be leveraged by businesses, so we are reducing our emission through investing in renewable energy related project.
- Obtaining Environment Certification ISO14001 can help to improve our environmental quality of goods which may reduce the cost burden of CBAM compliances.

9. POLICY REVIEW

Risks are ever changing in this volatile business environment and hence there is a need to periodically revisit the approach towards risk management. Therefore, this Policy shall be reviewed once in two years. Any revision to the Policy shall be incorporated with the approval of the Risk Management Committee and the Board of Directors.

10. MEETINGS OF RMC

At least twice in a year and as and when required. The gap between two consecutive RMC meetings shall not exceed 210 days.

11. INVITEES TO THE MEETING

The Internal Auditors & Chief Financial Officer shall be invitee to the Committee meetings. The Company Secretary of the Company shall conduct the Committee meetings.

In addition, the Committee may from time to time, draw upon relevant resources within the Company, as well as external experts, who may also be invited to participate in parts of a meeting.

12. QUORUM

Quorum of the Committee shall be a minimum of three members, out of which 2 members should be representative of Management.

13. AMENDMENT

Any change in this Policy shall be proposed by the Committee and approved by the Board of Director. Further any subsequent amendments to the Listing Regulations shall apply to this Policy.