



Company Secretaries

Date: 10th April, 2025

To,

The Board of Directors

RACL Geartech Ltd

(CIN: L34300DL1983PLC016136)

15th Floor, Eros Corporate Tower,

Nehru Place, New Delhi,

Delhi, 110019

Sub: Certificate of Practicing Company Secretary in respect of compliance of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended for issue and allotment of 8,30,711 Equity Shares to QIBs (non-promoters) and 1,75,769 Equity Shares to Individual Investor (Non-Promoters) of the face value of Rs. 10 each on Preferential Basis under Regulation 163 (2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended

We, Rosy Jaiswal & Associates, Practicing Company Secretaries, are an independent firm of Company Secretaries in practice bearing Peer Review Certificate no. 2298/2022 within the meaning of the provisions of the Companies Act, 2013 read with the Company Secretaries Act, 1980, each as amended, and have been appointed by **M/s RACL Geartech Ltd** ("the **Company**") to certify that the proposed preferential issue of **8,30,711 Equity Shares to QIBs (Non- Promoters) and 1,75,769 Equity Shares to Individual Investor (Non-Promoters)** of the face value of Rs. 10 each of the Company, is in compliance with the requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**SEBI ICDR Regulations**") and the applicable provisions of the Companies Act, 2013 (the "**Companies Act**") and Rules framed thereunder subject to approval of Members of the Company.

Pursuant to the requirements of Regulation 163(2) of SEBI ICDR Regulations, it is our responsibility to provide limited assurance that the proposed preferential issue of the equity shares to the proposed allottee(s) as mentioned above, are being made in accordance with the requirements of SEBI ICDR Regulations to the extent applicable and applicable provisions of the Companies Act and Rules framed thereunder.

On the basis of the relevant management inquiries, necessary representations and information received from/furnished by the management of the Company as required under the SEBI ICDR Regulations, We have verified that the issue is being made in accordance with the requirements of the SEBI ICDR Regulations as applicable to the preferential issue, more specifically, the following:



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- a) We have verified that all the present equity shares are fully paid up.
- b) We have reviewed and verified the draft notice of Extraordinary General Meeting, inter-alia seeking approval of the shareholders of the Company for the preferential issue of above said equity shares.
- c) We have noted that the relevant date proposed for the preferential issue is **07th April, 2025** as defined in the Regulation 161 of SEBI ICDR Regulations as April 7, 2025 in respect of the proposed Preferential Issue.
- d) On the basis of documents produced before us and undertaking produced by the proposed allottee(s), we certify that the proposed allottee(s), Qualified Institutional Buyer and Individual Investor, has not sold any equity shares of the company during the 90 (ninety) trading days preceding the relevant date.
- e) Aniruddha Naryana Malpani, the proposed allottee(s) Individual Investor have pre-preferential holding of 1,70,981 equity shares of Rs. 10 each in the Company and therefore, requirement of lock-in of pre-preferential shareholding in accordance with Regulation 167(6) of SEBI ICDR Regulations is applicable and is under process and that there is no sale/pledge of the said pre-preferential holding.
- f) The entire pre-preferential holding of Aniruddha Naryana Malpani, the proposed allottee(s) Individual Investor is held in dematerialised form, and, other proposed allottees i.e. QIB's do not hold any pre-preferential holding in the Company as per the undertaking given by them dated 08th April, 2025.
- g) The details of allottee-wise pre-preferential shareholding is as given hereunder:

Sl No.	Name of the Proposed Allottee	Pan No	Category	Holding
1	Malabar India Fund Limited	AAFCM6589C	Foreign Portfolio Investor (QIB-Non Promoter)	Nil
2	India Acorn Fund Limited	AAEC16389R	Foreign Portfolio Investor (QIB-Non Promoter)	Nil
3	Ashoka India Equity Investment Trust Plc	AARCA1003B	Foreign Portfolio Investor	Nil



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			(QIB-Non Promoter)	
4	Aniruddha Naryana Malpani	AACPM9738M	Individual - Non-QIB Non Promoter	1,70,981

- h) The proposed allottee(s) belonging to the Qualified Institutional Buyer Individual Investor are not ineligible for allotment in terms of Regulations 159 of SEBI ICDR Regulations.
- i) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI ICDR Regulations, Section 42 and 62 of the Companies Act, 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as applicable and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing these proposed securities.
- j) The proposed preferential issue is being made in compliance with the Memorandum of Association and Article of Association of the Company. The Articles of Association of the Company does not have any provisions for methodology for determination of the valuation of equity shares and therefore the pricing will be determined by the pricing formula prescribed under Regulation 164 of the SEBI ICDR Regulations.
- k) The Proposed Preferential Issue is resulting in allotment of 7.05 % of the post issue fully diluted share capital of the Company to the allottee(s) acting in concert under QIB category which is more than 5% (five per cent) of the post issue fully diluted share capital of the Company and therefore the Company has obtained a valuation report from Mr. Manish Manwani, a CS & