

Notice:

Notice is hereby given that the 36th Annual General Meeting (AGM) of the members of **RACL Geartech Limited** will be held on Saturday, the 28th September, 2019, at 11.30 A.M. at The Executive Club, Dolly Farms & Resorts Pvt. Ltd., 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi - 110074, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31st March, 2019, including the Audited Balance Sheet as at 31st March, 2019, the respective Statements of Profit & Loss and Cash Flow for the year ended as on that date and the accompanying Notes thereto, along with the reports of the Board of Directors and Auditors thereon and if deemed fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019, including the Audited Balance Sheet as at 31st March, 2019, the respective Statements of Profit & Loss and Cash Flow for the year ended as on that date, and the accompanying Notes thereto, along with the reports of the Board of Directors and Auditors thereon be and are hereby received and adopted.”

2. To consider and appoint a Director in place of Mr. Dev Raj Arya (DIN: 00057582), Whole-time Director & CFO, who retires by rotation and being eligible, offers himself for re-appointment and if deemed fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, read with applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013 and any other act(s) or Regulation(s), if any, Mr. Dev Raj Arya (DIN: 00057582), Director, who retires by rotation at the 36th Annual General Meeting, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.”

3. To ratify the appointment of Gianender & Associates, Chartered Accountants [Firm Registration No. 004661N], Statutory Auditors of the Company, and to fix their remuneration and for that purpose, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, pursuant to the recommendations of the Audit Committee and the Board of directors of the company and pursuant to the resolution passed by the members at the 34th Annual General Meeting (AGM) held on September 28th, 2017, the appointment of Gianender & Associates, Chartered Accountants [Firm Registration No. 004661N], as the Statutory Auditors of the Company to hold office until the conclusion of 37th AGM, be and is hereby ratified from 36th AGM to 37th AGM, on such remuneration as may be mutually determined between the said Auditors and the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. **Appointment of Mr. Anil Sharma (DIN: 00157911) as Non-Executive Non-Independent Director of the company and payment of retainership fees/ remunerations to him.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of section 149, 152, 198, Schedule V and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013 and any other

act(s) or Regulation(s), if any, and as recommended by Nomination & Remuneration Committee, Audit Committee and Board of Directors of the company, **Mr. Anil Sharma (DIN: 00157911)**, who meets the criteria and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying the member's intention to propose the candidature of Mr. Anil Sharma (DIN 00157911) for the office of Director, be and is hereby appointed as Non-executive Non-Independent Director (in Professional Director category) of the company for a period of 2 (two) years with effect from 29th September, 2019 up to 28th September, 2021 and whose office shall be liable to retirement by rotation."

RESOLVED FURTHER THAT the approval of the Members of the company be and is hereby accorded for the payment of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand) per month as retainership fees/remunerations (in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof) (including fee in the event of loss or inadequacy of profits) to him for a period of 2 (Two) years w.e.f. 29th September, 2019, for the services rendered by him in the capacity of Professional Director (Non-Executive Non-Independent Director).

RESOLVED FURTHER THAT subject to the above, the Board of Directors (on the recommendation of the Nomination and Remuneration Committee) of the Company be and is hereby authorized:

- (i) If deem appropriate may vary, alter, revise and/or increase the retainership fee and other terms & conditions of his appointment, from time to time, provided that such revision, variation or increase, as the case may be, agreed to by Mr. Anil Sharma.
- (ii) To enter into such agreement(s), deed(s) or any other documents with Mr. Anil Sharma and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including seeking approval of the other authorities as may be applicable and to settle any question that may arise in relation thereto, in order to give effect to the above resolutions."

5. **Approval of remuneration of Mr. Gursharan Singh (DIN: 00057602), Chairman and Managing Director.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT further to the Resolution passed by the members at the 34th Annual General Meeting of the company held on 28th September, 2017 and pursuant to the provisions of sections 197, 198, Schedule V of the Companies Act, 2013, as amended from time to time ("Act") and all other applicable provisions, if any, of the Act, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules of the Act and in accordance with the Regulation 17(6)(e) and other applicable regulation(s) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations") and other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013 and any other act(s), Regulation(s) or Secretarial Standards and subject to approval of other authorities, if required, and as recommended by Nomination & Remuneration Committee, Audit Committee and Board of Directors of the company, approval of the Members of the Company be and is hereby accorded for payment of remuneration (including remuneration in the event of loss or inadequacy of profits) to Mr. Gursharan Singh (DIN: 00057602), Chairman & Managing Director, (notwithstanding that the remuneration payable to him in any financial year exceeds the aggregate annual remuneration of all the Executive Directors, who are promoters, as per the limits stipulated under the Listing Regulations, during the tenure of his appointment), for a period of 2 (two) years of his current tenure i.e. from 1st April, 2019 till 31st March 2021, as set out in the statement annexed to the notice of convening the 36th Annual General Meeting."

RESOLVED FURTHER THAT subject to the above, the Board of Directors (on the recommendation of the Nomination and Remuneration Committee) of the Company be and is hereby authorized:

- (i) If deem appropriate may vary, alter, revise and/or increase the remuneration (set out in statement annexed hereto) and/or other terms & conditions of his appointment, from time to time, provided that such revision, variation or increase, as the case may be, agreed to by Mr. Gursharan Singh.

- (ii) To enter into such agreement(s), deed(s) or any other documents with Mr. Gursharan Singh and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including seeking approval of the other authorities as may be applicable and to settle any question that may arise in relation thereto, in order to give effect to the above resolutions.”

6. **Re-appointment of Mr. Dev Raj Arya (DIN: 00057582) as Whole-time Director & Chief Financial Officer and payment of remuneration to him.**

To consider and if thought fit, to pass, with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 203, Schedule V of the Companies Act, 2013, (“Act”), as amended from time to time (“Act”) and all other applicable provisions, if any, of the Act, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules of the Act and in accordance with the Regulation 17(6)(e) and other applicable regulation(s) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”) and other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013 and any other act(s), Regulation(s) or Secretarial Standards and subject to approval of other authorities, if required, and as recommended by Nomination & Remuneration Committee, Audit Committee and Board of Directors of the company, approval of the members of the company be and is hereby accorded to the re-appointment of Mr. Dev Raj Arya (DIN: 00057582), as Whole-time Director & Chief Financial Officer (CFO) of the Company for a period of 2 (Two) years w.e.f. 22nd October, 2019 upto 21st October, 2021, as well as to continue to hold such position upon attaining age of 70 (Seventy) years during his tenure of appointment, on the terms and conditions including payment of minimum remuneration to him (*notwithstanding that the remuneration payable to him in any financial year exceeds the aggregate annual remuneration of all the Executive Directors, who are promoters, as per the limits stipulated under the Listing Regulations, during the tenure of his appointment*) w.e.f. 01.04.2019 to till the completion of his tenure mentioned above (including remuneration in the event of loss or inadequacy of profits), as set out in the statement annexed to the notice of convening the 36th Annual General Meeting.

