



# RACL Geartech Ltd.

Corporate Office

B-9, Sector-3, Noida, Uttar Pradesh-201301, INDIA

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Web: www.raclgeartech.com E-mail: info@raclgeartech.com

Thursday, 20<sup>th</sup> June, 2019

REF. NO. RACL/ BSE/ 2019-20

The Manager - Listing  
BSE Limited  
25<sup>th</sup> Floor, P. J. Towers,  
Dalal Street,  
Mumbai - 400 001

Scrip Code No. 520073

**SUB : Voting results of the First Extra-Ordinary General Meeting (1<sup>st</sup> EGM) in terms of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Scrutinizer's Report**

Dear Sir,

Further to our letter dated 20<sup>th</sup> June, 2019 and Pursuant to the Regulation 44(3) or any other applicable regulation(s) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions of the Companies Act, 2013, please find enclosed herewith the following:

1. Consolidated Scrutinizer's Report for the voting results of First Extra-Ordinary General Meeting (1<sup>st</sup> EGM) of the company held on Wednesday, 19<sup>th</sup> June, 2019. (Annexure - 1)
2. Voting results (including remote e-Voting and Poll conducted at EGM) of the First Extra-Ordinary General Meeting (1<sup>st</sup> EGM) of the company. (Annexure - 2)

Resolution set forth in the notice of 1<sup>st</sup> EGM was approved by the members/ Shareholders of the company with requisite majority.

Kindly take the above information on your records and oblige.

Thanking you,

Yours Sincerely,  
For RACL Geartech Limited

**HITESH KUMAR  
COMPANY SECRETARY &  
COMPLIANCE OFFICER**



Encl.: as above

Registered Office

15th Floor, Eros Corporate Tower, Nehru Place, New Delhi-110019, INDIA

Phone: +91-11-66155129

CIN: L34300DL1983PLC016136

D-U-N-S Number: 65-013-7086



TS 16949 : 2009  
TS 518901 - 000





Annexure-1

## CONSOLIDATED SCRUTINIZERS' REPORT

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, Rule 21 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Chairman  
**RACL Geartech Limited,**  
CIN L34300DL1983PLC016136  
**15th Floor, Eros Corporate Tower,**  
**Nehru Place, New Delhi- 110019**

**Re:** Report on remote e-voting and voting by Poll conducted at First Extra-Ordinary General Meeting (EGM) of **RACL Geartech Limited** held on Wednesday, 19<sup>th</sup> June, 2019 at The Executive Club, Dolly Farms & Resorts Pvt. Ltd., 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi - 110074, India.

Dear Sir,

I, K.K. Malhotra, Company Secretary in whole-time practice was appointed as Scrutinizer to scrutinize the remote e-Voting process and also voting by means of Poll at the EGM and for ascertaining the requisite majority on remote e-Voting and also on poll through written ballots, carried out for the resolution proposed to be passed under the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or other applicable Act(s) or Regulation(s), if any, on the resolution mentioned in the notice of First Extra-Ordinary General Meeting of the members of the Company held on Wednesday, 19<sup>th</sup> June, 2019 at The Executive Club, Dolly Farms & Resorts Pvt. Ltd., 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi - 110074



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1. The remote e-Voting period remained open from Sunday, 16<sup>th</sup> June, 2019(9:00 A.M.) and ended on Tuesday, 18<sup>th</sup> June, 2019 (5:00 P.M.) on the designated website <https://www.evoting.nsdl.com/> of National Securities Depository Limited (NSDL).
2. The Company has appointed National Securities Depository Limited (NSDL), as the service provider, for providing the facility of remote e-Voting. The service provider has provided a system for recording the votes of the shareholders electronically on the item of the business (Special business) sought to be transacted at the First Extra-Ordinary General Meeting (EGM) of the Company.
3. The members of the Company as on the "cut off date" " i.e. 12<sup>th</sup> June, 2019 were entitled to avail the facility of remote e-Voting on the proposed resolution (Item No. 1) as set out in the notice dated 24<sup>th</sup> May, 2019.
4. In line with the provisions of Companies Act, 2013 and in the terms of the clarification issued by Ministry of Corporate Affairs, voting by show of hands was not permitted at the General Meeting because remote e-Voting was offered to the members. Therefore, the Chairman ordered for poll through written ballots at the EGM as per Rule 21 of the Companies (Management and Administration) Rules, 2014.
5. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the EGM of the Company. My responsibilities as scrutinizer are restricted to make a Scrutinizer's Report of the votes cast "For" or "Against" the resolution stated in the notice of EGM.
6. After Completion of Poll at the EGM, votes casted by the members were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was maintained containing the particulars of the members who participated in Poll at the EGM.

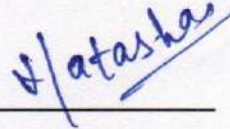




7. Thereafter, the votes casted through remote e-Voting were unblocked after completion of Poll at the EGM in the presence of two witnesses, Mr. Shakti Prakash Dwivedi R/o: C-2/1, New Govind Pura, Krishna Nagar, New Delhi- 110051, India and Ms. Natasha Gupta R/o: 2015/157, Tri Nagar, Ganesh Pura, New Delhi- 110035, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



(Shakti Prakash Dwivedi)



(Natasha Gupta)

8. Based on the reports generated from the remote e-voting system provided by National Securities Depository Limited(NSDL) and votes casted on Poll at the EGM, we submit the consolidated reports/results of remote e-voting and Poll as under:





## Resolution 01- Special Resolution

To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION.

