



RACL GEARTECH LIMITED

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

2025-2026

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

PREAMBLE

Regulations 25(7) read with Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 inter-alia stipulates that the Company shall familiarize the independent directors through various programmes about the listed entity, including the following:

- a) Nature of the industry in which the Company operates;
- b) Business model of the Company;
- c) Roles, rights, responsibilities of independent directors; and
- d) any other relevant information.

Practices followed by the Company:

The Company follows a structured and comprehensive familiarisation process to enable Independent Directors to effectively discharge their role as trustees of shareholders and uphold the highest standards of corporate governance. Independent Directors, being experts in diverse fields, bring independent judgment to matters of strategy, risk management, internal controls, and business performance. At the time of appointment, each Independent Director is issued a formal letter setting out the role, duties, responsibilities, fiduciary obligations, liabilities, and expectations of the Board, along with detailed guidance on compliances required under the Companies Act, 2013, SEBI Regulations, and other applicable laws. A comprehensive Directors' Kit containing key corporate documents such as the Memorandum and Articles of Association, Annual Reports, Board-approved policies, and other relevant materials is provided to facilitate familiarisation. Newly appointed Non-Executive and Independent Directors are introduced to the Company through detailed presentations covering the Company's businesses, industry and market environment, growth and performance, organisational structure, governance framework, and internal control processes, and they interact with the Chairman and Managing Director, Chief Financial Officer, Chief Operating Officer, and senior management to gain first-hand insights into operations and regulatory matters. Ongoing familiarisation initiatives include quarterly and periodic presentations to the Board and its Committees on financial performance (including budget versus actuals, EBITDA variance analysis, working capital management and fund flows), operational updates, market share, subsidiary performance, capital expenditure, annual operating plans, strategic priorities, risk management framework and outcomes, internal audit reviews, internal financial controls, regulatory updates, CSR and sustainability initiatives, HR strategy, investor grievances and redressal mechanisms, and changes in key regulations affecting the Company and the Board. At least one Board meeting each year includes an in-depth session with senior management on industry developments, business models, and strategic direction. Independent Directors are also provided unrestricted access to Company information and management, are furnished with all documents sought for informed decision-making, meet periodically without the presence of management as required under law to discuss independent views, and undertake site visits to operational locations to better understand business processes. During FY 2025-26, Independent Directors attended 15 familiarization sessions (cumulative sessions till date) and spent approximately thirty hours (30 Hours) (cumulative hours till date) in such programs, ensuring they remain updated on emerging risks, opportunities, and evolving governance expectations.