RESOLVED FURTHER THAT subject to the above, the Board of Directors (on the recommendation of the Nomination and Remuneration Committee) of the Company be and is hereby authorized:

- (i) If deem appropriate may vary, alter, revise and/or increase the remuneration (set out in statement annexed hereto) and/or other terms & conditions of his appointment, from time to time, provided that such revision, variation or increase, as the case may be, agreed to by Mr. Dev Raj Arya.
- (ii) To enter into such agreement(s), deed(s) or any other documents with Mr. Dev Raj Arya and to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including seeking approval of the other authorities as may be applicable and to settle any question that may arise in relation thereto, in order to give effect to the above resolutions.”

**By order of the Board
For RACL Geartech Limited**

Sd/-

Hitesh Kumar

Company Secretary & Compliance Officer

Place: Noida

Date: 09th August, 2019

Regd. Office: 15th Floor, Eros Corporate Tower,
Nehru Place, New Delhi-110019, INDIA

Ph. : +91-11-66155129

e-Mail - investor@raclgeartech.com

ANNEXURE TO THE NOTICE

Statement/ Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 4

Since, Mr. Anil Sharma (DIN: 00157911) was re-appointed as Independent Directors on the Board of Directors of the Company in the 34th Annual General Meeting held on 28th September, 2017 to hold office for a period of 2 (Two) consecutive years, from 29th September, 2017 up to 28th September, 2019, hence 2nd term of Mr. Anil Sharma (DIN: 00157911) as Independent Director of the company expires on the 28th September, 2019.

In view of the above, Board of Directors of the company contemplates to appoint Mr. Anil Sharma, as a Non-executive Non-independent director of the company in the category of Professional Director for a period of 2 (two) years with effect from 29th September, 2019 up to 28th September, 2021, whose office shall be liable to retirement by rotation.

Further, Mr. Anil Sharma will provide the professional services and he will look after the matters related PICUP, UPSIDC, UPPCL and other related matters of the company and company shall pay an amount of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand) per month as retainership fees/ remunerations to him for a period of 2 (Two) years w.e.f. 29th September, 2019, for providing the said services in the capacity of a Non-Executive Non-Independent Director/ Professional Director of the Company.

His appointment would be within the limits prescribed under law/ regulations to act as a Non-Executive Non-Independent director of the Company. He possesses expertise and experience for being appointed as Non-Executive Non-Independent director/ Professional Director of the company.

The Company has received from Mr. Anil Sharma (DIN: 00157911), the following documents:

- (i) Consent in writing to act as director in Form DIR-2 in terms of Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014,
- (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

Pursuant to regulation 26(4) and 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by ICSI, A brief resume of Mr. Anil Sharma and other details or information about the Director proposed to be re-appointed at the forthcoming Annual General Meeting is furnished below and forms part of the Notice:

Name of the Director	Mr. Anil Sharma
Director Identification Number (DIN)	00157911
Nationality	Indian
Date of Birth and Age	17 March, 1948 and Age: 71 years
Date of first appointment	30 th September, 2006
Qualifications	Engineering Graduate, BE (Electrical), from University of Roorkee, having Post Graduate Diploma in Management from All India Management Association, New Delhi
Expertise/ Experience in specific functional areas	He has retired as General Manager of PICUP, a state Level Industrial & Development Corporation. He has a wide experience of more than 37 years of project development, implementation and follow-up in different segments of industry particularly in Automotive Components and Tele communication sectors.
Terms and conditions of appointment / re-appointment	Refer Item No. 4 of the Notice Appointment as Non-executive Non-Independent Director (in Professional Director category)

Details of remuneration last drawn (Financial Year 2018-19) and sought to be paid, if applicable	No remuneration was paid apart from sitting fees for attending Board and Committee meetings, if any, as mentioned in Corporate Governance Report Section.
No. of Board Meetings attended during the Financial Year 2018-19	4 (four)
Relationships with other Directors, Managers and other key managerial personnel	None
List of Companies in which Directorships held as on March 31, 2019 (excluding foreign directorship, private limited companies and Section 8 Companies)	1. RACL Geartech Limited
Chairmanship / Membership of specified Committees* of the Boards of above Companies as on March 31, 2019	Audit Committee:- 1. RACL Geartech limited – Member
No. of shares held in the Company	
(a) Own	15000
(b) For other persons on a beneficial basis	Nil

* Membership/ Chairmanship of Audit Committee and Stakeholders relationship Committee

The Board considers that continued association of Mr. Anil Sharma would be of immense benefit to the Company and it is desirable to continue to avail services from him and Mr. Anil Sharma also fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for their appointment as Non-executive Non-Independent Director (in Professional Director Category) of the Company. His appointment would be within the limits prescribed under law/ regulations to act as Director in any listed Company including the RACL.

Notice in writing under Section 160 of the Act have been received from Member indicating his intention to propose Mr. Anil Sharma, for the office of the Non-executive Non-Independent Director (in Professional Director category) of the Company at the ensuing Annual general Meeting (AGM) alongwith the requisite deposit.

Mr. Anil Sharma holdings 15000 equity shares in the company and details of the shareholding of his relatives as on 09.08.2019, are as follows:

S. No.	Name of the Relatives	Relation	No. of shares held
1.	Mridula Sharma	Wife	15000
2.	Anshul Sharma	Son	16700
3.	Prerna Sharma	Son's Wife	15000

The Company has not made any default in repayment of dues to any bank or public financial institution or any other secured creditor.

Mr. Anil Sharma is not debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI, Ministry of Corporate Affairs or any other Statutory Authority.

The Board, based on the recommendation of the Nomination and Remuneration Committee and Audit Committee recommends the appointment of Mr. Anil Sharma, as Non-executive Non-Independent Director (in Professional Director category) of the Company for a period of 2 (two) years with effect from 29th September, 2019 up to

28th September, 2021 and whose office shall be liable to retirement by rotation and payment of retainership fee/ remuneration to him (in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof) (including fee in the event of loss or inadequacy of profits) as mentioned in the resolution set out at Item No. 4 of the Notice.

