

## **FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS**

### **1. PREAMBLE**

This Familiarization Program ("the Program") for Independent Directors of RMC Switchgears Limited has been adopted by the Board of Directors pursuant to the Regulation 25 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation 2015 with the Stock Exchanges which stipulates that:

- a) The Company shall 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, etc., through various programs.
- b) The details of such familiarization programs shall be disclosed on the Company's website and a web link thereto shall be given in the Annual Report.

The Schedule IV of the Companies Act, 2013 also mandates that the independent directors shall undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company.

### **2. PURPOSE & OBJECTIVE**

- To adopt a structured program for orientation and training of Independent Directors at the time of their joining so as to enable them to understand the Company, its operations, business, industry and environment in which it function.
- To update the directors on a continuous basis on any significant changes.

The Program aims to provide insights into the Company to enable the Independent Directors to understand its business in depth and contribute significantly to the Company.

### **3. FAMILIARIZATION PROCESS**

3.1. The Company shall through its Executive Directors / Senior Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations of various businesses and processes of the Company in the Board/Committee Meeting.

The presentations at the Board Meetings, company's policies, performance of the various business units, quarterly performance report which includes information on business performance, operations, financial parameters, litigations, compliances, and information related to subsidiaries



3.2. Such programs / presentations will provide an opportunity to the Independent Directors to have an Overview of:-

- Criteria of independence applicable to Independent Directors;
- Time allocation by the Independent Directors on financial controls, overseeing systems of risk management, financial management compliance, Corporate Social Responsibility, Stakeholders conflicts, Board effectiveness, strategic direction, Meetings and performance assessment
- Roles, functions, Rights, Duties, Responsibilities and liabilities of Independent Directors;
- Directors Responsibility Statement forming part of Boards' Report
- Code for Independent Directors as per Schedule IV of Companies Act, 2013.
- Risk Management Systems & framework; Board Evaluation Process and Procedures.

Such programs / presentations will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time.

3.3 The Company shall circulate news and articles related to the industry on a regular basis and also provide regulatory updated from time to time; and

3.4 Site visits to the Company's plant/business locations shall be arranged.

The details of training program attended by Independent Directors are as under:

|                      | 2024-2025                |                   | Cumulative till date<br>(From to ---) |                   |
|----------------------|--------------------------|-------------------|---------------------------------------|-------------------|
| Independent Director | No. of Programs attended | Total Hours Spent | No. of Programs attended              | Total Hours Spent |
|                      |                          |                   |                                       |                   |
|                      |                          |                   |                                       |                   |
|                      |                          |                   |                                       |                   |





**4. FAMILIARIZATION MODULE FOR INDEPENDENT DIRECTORS**

- A familiarization pack (welcome kit) is given to the incoming director, which includes the Company's Memorandum & Articles of Association, Annual Reports, Code of Business Conduct & Ethics applicable to the Directors /employees of the Company, Code of Conduct of Insider Trading Prohibition Policy.
- In case a Director is inducted in any of the Committee of the Board, the charter of the respective committees will be part of the welcome kit.
- A detailed appointment letter incorporating the roles, duties, and responsibilities, performance evaluation process, remuneration and obligation on disclosures is issued for his/her acceptance.

**5. DISCLOSURE OF THE POLICY**

This Policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

- a) Familiarization program will be conducted "as needed" basis during the year.
- b) As and when familiarization program is conducted, the same will be disclosed on the website of the Company.

**6. REVIEW OF THE PROGRAM**

The Board will review this Program and make revisions as may be required.

**\*Policy has been reviewed and approved at the Board Meeting held on 20th May, 2025**

