



RACL Geartech Limited

**NOTICE OF THE
FIRST EXTRA-ORDINARY
GENERAL MEETING**

CIN: L34300DL1983PLC016136

Registered Office: 15th Floor, Eros Corporate Tower, Nehru Place, New Delhi – 110019, India

Phones: +91-11-66155129 Fax No.: +91-120-4588513

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

Notice is hereby given that the **First Extra-Ordinary General Meeting (1st EGM)** of the members of **RACL Geartech Limited** will be held on **Wednesday, 19th June, 2019 at 11.00 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:

SPECIAL BUSINESS:

Item No. 1- Issue and allotment of 5,00,000 (Five Lakh) equity shares of the Company on a preferential allotment basis through private placement:

To consider and if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, as amended from time to time (“Act”), and all other applicable provisions, if any, of the Act, and in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time (“Allotment Rules”), all other applicable provisions, if any, of the Allotment Rules, and in accordance with the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time (“Capital Rules”), all other applicable provisions, if any, of the Capital Rules, subject to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (“ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, the Reserve Bank of India and other competent authorities, institutions bodies and/ or any other regulatory and statutory authorities, institutions or bodies (hereinafter collectively referred to as the “Competent Authorities”) enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into between the Company with BSE Limited (“BSE”), where the equity shares of the Company are listed (“Listing Agreement”), subject to required approvals, consents, permissions and/or sanctions of the Competent Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board by this resolution) the consent of the members of the Company be and is hereby accorded to issue, offer and allot 5,00,000 (Five Lakh) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten Only) each (“Equity Shares”) on preferential allotment basis through private placement, at a price of Rs. 72.50 (Seventy-two Rupees Fifty Paise Only) [including a premium of Rs. 62.50 (Sixty-two Rupees Fifty Paise Only)] per Equity Share aggregating to Rs. 3,62,50,000/- (Rupees Three Crores Sixty-two Lakh fifty Thousands only), which is higher than the price arrived at in accordance with the ICDR Regulations or such other issue price as may be determined as per the provisions of ICDR Regulations or other applicable acts(s)/ Regulation(s), to the following subscriber:

Sr. No.	Details of Subscriber	Number of Equity Shares (Face value of Rs. 10/- per share)	Consideration (including premium) (In Rs.)
1.	Mr. Gursharan Singh, Promoter/ Chairman & Managing Director Address: D-98, Sector-36, Noida, Gautam Budh Nagar, Uttar Pradesh – 201301, India	5,00,000	3,62,50,000

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be 20th May, 2019, being the date falling 30 (thirty) days prior to the date of First Extra-Ordinary General Meeting (1st EGM) to be held on 19th June, 2019.

RESOLVED FURTHER THAT the aforementioned issue and allotment shall be made on following terms and conditions:

- a) The said Equity Shares shall be listed on the BSE Limited on which the existing equity shares of the Company are listed.
- b) The Equity Shares shall only be allotted in dematerialized form to the Subscriber, within a period of 15 (Fifteen) days from the date of passing of this Special Resolution,

provided that where any application for any approval or permission by any Competent Authority is pending, the period of 15 (Fifteen) days shall be counted from the date of receiving such approval or permission, as the case may be or such other extended period as may be permitted under ICDR Regulations or other applicable acts(s)/ Regulation(s).

- c) The said Equity Shares to be allotted to the Subscriber shall be freely transferable from the date of allotment, subject to applicable lock-in requirements as prescribed by the ICDR Regulations and other applicable laws, as applicable from time to time.
- d) The monies received by the company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the company in a separate bank account and shall be utilized by the Company in accordance with the provisions of Section 42 of the Companies Act, 2013 or other applicable provisions of other acts(s)/ Regulation(s).

RESOLVED FURTHER THAT the Board be and is hereby entitled to vary, modify or alter any of the foregoing terms and conditions to conform to those as may be prescribed by the Competent Authorities or otherwise as the Board may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares, on preferential allotment basis, as may be required to be issued and allotted to the Subscriber and that the said Equity Shares shall rank, in all respects, pari-passu with the existing equity shares of the Company including but not limited to dividend and other corporate benefits.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary, proper, desirable or expedient for such purpose, including issue and finalization of the private placement offer letter in the prescribed format of the Form PAS-4, finalizing the form of application, entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be required, and also to seek listing of the said Equity Shares on BSE, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the said Equity Shares and in complying with any regulations, as it may in its absolute discretion deem fit and for matters connected therewith or incidental thereto, without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors and / or to one or more Directors and / or officer(s) of the Company.”