Except Mr. Anil Sharma himself, none of the director or key managerial personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Accordingly, Item No. 4 is proposed to obtain necessary approval of the members of the company in terms of the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board commends approval of the resolution set out in Item No. 4 of the Notice of 36th Annual General Meeting (AGM) as a Special Resolution by the members/ shareholders of the company.

ITEM NO. 5

Mr. Gursharan Singh (DIN: 00057602) was Managing Director of the Company since 24 April, 2004. He was re-appointed as Chairman & Managing Director with effect from 23rd August, 2017, for a period of 5 years on the terms and conditions and remuneration as per applicable provisions of the Companies Act, 2013 (“Act”). The said re-appointment and remuneration (for a period of 2 (two) years w.e.f. 01.04.2017) of Mr. Gursharan Singh, Chairman & Managing Director was also approved by the members by way of resolution passed at the 34th Annual General Meeting held on 28th September, 2017.

The Ministry of Corporate Affairs vide its Notification dated 12th September 2018, notified the relevant provisions of the Companies (Amendment) Act, 2017 and Schedule V thereto. The amended provisions of Section 197 (3) of the Act read with Schedule V thereto allows a Company having losses or inadequate profits or otherwise to pay such amount as remuneration to its Managerial personnel, as it may deem fit, subject to the approval of members by way of a special resolution and compliance of certain conditions and disclosures as mentioned therein. Further, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 also requires approval of the members by Special Resolution for payment of fee or compensation to the executive directors who are promoters or members of promoter group.

Mr. Gursharan Singh, Chairman & Managing Director of the company is involved in the day to day management of the Company and takes keen interest in all the on-going projects right from conception and planning till its execution and has been guiding the activities of the Company all through. Also, under his able guidance, the Company continues to grow its business and also opened a wholly owned subsidiary company i.e. RACL Geartech GmbH, at Austria, during recent times.

Considering Mr. Gursharan Singh abilities, present and future responsibilities, his previous remuneration paid, industry norms and his role in growth of the Company, the Board of Directors in its meeting held on 09th August, 2019, upon the recommendation of the Nomination and Remuneration Committee and Audit Committee, subject to the approval of the members of the company, approved the remuneration and other terms and conditions of appointment of Mr. Gursharan Singh as the Chairman and Managing Director of the Company for a period of 2 (two) years of his current tenure i.e. from 1st April, 2019 till 31st March 2021, as detailed hereunder:

PART – A

(Rs. In Lakh) (per Annum)

Name and Designation	Salary (Basic)	Perquisites & Allowances	Commission
Mr. Gursharan Singh, Chairman & Managing Director	63.00	42.02	1.5% of net profit

The perquisites and allowances, as aforesaid, include House Rent Allowance (HRA), LTA, Medical allowance and contribution to Provident fund only, other perquisites and facilities as per policy of the company.

Gratuity: 15 days salary (Basic Pay) for every completed year of service with a limit of maximum amount of Rs. 20 lakh (Rupees Twenty Lakh).

Leave Encashment: 15 days for every completed year of service with encashment of leave (Encashment without any limit as per salary i.e. Basic pay) at the end of the services with the company.

Car: Free use of Company's Car with chauffeur.

Telephone : Free Telephones/Fax/Internet facility at residence including mobile telephones.

PART – B

Personal Accident Insurance: Premium not exceeding Rs. 5000/- p.a.

Club Fee: Fees of Club(s) subject to a maximum of Rs. 10 Lakh (Rupees Ten Lakh) per annum

Contribution by the company under National Pension Scheme (NPS) shall be the part of CTC of Mr. Gursharan Singh, Chairman & Managing Director.

The above perquisites shall be calculated as per Income Tax Act, 1961.

PART - C

Other terms:

- i) The Chairman & Managing Director is entitled to reimbursement of all actual expenses as per Rules of the Company including on entertainment/business promotion and travelling incurred in the course of the Company's business.
- ii) For all other terms and conditions such as payment of medical reimbursement/ leave travel assistance etc. if not specifically spelt out above, the rules and regulations of the company shall apply.
- iii) The Chairman & Managing Director is also entitled to the benefits under all other schemes, privileges and amenities as are granted to the Sr. Executives of the Company in accordance with the Company's practice, Rules and Regulations in force from time to time.
- iv) He is not entitled to payment of any sitting fee for attending meetings of the Board or a Committee thereof.
- v) The appointment shall be terminable by the Company by giving him six months' notice or on payment of six months' Salary (including other allowances, perquisites, & benefits) in lieu thereof and by him by giving six months notice to the Company.
- vi) The Chairman and Managing Director holds office as such, subject to the provisions of Section 167 of the Companies Act, 2013.

The above salary and perquisites be paid as minimum remunerations to Mr. Gursharan Singh, Chairman & Managing Director for a period of 2 (Two) years w.e.f. 01 April, 2019, notwithstanding that in any financial year during the tenure of his office, the company has no profits or its profits are inadequate.

Mr. Gursharan Singh holdings 3429097 equity shares in the company and details of the shareholding of his relatives as on 09.08.2019, are as follows:

S. No.	Name of the Relatives	Relation	No. of shares held
1.	Mrs. Narinder Paul Kaur	Wife	19794
2.	Mr. Prabh Mehar Singh	Son	3620

The Company has not made any default in repayment of dues to any bank or public financial institution or any other secured creditor.

Mr. Gursharan Singh is not debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI, Ministry of Corporate Affairs or any other Statutory Authority.

He is member of the Stakeholders Relationship Committee, Nomination and Remuneration Committee and Financial Affairs Committee of RACL Geartech Limited.

This Explanatory Statement together with the accompanying Notice may be treated as an abstract and written memorandum setting out the terms of interest (remuneration) of Mr. Gursharan Singh and disclosure in compliance with the requirements of section 190 of the Companies Act, 2013.

Accordingly, and In terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members is sought by way of special resolution as set out at item no. 5 of the notice, for the payment of remuneration and other terms and conditions of appointment of Mr. Gursharan Singh as the Chairman and Managing Director of the Company for a period of 2 (two) years of his current tenure i.e. from 1st April, 2019 till 31st March 2021 and also for payment of remuneration in the event if remuneration exceeds such prescribed threshold limits during the term of his appointment as per the said regulation.

Except Mr. Gursharan Singh himself and Mrs. Narinder Paul Kaur, Non-executive Non-Independent Director and Mr. Prabh Mehar Singh, Vice President, none of the director or key managerial personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends approval of the resolution set out in Item No. 5 of the Notice of 36th AGM as a Special Resolution by the members/ shareholders of the company.

ITEM NO. 6

Mr. Dev Raj Arya (DIN: 00057582) is Director of the Company since 22-10-2002. He was re-appointed by the Board of Directors of the company at its meeting held on 14th August, 2017 as Whole-time Director & CFO of the company for a period of 2 years w.e.f. 22.10.2017 and the said reappointment was also approved by the members at the 34th Annual General Meeting held on 28th September, 2017.

In terms of section 196, 197, 198 of Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and read with Schedule V, a whole-time director shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company.

The Ministry of Corporate Affairs vide its Notification dated 12th September 2018, notified the relevant provisions of the Companies (Amendment) Act, 2017 and Schedule V thereto. The amended provisions of Section 197 (3) of the Act read with Schedule V thereto allows a Company having losses or inadequate profits or otherwise to pay such amount as remuneration to its Managerial personnel, as it may deem fit, subject to the approval of members by way of a special resolution and compliance of certain conditions and disclosures as mentioned therein. Further, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 also requires approval of the members by Special Resolution for payment of fee or compensation to the executive directors who are promoters or members of promoter group.

Mr. Dev Raj Arya, Whole-time Director & CFO of the company is a LLB, Company Secretary, M.A. in Economics, Cost Accountant. He has served in various Public Limited companies at various senior Executive levels, having an experience of 41 years in different fields and specialized knowledge in the field of Finance, Accounts, Costing and Secretarial and has undertaken various challenges and responsibilities under different capacities. He has been serving RACL since 1997 and he has successfully undertaken various assignments entrusted to him. He was appointed a member of the Executive Committee. Due to his dedicated efforts for the company, he has been elevated as a whole time Director of the company w.e.f. 22.10.2002 and was designated as a whole time Director & Chief financial Officer w.e.f. 01.09.2014 and has been serving in that capacity since then.

Considering Mr. Dev Raj Arya, abilities, present and future responsibilities, his previous remuneration paid, industry norms and his role in growth of the Company, the Board of Directors in its meeting held on 09th August, 2019, upon the recommendation of the Nomination and Remuneration Committee and Audit Committee, subject to the approval of the members of the company, approved the re-appointment of Mr. Dev Raj Arya (DIN: 00057582), as Whole-time Director & Chief Financial Officer of the Company for a period of 2 (Two) years w.e.f. 22nd October, 2019 upto 21st October, 2021, as well as to continue to hold such position upon attaining age of 70 (Seventy) years during his tenure of appointment, on the terms and conditions including payment of minimum remuneration to him (notwithstanding that the remuneration payable to him in any financial year exceeds the aggregate annual remuneration of all the Executive Directors, who are promoters, as per the limits stipulated under the Listing Regulations, during the tenure of his appointment) w.e.f. 01.04.2019 to till the completion of his tenure mentioned above (including remuneration in the event of loss or inadequacy of profits), as detailed hereunder:

PART – A
(Rs. In Lakh) (per Annum)

Name and Designation	Salary (Basic)	Perquisites & Allowances	Commission
Mr. Dev Raj Arya Whole time director and CFO	34.80	23.60	Nil

The perquisites and allowances, as aforesaid, include House Rent Allowance (HRA), LTA, Medical allowance and contribution to Provident fund only, other perquisites and facilities as per policy of the company.

Gratuity: 15 days salary (Basic Pay) for every completed year of service with a limit of maximum amount of Rs. 20 lakh.

Leave Encashment: 15 days for every completed year of service with encashment of leave (Encashment without any limit as per salary i.e. Basic pay) at the end of the services with the company.

Car: Free use of company's Car with chauffeur

Telephone: Free Telephones/Fax/Internet facility at residence including mobile telephones.

PART – B

Personal Accident Insurance: Premium not exceeding Rs. 5000/- p.a.

The above perquisites shall be calculated as per Income Tax Act, 1961.

PART – C
Other terms:

- i) The Whole Time Director & Chief Financial Officer (CFO) is entitled to reimbursement of all actual expenses as per Rules of the Company including on entertainment/ business promotion and travelling incurred in the course of the Company's business.
- ii) For all other terms and conditions such as reimbursement of medical expenses/ leave travel assistance etc. if not specifically spelt out above, the rules and regulations of the Company shall apply.
- iii) The Whole Time Director & Chief Financial Officer (CFO) is also entitled to the benefits under all other schemes, privileges and amenities as are granted to the senior Executives of the Company in accordance with the Company's practice, Rules and Regulations in force from time to time.
- iv) He is not entitled to payment of any sitting fee for attending meetings of the Board or a Committee thereof.
- v) The appointment shall be terminable by the Company by giving him six months' notice or on payment of six months' Salary (including other allowance, perquisites & benefits) in lieu thereof and by him by giving six months notice to the Company.
- vi) The Whole Time Director & Chief Financial Officer (CFO) holds office as such, subject to the provisions of Section 167 of the Companies Act, 2013.

The above salary and perquisites be paid as minimum remunerations to Mr. Dev Raj Arya, as Whole Time Director & Chief Financial Officer (CFO) w.e.f. 01.04.2019 to till the completion of his tenure mentioned above, notwithstanding that in any financial year during the tenure of his office, the company has no profits or its profits are inadequate.

Mr. Dev Raj Arya holdings 225369 equity shares in the company and details of the shareholding of his relatives as on 09.08.2019, are as follows:

S. No.	Name of the Relatives	Relation	No. of shares held
1.	Mrs. Raj Arya	Wife	33036

The Company has not made any default in repayment of dues to any bank or public financial institution or any other secured creditor.

Mr. Dev Raj Arya is not debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI, Ministry of Corporate Affairs or any other Statutory Authority.

He is member of the Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Financial Affairs Committee of RACL Geartech Limited.

This Explanatory Statement together with the accompanying Notice may be treated as an abstract and written memorandum setting out the terms of interest (remuneration) of Mr. Dev Raj Arya and disclosure in compliance with the requirements of section 190 of the Companies Act, 2013.

Accordingly, and In terms of Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members is sought by way of special resolution as set out at item no. 6 of the notice, for the re-appointment of Mr. Dev Raj Arya (DIN 00057582), as Whole-time Director & Chief Financial Officer of the Company for a period of 2 (Two) years w.e.f. 22nd October, 2019 upto 21st October, 2021, as well as to continue to hold such position upon attaining age of 70 (Seventy) years during his tenure of appointment, on the terms and conditions including payment of minimum remuneration to him (*notwithstanding that the remuneration payable to him in any financial year exceeds the aggregate annual remuneration of all the Executive Directors, who are promoters, as per the limits stipulated under the Listing Regulations, during the tenure of his appointment*) w.e.f. 01.04.2019 to till the completion of his tenure mentioned above (including remuneration in the event of loss or inadequacy of profits) and also for payment of remuneration in the event if remuneration exceeds such prescribed threshold limits during the term of his appointment as per the said regulation.

Except Mr. Dev Raj Arya himself, none of the director or key managerial personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board commends approval of the resolution set out in Item No. 6 of the Notice of 36th AGM as a Special Resolution by the members/ shareholders of the company.

FOR ITEMS 5 AND 6 OF THE NOTICE

Pursuant to regulation 26(4) and 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by ICSI, A brief resume of Mr. Gursharan Singh and Mr. Dev Raj Arya, respectively and other details or information about the Director(s) is furnished below and forms part of the Notice:

Name of the Director	Mr. Gursharan Singh	Mr. Dev Raj Arya
Director Identification Number (DIN)	00057602	00057582
Nationality	Indian	Indian
Date of Birth and Age	7 September, 1962 – 57 Years	31 March, 1951 – 68 years
Date of first	23 August, 2002	22 October, 2002
Qualifications	Diploma in Mechanical Engineering, PGDM Export Management	LL.B., Company Secretary, M.A. in Economics, Cost Accountant

Expertise/ Experience in specific functional areas	He has a wide experience of over 39 years in related field of auto components manufacturing, administration and business development activities. He has been serving in RACL for more than 32 years and actively involved in various stages of growth of RACL.	He has served in various Public Limited companies at various senior Executive levels, having an experience of 41 years in different fields and specialized knowledge in the field of Finance, Accounts, Costing and Secretarial and has undertaken various challenges and responsibilities under different capacities. He has been working in RACL for more than 22 years.
Terms and conditions of appointment / re-appointment or for remunerations	Refer Item No. 5 of the Notice and Statement Pursuant to Section 102 of the Companies Act, 2013 Revision of Remuneration of Chairman & Managing Director	Refer Item No. 9 of the Notice and Statement Pursuant to Section 102 of the Companies Act, 2013 Re-appointment as a Whole time Director & CFO
Details of remuneration last drawn (Financial Year 2018-19) and sought to be paid, if applicable	Rs. 110.02 lakh	Rs. 48.79 lakh
No. of Board Meetings attended during the Financial Year 2018-19	5 (Five)	5 (Five)
Relationships with other Directors, Managers and other key managerial personnel	Husband of Mrs. Narinder Paul kaur – Non-executive Non-Independent Director	No relationship
List of Companies in which Directorships held as on March 31, 2019 (excluding foreign directorship, private limited companies and Section 8 Companies)	1. RACL Geartech Limited	1. RACL Geartech Limited
Chairmanship/ Membership of specified Committees* of the Boards of above Companies as on March 31, 2019	Stakeholders Relationship Committee:- 1. RACL Geartech Limited – Member	Stakeholders Relationship Committee:- 1. RACL Geartech Limited – Member
No. of shares held in the Company		
(a) Own	(a). 3429097	(a). 225369
(b) For other persons on a beneficial basis	-	(b). 33036 [#]

* Membership/Chairmanship of Audit Committee and Stakeholders relationship Committee.

Mr. Dev Raj Arya is the joint holder in the demat account of Mrs. Raj Arya.

DISCLOSURE AS PER SCHEDULE-V OF THE COMPANIES ACT, 2013
Remuneration of Mr. Gursharan Singh, Chairman & Managing Director and Re-appointment of Mr. Dev Raj Arya, Whole Time Director & CFO
I. GENERAL INFORMATION

S. No.	Particulars/Subject	Information
1.	Nature of Industry	Manufacturer of Automotive Components
2.	Date or Expected date of commencement of commercial production.	In the year 1989
3.	In case of new companies, expected date of commencement of activities as per Project approved by financial institutions appearing in the prospects.	Not applicable
4.	Financial performance based on given indicators (financial year 2018-19)	In the Financial Year 2018-19, the Company made Total revenue of Rs. 190.96 Crore and Profit Before Tax (PBT) of Rs. 17.34 Crore. Our Company's performance in 2018-19 was credible as the Company generates Profit After Tax (PAT) Rs. 9.43 Crore and Earning Per Share (EPS) Rs. 9.34 and it's expected to gear up in the future.
5.	Export performance (financial year 2018-19)	During the financial year ended 31 st March 2019, Export of goods on CIF basis: Rs.109.87 Crore.
6.	Foreign Investments or collaborations, if any.	No such investment or collaboration except shareholding of Non Resident Indians.

II. INFORMATION ABOUT THE APPOINTEE OR PERSON WHOSE REMUNERATION IS REVISED

S. No.	Particulars/Subject	Information	
		Mr. Gursharan Singh	Mr. Dev Raj Arya
1.	Background details	He is holding a Diploma in Mechanical Engineering, PGDM Export Management. He has a wide experience of over 39 years in related field of auto components manufacturing, administration and business development activities. Mr. Gursharan Singh has been serving in RACL for more than 32 years and actively involved in various stages of growth of RACL, including project erection, commissioning & manufacturing activities. He had been re-appointed Chairman & Managing Director w.e.f. 23.8.2017.	He is a LLB, Company Secretary, M.A. in Economics, Cost Accountant. He has served in various Public Limited companies at various senior Executive levels, having an experience of 41 years in different fields and specialized knowledge in the field of Finance, Accounts, Costing and Secretarial and has undertaken various challenges and responsibilities under different capacities. He was re-appointed as whole time Director of the company with effect from 22.10.2017 & has been holding this office since then.
2.	Past Remunerations	During his present tenure as Chairman & Managing Director of the Company, the remuneration as paid to Mr. Gursharan Singh for the Financial Year 2018-19 is Rs. 110.02 lakh.	During his present tenure as Whole Time Director & CFO of the Company, the remuneration as paid to Mr. Dev Raj Arya for the Financial Year 2018-19 is Rs. 48.79 lakh.

3.	Recognition or awards	<p>He has been serving RACL since 1987, with his sincerity, dedication and hard work he was elevated to the level of Senior General Manager – Tech in 1997. Under his able guidance and technical expertise RACL has been recognized as a leading supplier of Transmission Gears to world renowned domestic OEM and export customers. RACL has been awarded Silver trophy for excellence in Exports by EEPC and Bronze Trophy, Silver Trophy and most prestigious Gold Trophy for excellence in Exports regularly for 3 years for 2010, 2011 and 2013 by ACMA. Due to his dedicated efforts the company has turned around & has been earning good profits for the last 16 years. He was elevated as Whole time Director of the company on 23.8.2002 and was designated as Managing Director w.e.f. 24.4.2004 and Chairman & Managing Director w.e.f. 29.01.2008.</p>	<p>He has been serving RACL since 1997 and he has successfully undertaken various assignments entrusted to him. He was appointed a member of the Executive Committee. Due to his dedicated efforts for the company, he has been elevated as a whole time Director of the company w.e.f. 22.10.2002 and was designated as a whole time Director & Chief financial Officer w.e.f. 01.09.2014 and has been serving in that capacity since then.</p>
4.	Job Profile and his suitability	<p>He is the Chairman & Managing Director of the Company and devoted whole time attention to the management of the affairs of the Company.</p>	<p>He is the Whole Time Director & Chief Financial Officer of the Company and devoted whole time attention to the management of the affairs of the company, specifically related to the Finance & Accounts and Secretarial department.</p>
5.	Remunerations proposed	<p>Salary, other perquisites and other terms as fully set out in the statement of item no. 5 of the Notice.</p>	<p>Salary, other perquisites and other terms as fully set out in the statement of item no. 6 of the Notice.</p>
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position & person	<p>Considering the responsibility shouldered by him, remuneration paid to Chairman & Managing Director (Professional Director) and proposed to him is comparatively low with Industry standards and Board level positions held in similar sized and similarly positioned Organisations.</p>	<p>Considering the responsibility shouldered by him, remuneration paid to Whole-time Director & CFO (Professional Director) and proposed to him is comparatively low with Industry standards and Board level positions held in similar sized and similarly positioned Organisations.</p>
7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	<p>Mr. Gursharan Singh does not have any pecuniary relationship directly or indirectly with the Company except remuneration drawn as Chairman & Managing Director.</p> <p>Except Mrs. Narinder Paul Kaur, Non-executive Non- Independent Director and Mr. Prabh Mehar Singh, Vice President of the company, He is not related to any Director or managerial personnel or employee of the Company.</p>	<p>Mr. Dev Raj Arya does not have any pecuniary relationship directly or indirectly with the Company except remuneration drawn as Whole time Director & CFO.</p> <p>He is not related to any Director or managerial personnel or employee of the Company.</p>

III. OTHER INFORMATION

1.Reasons for loss or inadequate profits	The company has earned profits, but the profits may in-adequate as per section 197 of the Companies Act, 2013, to cover up the remuneration / payable to the Chairman & Managing Director and Whole Time Director & CFO of the Company. There is no specific reason for inadequate profits. Their Remuneration has been fixed under schedule within the limit specify therein.
2. Steps taken or proposed to be taken for improvement.	<p>The Company has adopted the following measures to improve the profitability:</p> <ul style="list-style-type: none"> • Widening of customer base and better market penetration, especially in overseas market. • Conscious effort to develop products/customers base in alternate market segments. • Technology upgradation by way of investing in state of the art machinery to meet stringent quality requirements of customers. • Focus on significant improvements in operating costs. • Cost control in all areas. • Improvement in OE & Export Sales, Improving the quality to make products competitive in Indian & Overseas markets. • Deeper penetration / product development in OEM market as well as replacement market in India and abroad. • Modernisation of existing facilities to improve overall operating efficiency and gear up for catering to higher demand from OEMs.
3.Expected increase in productivity and profits in measurable terms	The Company has a healthy order book, which should result in stable revenue generation and resulting profitability.

DISCLOSURES

The requisite disclosures of remuneration package etc. have been mentioned in the statement appended in this Notice. At present, there is no stock option scheme available in the Company. The Disclosures are regularly provided in the Annual Report.

**By order of the Board
For RACL Geartech Limited**

**Sd/-
Hitesh Kumar
Company Secretary & Compliance Officer**

**Place: Noida
Date: 09th August, 2019
Regd. Office: 15th Floor, Eros Corporate Tower,
Nehru Place, New Delhi-110019, INDIA
Ph. : +91-11-66155129
e-Mail - investor@raclgeartech.com**

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company. However, a member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

The instrument of proxy in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. The relevant Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Businesses set out in Item Nos. 4 to 6 of the accompanying Notice is annexed hereto.
3. The particulars in respect of Directors seeking appointment/ re-appointment in the forthcoming Annual General Meeting as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are available with the notice of 36th AGM. The directors have furnished the requisite consent/ declaration for their appointment/ re-appointment.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Sunday, 22nd September, 2019 to Saturday, 28th September, 2019 (Both days inclusive) for the purpose of the 36th AGM.
5. Members are requested to be in their seats at the meeting hall before the scheduled time for commencement of the meeting.
6. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution/ Authority letter authorizing their representative to attend and vote on their behalf at the meeting.
7. Members holding more than one share certificate in the same name or joint names in same order but under different Ledger Folios, are requested to apply for consolidation of such Folios and send the relevant share certificates to the Registrars and Share Transfer Agents to enable them to consolidate all such holdings into one single Account.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form can submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
9. In case the mailing address mentioned on this Annual Report is without Pin-code, Members are requested to kindly notify their Pin-codes immediately to the Company/ RTA.
10. This notice is being issued having regard to provisions of Section 108 of the Companies Act, 2013, and the rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of applicable act(s) and rule(s).
11. The Annual Report for the Financial year 2018-19, Notice of 36th Annual general Meeting (AGM) and instructions for remote e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose email IDs are registered with the Company/depository participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of these documents is being sent in the permitted mode. Members may also note that these documents will be available on the Company's website, www.raclgeartech.com
12. Members are requested to register/ update their e-mail IDs with their respective Depository Participant(s)/ or with Company for shares in electronic form (Demat) or in physical form, respectively.

13. Pursuant to SEBI Notification dated 8th June, 2018 and as amended, we hereby apprise you that w.e.f. 01.04.2019, transfer of securities not processed unless securities are held in dematerialized form with a depository. In other words, request for transfer of shares held in physical form not processed w.e.f. 01.04.2019 and it shall be mandatory to Demat the securities for getting the shares transferred.

Accordingly, all members holding shares in physical form are further advised to convert their shareholding from physical form to Demat with a depository participant of their choice.