Issue and allotment of 5,00,000 (Five Lakh) equity shares of the Company on a preferential allotment basis through private placement.

Mode	No. of Voters/ Members	Total Votes/ Shares	Invalid		Favour		Against	
			Voters	No. of Votes	Voters	No. of Votes	Voters	No. of Votes
Remote e-Voting	11	3755070	4	*3489648	7	265422	0	0
Ballot Voting	145	1023900	11	**79	134	1023820	1	1
<b>TOTAL</b>	<b>156</b>	<b>4778970</b>	<b>15</b>	<b>3489727</b>	<b>141</b>	<b>1289242</b>	<b>1</b>	<b>1</b>

Total Valid Votes (Total Votes-Invalid and less voted) = (4778970-3489727) = 1289243

Votes in Favour (% of Total Valid Votes) = (1289242/1289243) \*100 = 99.99%

Votes in Against (% of Total Valid Votes) = (01/1289243)\*100 = 0.01%

\* Since from the Promoters/ Promoter group Mr. Gursharan Singh, Mrs. Narinder Paul Kaur, Mr. Prabh Kumar Singh and Aadhar Infosystems Private Limited are interested (being related parties) in the given Resolution No. 1, hence their votes i.e. 3489648 were considered as invalid.

\*\* 79 votes of non- promoters were considered as invalid due to mismatch of signature and incompleteness of ballot paper.





9. All the papers relating to voting by electronic means shall remain in the safe custody of Scrutinizers, until the Chairman considers, approves and signs the minutes of First EGM and thereafter, the Scrutinizer shall handover the related papers to the company.
10. Based on the above voting, all resolution carried on with requisite majority, accordingly we request the Chairman of the First EGM, to announce the result of the meeting.

Thanking You,



Yours faithfully,

K.K. Malhotra,  
Practicing Company Secretary,  
FCS No. 1410, C.P No. 446

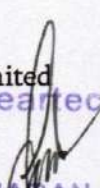
Date: 20-06-2019

Place: New Delhi

Countersigned by:

For RACL Geartech Limited

For RACL Geartech Ltd.

  
GURSHEERAN SINGH


(Chairman & Managing Director)

(DIN: 00057602)

Annexure-2

General information about company	
Scrip code	520073
NSE Symbol	
MSEI Symbol	
ISIN	INE704B01017
Name of the company	RACL Geartech Limited
Type of meeting	EGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	19-06-2019
Start time of the meeting	11:00 AM
End time of the meeting	11:45 AM

For RACL Geartech Ltd.

  
GURSHARAN SINGH  
Chairman & Managing Director



Scrutinizer Details	
Name of the Scrutinizer	Kamal Kumar Malhotra
Firms Name	K. K. Malhotra & Company
Qualification	CS
Membership Number	F - 1410
Date of Board Meeting in which appointed	24-05-2019
Date of Issuance of Report to the company	20-06-2019

For RACL Geartech Ltd.

  
GURSHARAN SINGH  
Chairman & Managing Director



Voting results	
Record date	12-06-2019
Total number of shareholders on record date	8364
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	4
b) Public	145
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	1
Disclosure of notes on voting results	

For RACL Geartech Ltd.



GURSHARAN SINGH  
Chairman & Managing Director



Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Issue and allotment of 5,00,000 (Five Lakh) equity shares of the Company on a preferential allotment basis through private placement.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5256257	263309	5.0094	263309	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		5256257	263309	5.0094	263309	0	100
Public- Institutions	E-Voting	500	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		500	0	0	0	0	0
Public- Non Institutions	E-Voting	5024843	2113	0.0421	2113	0	100	0
	Poll		1023821	20.3752	1023820	1	99.9999	0.0001
	Postal Ballot (if applicable)							
	Total		5024843	1025934	20.4172	1025933	1	99.9999
Total		10281600	1289243	12.5393	1289242	1	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Textual Information(1)	

For RACL Geartech Ltd.



GURSHARAN SINGH  
Chairman & Managing Director



Text Block	
Textual Information(1)	<p>* Since from the Promoters/ Promoter group Mr. Gursharan Singh, Mrs. Narinder Paul Kaur, Mr. Prabh Kumar Singh and Aadhar Infosystems Private Limited are interested (being related parties) in the given Resolution No. 1, hence their votes i.e. 3489648 were considered as invalid.</p> <p>**79 votes of non-promoters were considered as invalid due to mismatch of signature and incompleteness of ballot paper.</p>

For RACL Geartech Ltd.



GURSHARAN SINGH  
Chairman & Managing Director



Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	3489648
Public Insitutions	
Public - Non Insitutions	79

For RACL Geartech Ltd.

  
GURSHARAN SINGH  
Chairman & Managing Director



  
For RACL Geartech Ltd.  
GURSHARAN SINGH  
Chairman & Managing Director

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