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

Sd/-

**Hitesh Kumar
Company Secretary & Compliance Officer**

**Place: Noida
Date: 24th May, 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 OF FIRST EXTRA-ORDINARY GENERAL MEETING (1st EGM) OF RACL Geartech Limited

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

Item No. 01. Issue and allotment of 5,00,000 (Five Lakh) equity shares of the Company on a preferential allotment basis through private placement:

Details required under Section 102 of the Companies Act, 2013, and Regulation 73 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

The Company has achieved substantial growth in business specifically in export business in last few years by virtue of long term business tie up with select global automotive manufacturers in Europe and Japan. The Company had to carry out substantial investments towards creating desired infrastructure and manufacturing capabilities to cater to delivery and quality requirements of global customers. Export business required latest technologies and equipments. Moreover, export business has very high receivables time. Company has already approached to the bankers for additional funds for procurement of Plant & Machinery and other latest Technology, Equipments. Bankers of the company keep on advising to raise the equity capital which is a permanent source of funds to come over this situation.

With a view to raise permanent funds in the company, the Board of Directors of the company contemplates to raise additional equity capital to meet the needs of the business for operational and general corporate requirements, the Board has approved, subject to the approval of the members/shareholders, the allotment and issue of up to allot 5,00,000 (Five Lakh) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten Only) each ("Equity Shares") on preferential allotment basis through private placement, at a price of Rs. 72.50 (Seventy-two Rupees Fifty Paise Only) [including a premium of Rs. 62.50 (Sixty-two Rupees Fifty Paise Only)] per Equity Share aggregating to Rs. 3,62,50,000/- (Rupees Three Crores Sixty-two Lakh fifty Thousands only), which is higher than the price arrived at in accordance with the ICDR Regulations or such other issue price as may be determined as per the provisions of ICDR Regulations, as amended from time to time, or other applicable acts(s)/ Regulation(s) and on such terms and conditions and at such time as mentioned in the resolution at Item No. 01 of this Notice.

Under Section 42 and Section 62 of the Companies Act, 2013 ("Companies Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Allotment Rules"), and the Companies (Share Capital and Debentures) Rules, 2014 ("Capital Rules"), a company may, by Special Resolution, authorize the issue of shares on a private placement and preferential basis, subject to the conditions prescribed thereunder. The Board has accordingly decided to seek the approval of the members of the Company by Special Resolution for the issue of the aforesaid Equity Shares to the following Subscriber:

Sr. No.	Details of Subscriber	Number of Equity Shares (Face value of Rs. 10/- per share)	Consideration (including premium) (In Rs.)
1.	Mr. Gursharan Singh, Promoter/ Chairman & Managing Director Address: D-98, Sector-36, Noida, Gautam Budh Nagar, Uttar Pradesh – 201301, India	5,00,000	3,62,50,000

Details as required under the provisions of the Companies Act, 2013, ICDR Regulations or other applicable acts(s)/ Regulation(s), are furnished as under:

Details as required under Rule 13 of the Capital Rules and Rule 14 of the Allotment Rules of the Companies Act, 2013 are stated below:

Sr. No.	Particulars	Details
1.	The objects of the issue	Raise additional funds for the business, operational and general corporate requirements of the Company, including for funding working capital of the Company.
2.	The total number of securities to be issued	5,00,000 Equity Shares
3.	The price or price band at/within which the allotment is proposed	Rs. 72.50 (Seventy-two Rupees Fifty Paise Only) [including a premium of Rs. 62.50 (Sixty-two Rupees Fifty Paise Only)]
4.	Basis or justification on which the price has been arrived at	As per ICDR Regulations
5.	Relevant date with reference to which the price has been arrived at	20 th May, 2019
6.	The class or classes of persons to whom the allotment is proposed to be made	Promoter/ Director/ Key Managerial Personnel
7.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	Mr. Gursharan Singh, Promoter/ director/ key Managerial Personnel of the company is Subscribing to the said offer.
8.	The proposed time within which the allotment shall be completed	Within 15 days from the date of the approvals and permissions from the Competent Authorities
9.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Mr. Gursharan Singh, Promoter/ Chairman & Managing Director 39,29,097 (Thirty-Nine Lakh Twenty-Nine thousand Ninety-Seven) Equity Shares 36.44% of Total Paid-up share capital.
10	The change in control, if any, in the company that would occur consequent to the preferential offer	No change in control
11	The number of persons to whom allotment on preferential basis have already been made during the financial year, in terms of number of securities as well as price	Not Applicable
12	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	Not Applicable