14. Members are requested to bring their duly filled in attendance slips sent herewith while attending the Annual General Meeting.
15. The relevant documents will also be displayed on the Investors section of the Company on www.raclgeartech.com and copies of the said documents will also be available for inspection by the members at the Registered Office of the Company during normal business hours on working days up to the date of the meeting.
16. Voting through Electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of applicable act(s) and rule(s), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 36th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The Facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commencing on 25th September, 2019 (09.00 A.M.) and ends on 27th September, 2019 (5.00 P.M.). During this period member of the company, holding shares either in physical form or in dematerialized form, as on the cut of date of 21st September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by the NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change subsequently.

V. The process and manner for remote e-voting are as under:

A. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/ Depository Participants(s)):

- a. Open e-mail and open PDF file viz. "RACL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
- b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
- c. Click on Shareholder-Login.
- d. Put user ID and password as initial password noted in step (i) above. Click Login.
- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select “**EVEN – 111554**” of “RACL Geartech Limited”.
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - j. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to kk.malhotra2003@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case of Members receiving Physical copy of Notice of 36th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
- a. Initial password is provided with the Attendance Slip for the 36th AGM.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of <http://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 21st September, 2019.
- X. Member(s) can opt for only one mode of voting i.e. either physical voting through ballot or e-voting. In case a member has used both means then vote cast by e-voting will alone be treated as valid.
- XI. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2019, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or to Mr. Shrawan Mangla, MAS Services Limited (RTA), Tel: (011) 26387281 - 82 - 83 e-Mail : info@masserv.com
- XII. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XIV. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 21st September, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting at the venue of AGM through ballot paper.
- XV. Mr. K. K. Malhotra, Company Secretary in Whole time Practice (Membership No. FCS-1410 & CP No. 446), Partner, K. K. Malhotra & Company, Company Secretaries has been appointed as the Scrutinizer, for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- XVI. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, through Ballot Paper, as will be provided by the Company, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XVII. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. www.raclgeartech.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange i.e. BSE Limited.

**By order of the Board
For RACL Geartech Limited**

**Sd/-
Hitesh Kumar
Company Secretary & Compliance Officer**

Place: Noida

Date: 09th August, 2019

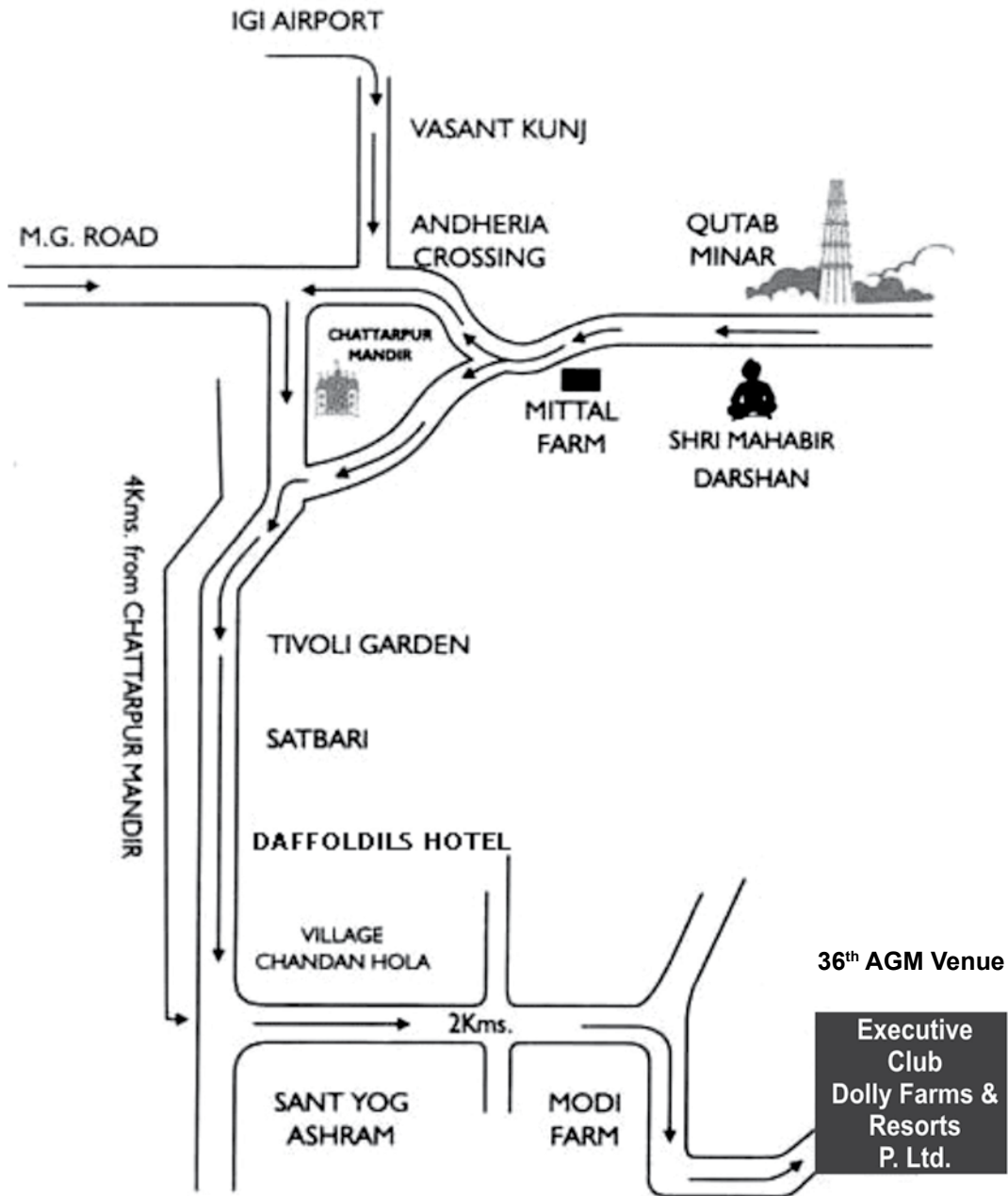
**Regd. Office: 15th Floor, Eros Corporate Tower,
Nehru Place, New Delhi-110019, INDIA**

Ph. : +91-11-66155129

e-Mail - investor@raclgeartech.com

ROUTE MAP TO 36th ANNUAL GENERAL MEETING

RACL Geartech Limited
Venue : The Executive Club, Dolly Farms & Resorts Pvt. Ltd.
439, Village Shahoopur, P.O. Fatehpur Beri, New Delhi-110074
Date: 28th September, 2019 (Saturday) & Time: 11:30 A.M.