Details as required under Companies Act, 2013 and ICDR Regulations are set out below:

Shareholding Pattern of the issuer (Company) before (pre-issue) and after (post-issue) the preferential issue of equity shares involved in the present resolution are stated below:

Sr. No.	Category	Pre issue shareholding (as on 17.05.2019)		Post issue shareholding	
		No. of Shares Held	% of Total share-holding	No. of Shares Held	% of Total Share-holding
(A)	Promoter's Holding				
(1)	Indian:				
(a)	Individuals	3708916	36.08	4208916	39.04
(b)	Body Corporate and Financial Institution	1540437	14.98	1540437	14.28
	Sub-Total (A)(1)	5249353	51.06	5749353	53.32
(2)	Foreign Promoters	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-
	Total Promoter's Holding (A)=(A)(1)+(A)(2)	5249353	51.06	5749353	53.32
(B)	Non-Promoter's Shareholding:				
(1)	Institutional Investors				
(a)	Mutual Fund / UTI / Insurance Co's/ Foreign Institutional Investors (FII)	-	-	-	-
(b)	Financial Institutions/ Banks	500	0.01	500	0.01
	Sub-Total (B)(1)	500	0.01	500	0.01
(2)	Non-Institution:				
(a)	Private Corporate Bodies	250852	2.44	250852	2.33
(b)	Directors including KMP and their relatives	61700	0.60	61700	0.57
(c)	Indian Public (Individuals)	3561991	34.64	3561991	33.04
(d)	Others (including NRIs)	1157204	11.25	1157204	10.73
	Sub-Total (B)(2)	5031747	48.93	5031747	46.67
	Total Non-Promoter's Shareholding (B) = (B)(1)+(B)(2)	5032247	48.94	5032247	46.68
	GRAND TOTAL (A+B)	10281600	100	10781600	100

Details as required under the ICDR Regulations are set out below:

a) Object of the preferential issue:

The proceeds of the preferential offer are proposed to be used for the business, operational and general corporate requirements of the Company, including for funding working capital of the Company.

b) Proposal/Intention of the promoters, Directors or Key Managerial Personnel of the Issuer (Company) to subscribe to the offer:

Mr. Gursharan Singh, Promoter/ director/ key Managerial Personnel of the company is subscribing to the offer.

c) Shareholding Pattern before and after issue of the Subscription Shares:

Shareholding Pattern before and after issue of the Subscription Shares is stated above and the part of this explanatory statement.

d) Proposed time limit within which Preferential issue/allotment will be completed:

The proposed allotment of the Equity Shares will be completed within 15 days period from the later of: (i) Date of passing of the Special Resolution; and (ii) the receipt of approval / permission from any regulatory authority(ies) / competent authority(ies) (If required).

e) Identity of [the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control] the proposed allottee, the percentage of post preferential issue capital that may be held by him and change in control, if any, in the issuer (Company) consequent to the preferential issue:

Sr. No.	Particulars	Subscriber
1	Details of the Subscriber	Mr. Gursharan Singh, Promoter/ Chairman & Managing Director Address: D-98, Sector – 36, Noida, Gautam Budh Nagar, Uttar Pradesh – 201301, India
2.	Category / Class of Subscriber	Promoter/ Director/ Key Managerial Personnel
3	Number of Equity shares and percentage (%) of total shareholding held by the proposed allottee (Investor) prior to preferential issue.	34,29,097 (Thirty-Four Lakh Twenty-Nine Thousand Ninety-Seven) Equity Shares, 33.35% of Total Paid-up Share Capital.
4	Number of Equity shares and percentage (%) of post preferential issue capital that may be held by the proposed Allottee (Investor)	39,29,097 (Thirty-Nine Lakh Twenty-Nine thousand Ninety-Seven) Equity Shares 36.44% of Total Paid-up share capital.
5.	Change in Control	There will be no change in the control or Composition of the Board of Directors of the company consequent to the said issuances.

f) Undertaking that the Issuer (Company) shall re-compute the price of the specified securities (equity shares) in terms of the provision of these regulations where it is required to do so:

The issuer (Company) hereby undertakes that it shall re-compute the price of the specified securities (equity shares) in terms of the provisions of the ICDR Regulations, in case it is required to do so.

- g) Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities (equity shares) shall continue to be locked-in till the time such amount is paid by the proposed allottee (Investor).**

The company undertakes that if the amount payable on re-computation of the price is not paid within the time stipulated in the ICDR Regulations, the specified securities (equity shares) shall continue to be locked-in till the time such amount is paid by the proposed allottee (Investor).

h) Pricing of the Issue:

The Equity Shares will be issued at a price of Rs. 72.50 (Seventy-two Rupees Fifty Paise Only) [including a premium of Rs. 62.50 (Sixty-two Rupees Fifty Paise Only)] being a price arrived at as per the provisions stipulated in the ICDR Regulations. Since, the Equity Shares have been listed on a recognized stock exchange for more than 26 weeks and accordingly, the Company shall not be required to recompute the price per Equity Share.

The “Relevant Date” for the purpose of calculating the price of the Equity Shares shall be 20th May, 2019, being the date falling 30 (thirty) days prior to the date of First Extra-Ordinary General Meeting (1st EGM) for passing of this Special Resolution, being 19th June, 2019

“Stock Exchange” shall mean BSE Limited.

i). LOCK-IN

The equity shares to be allotted on preferential basis shall be subject to lock-in period as provided in the ICDR Regulations and other applicable provisions of any other act(s) or regulation(s), for the time being in force.

j) Other disclosures

- i. Neither the Company, nor the Promoters or the Directors are categorized as willful defaulters by any bank or financial institution or consortium thereof or others, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India or others.
- ii. The Subscriber has not sold Equity Shares of the Company in the six months preceding the Relevant Date.
- iii. No equity shares shall be issued to promoter on preferential basis, for consideration other than cash.

k). Approvals

The company is taking necessary steps to obtain all the requisite approvals from all the appropriate authorities including stock exchange, SEBI, ROC or any other regulatory authorities as may be applicable, for the proposed preferential issue of equity shares of the company.

l). Certificate from Statutory Auditors:

A copy of the certificate from the Gianender & Associates, Statutory Auditors of the Company, certifying that the present preferential allotment of equity shares being made in accordance with the requirements contained in the SEBI (Issue of Capital & Disclosure Requirements), Regulations 2009, the SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2011 and other applicable provisions of any other act(s) or regulation(s), as amended up to date, shall be available for inspection by the members at the registered office of the Company on any working day till the date of the First Extra-Ordinary General Meeting (1st EGM), i.e., 19th June, 2019, during business hours between 11.00 A.M. to 01.00 P.M. and also available at the place of 1st EGM of the company at the scheduled time.

Accordingly, Item No. 1 is proposed to obtain necessary approval of the members of the company in terms of the provisions of the Companies Act, 2013 and SEBI (ICDR) Regulations, 2009 or other applicable acts(s)/ Regulation(s).

The Board believes that the preferential offer to aforesaid subscriber will be in the best interest of the Company and its members.

Except Mr. Gursharan Singh himself, Mrs. Narinder Paul Kaur, Non-executive 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. 1 of the Notice of 1st EGM.

The Board commends approval of the resolution set out in Item No. 1 of the Notice of 1st EGM as a Special Resolution by the members/ shareholders of the company.

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

Sd/-

Place: Noida

Date: 24th May, 2019

Hitesh Kumar

Company Secretary & Compliance Officer

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 First Extra-Ordinary General Meeting (1st EGM) 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 Business set out in Item No. 1 of the accompanying Notice is annexed hereto.
3. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution and Authority letter authorizing their representative to attend and vote on their behalf at the meeting.
4. 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.
5. 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.
6. In case the mailing address mentioned on this notice is without Pin-code, Members are requested to kindly notify their Pin-codes immediately to the Company/ RTA.
7. 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 or other applicable provision(s) of other applicable Act(s) or Regulation(s).
8. Notice of First Extra-Ordinary General Meeting (1st EGM) 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.
9. 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.
10. Pursuant to SEBI Notification dated 8th June, 2018, all members holding shares in physical form are advised to convert their shareholding from physical form to Demat form with a depository participant of their choice.
11. Members are requested to bring their duly filled in attendance slips sent herewith while attending the Extra-Ordinary General Meeting (EGM).
12. The relevant documents will also be displayed on the Investors section of the Company on www.raclgeartech.com and copies of the said documents shall be available for inspection by the members at the registered office of the Company on any working day till the date of the First Extra-Ordinary General Meeting (1st EGM), i.e., 19th June, 2019, during business hours between 11.00 A.M. to 01.00 P.M. and also available at the place of 1st EGM of the company at the scheduled time.

13. 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, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the First Extra-Ordinary General Meeting (1st EGM) 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 Extra-Ordinary General Meeting (“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 EGM 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 EGM may also attend the EGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commencing on 16th June, 2019 (09.00 A.M.) and ends on 18th June, 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 12th June, 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 – 110699**” 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.

- I. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution and 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 First Extra-Ordinary General Meeting (1st EGM) (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 1st EGM.
 - 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. 12th June, 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. 12th June, 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 EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- 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. 12th June, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting at the venue of EGM 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 EGM at the end of discussion on the resolution 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 EGM but have not cast their votes by availing the remote e-voting facility.

- XVII. The Scrutinizer shall after the conclusion of voting at the EGM, 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 EGM, 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: 24th May, 2019

Regd. Office: 15th Floor, Eros Corporate Tower,

Nehru Place, New Delhi-110019, INDIA

Ph.: +91-11-66155129

e-Mail - investor@raclgeartech.com



RACL Geartech Limited
Registered Office: 15th Floor, Eros Corporate Tower, Nehru Place, New Delhi – 110019, India
Phones: 91-11-66155129 Fax No.: 0120-4588513
e-Mail: Info@raclgeartech.com Website: www.raclgeartech.com
CIN: L34300DL1983PLC016136

PROXY FORM

(Form No. MGT-11)

[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:

- Name e-mail Id
Address Signature,or failing him/her.
- Name e-mail Id
Address Signature,or failing him/her.
- Name e-mail Id
Address Signature

as my/our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the First Extra-Ordinary General Meeting (1st EGM) of members of the Company, to be held on Wednesday, the 19th June, 2019 at 11.00 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:

Resolution No.	Resolution	Vote*	
		For	Against
Special Business			
1.	Issue and allotment of 5,00,000 (Five Lakh) equity shares of the Company on a preferential allotment basis through private placement.		