RACL Geartech Limited
Registered Office: 15th Floor, Eros Corporate Tower, Nehru Place, New Delhi – 110019, India
Tel: (011) 66155129
e-Mail: Info@raclgeartech.com Website: www.raclgeartech.com
CIN: L34300DL1983PLC016136

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of member(s)		e-mail Id	
Registered address		Member's Folio No. / DP ID - Client ID	

I/We, being the member(s) of shares of RACL Geartech Limited hereby appoint:

- 1) Name e-mail Id
Address Signature,or failing him/her.
- 2) Name e-mail Id
Address Signature,or failing him/her.
- 3) Name e-mail Id
Address Signature,or failing him/her.

as my/our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 36th Annual General Meeting of members of the Company, to be held on Saturday, the 28th September, 2019 at 11:30 A.M. at The Executive Club, Dolly Farms & Resorts Pvt. Ltd., 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi - 110074, India and/ or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu- tion No.	Resolution	Vote*	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31 st March, 2019, including the Audited Balance Sheet as at 31 st March, 2019, the respective Statements of Profit & Loss and Cash Flow for the year ended as on that date and the accompanying Notes thereto, along with the reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)		
2.	To consider and appoint a Director in place of Mr. Dev Raj Arya (DIN: 00057582), Whole-time Director & CFO, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)		
3.	To ratify the appointment of Gianender & Associates, Chartered Accountants [Firm Registration No. 004661N], Statutory Auditors of the Company, and to fix their remuneration. (Ordinary Resolution)		

Special Business			
4.	Appointment of Mr. Anil Sharma (DIN: 00157911) as Non-Executive Non-Independent Director of the company and payment of retainership fees/ remunerations to him. (Special Resolution)		
5.	Approval of remuneration of Mr. Gursharan Singh (DIN: 00057602), Chairman and Managing Director. (Special Resolution)		
6.	Re-appointment of Mr. Dev Raj Arya (DIN: 00057582) as Whole-time Director & Chief Financial Officer and payment of remuneration to him. (Special Resolution)		

** It is optional to indicate your preference. If you leave the 'for or against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.*

As witness my/our hand(s), this day of 2019.

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp
here

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company/Depository Participant.



RACL Geartech Limited

CIN : L34300DL1983PLC016136

Regd. Off. : 15th Floor, Eros Corporate Tower, Nehru Place, New Delhi-110019, INDIA

Tel : 011-66155129, Fax : 0120-4588513

e-Mail : info@raclgeartech.com Website : www.raclgeartech.com



ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN	NO. OF SHARES

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	From 09.00 A.M. (IST) on 25 th September, 2019
End of remote e-voting	Upto 05.00 P.M. (IST) on 27 th September, 2019

The remote e-voting will not be allowed beyond the aforesaid date & time and the remote e-voting module shall be disabled by National Securities Depository Limited (NSDL) thereafter.

The cut-off date (i.e. the record date) for the purpose of remote e-voting is 21st September, 2019.

----- TEAR HERE -----



RACL Geartech Limited

CIN : L34300DL1983PLC016136

Regd. Off. : 15th Floor, Eros Corporate Tower, Nehru Place, New Delhi-110019, INDIA

Tel : 011-66155129, Fax : 0120-4588513

e-Mail : info@raclgeartech.com Website : www.raclgeartech.com

ATTENDANCE SLIP

36th Annual General Meeting (AGM), 28th September, 2019

Regd. Folio No. / DP ID - Client ID : _____

Name & Address of First/Sole Shareholder
(In Block Letters) : _____

Name of Proxy (if any)
(In Block Letters) : _____

No. of Shares held : _____

I/We hereby record my/our presence at the 36th Annual General Meeting of the Company on Saturday, the 28th day of September, 2019, at 11:30 A.M. at The Executive Club, Dolly Farms and Resorts Pvt. Ltd., 439, Sahoorpur, P. O. Fatehpur Beri, New Delhi - 110074, (INDIA).

*Strike out whichever is not applicable.

Signature of Member/Proxy/Representative*

Notes:

- Member / Proxy who wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.
- Electronic copy of the Annual Report 2018-19 and Notice of the 36th Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose e-Mail address registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
- Physical copy of the Annual Report 2018-19 and Notice of the 36th AGM along with Attendance Slip and Proxy Form is sent in the permitted mode to all the members whose e-Mail is not registered or have requested for a hard copy.

Instructions for remote e-Voting:

- I In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable act(s) and regulation(s), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 36th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II The Facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV The remote e-voting period commencing on 25th September, 2019 (09.00 A.M.) and ends on 27th September, 2019 (05.00 P.M.). During this period member of the company, holding shares either in physical form or in dematerialized form, as on the cut of date of 21st September, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by the NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change subsequently.
- V **The process and manner for remote e-voting are as under:**
 - A **In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/ Depository Participants(s)):**
 - a Open e-mail and open PDF file viz. "RACL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
 - c Click on Shareholder-Login.
 - d Put user ID and password as initial password noted in step (i) above. Click Login.
 - e Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g Select "**EVEN - 111554**" of "**RACL Geartech Limited**".
 - h Now you are ready for remote e-voting as Cast Vote page opens.
 - i Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution with Authority letter together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to kk.malhotra2003@gmail.com with a copy marked to evoting@nsdl.co.in.
 - B **In case of Members receiving Physical copy of Notice of 36th Annual General Meeting (AGM) (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
 - a Initial password is provided with the Attendance Slip for the 36th AGM.
 - b Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- VI In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of <http://www.evoting.nsd.com> or call on toll free no.: 1800-222-990.
- VII If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 21st September, 2019.
- X Member(s) can opt for only one mode of voting i.e. either physical voting through ballot or e-voting. In case a member has used both means then vote cast by e-voting will alone be treated as valid.
- XI Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2019, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or to Mr. Shrawan Mangla, MAS Services Limited (RTA), Tel: (011) 26387281 - 82 - 83 e-Mail : info@masserv.com
- XII However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsd.com or contact NSDL at the following toll free no.: 1800-222-990.
- XIII A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XIV A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 21st September, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XV Mr. K. K. Malhotra, Company Secretary in Whole time Practice (Membership No. FCS-1410 & CP No. 446), Proprietor, K. K. Malhotra & Company, Company Secretaries has been appointed as the Scrutinizer, for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XVI The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, through Ballot Paper as will be provided by the Company, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XVII The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVIII The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. www.raclgeartech.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange i.e. BSE Limited.