* 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

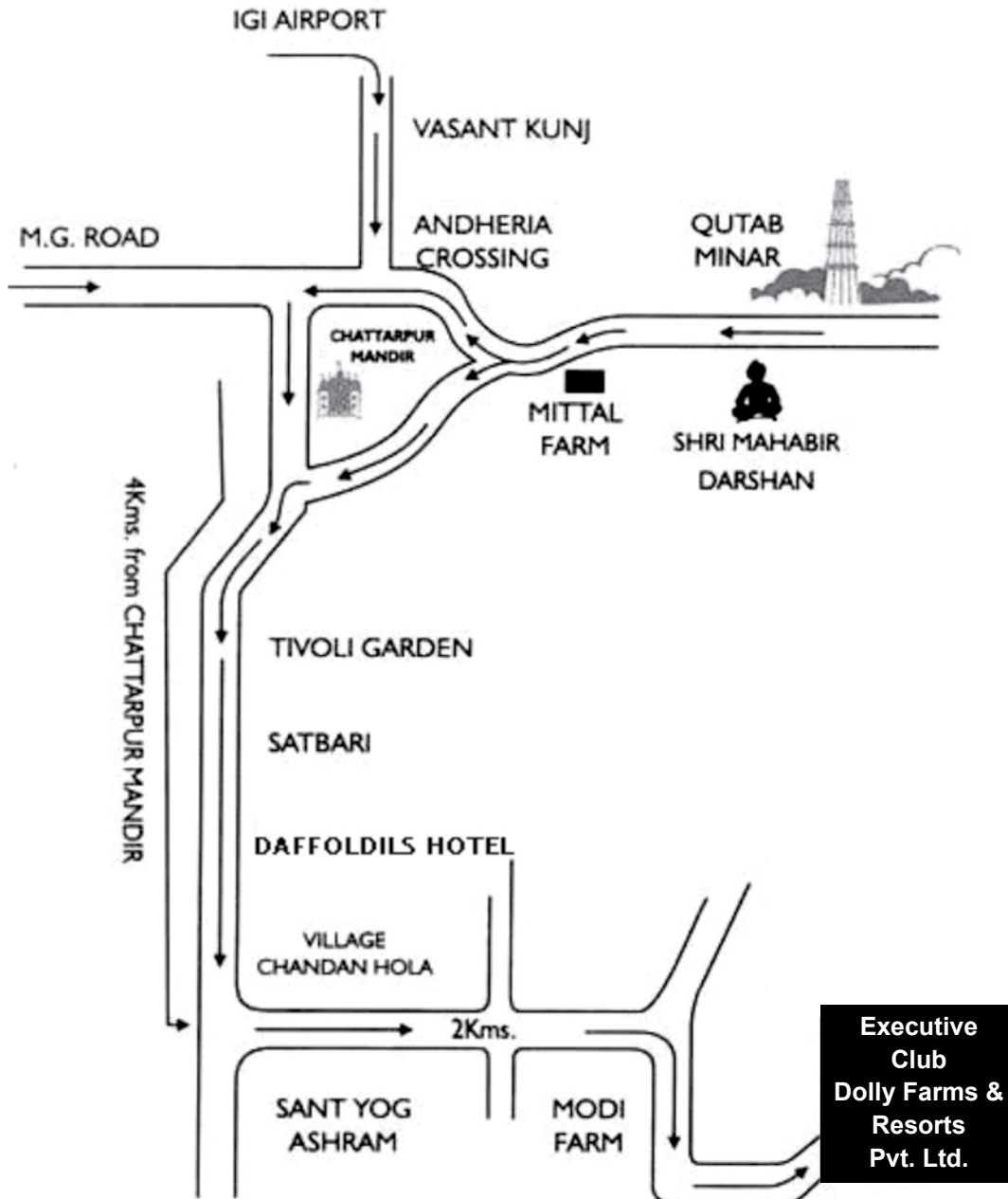
Notes:

- 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.
- The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company/Depository Participant.



ROUTE MAP TO FIRST EXTRA-ORDINARY GENERAL MEETING (1ST EGM),

RACL Geartech Limited
The Executive Club, Dolly Farms & Resorts Pvt. Ltd.
439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074
Date: 19th June, 2019 (Wednesday) & Time: 11:00 A.M.





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 16 th June, 2019
End of remote e-voting	Upto 05.00 P.M. (IST) on 18 th June, 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 12th June, 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

First Extra-Ordinary General Meeting (1st EGM), 19th June, 2019

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

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

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

No. of Shares held : _____

I/We hereby record my/our presence at the First Extra-Ordinary General Meeting of the Company on Wednesday, the 19th day of June, 2019, at 11:00 A.M. at The Executive Club, Dolly Farms and Resorts Pvt. Ltd., 439, Sahoopur, P.O. Fatehpur Beri, New Delhi - 110074, (INDIA).

* Strike out whichever is 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 Notice of the First Extra-Ordinary General Meeting (1st EGM) 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. Member receiving electronic copy and attending the (EGM) can print copy of this Attendance Slip.
- Physical copy of the Notice of the 1st EGM 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, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the First Extra-Ordinary General Meeting (1st EGM) 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 EGM ("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 EGM 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 EGM may also attend the EGM but shall not be entitled to cast their vote again.
- IV) The remote e-voting period commencing on 16th June, 2019 (09.00 A.M.) and ends on 18th June, 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 12th June, 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)):**
- 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.
 - Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
 - Click on Shareholder-Login.
 - Put user ID and password as initial password noted in step (i) above. Click Login.
 - 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.
 - Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - Select "**EVEN - 110699**" of "**RACL Geartech Limited**".
 - Now you are ready for remote e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
 - 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 First Extra-Ordinary General Meeting (1st EGM) (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
- Initial password is provided with the Attendance Slip for the 1st EGM.
 - 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. 12th June, 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. 12th June, 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 EGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the EGM.
- 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. 12th June, 2019 only shall be entitled to avail the facility of remote e-voting as well as voting at the EGM 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 EGM 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 EGM but have not cast their votes by availing the remote e-voting facility.
- XVII) The Scrutinizer shall after the conclusion of voting at the EGM, 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 EGM, 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.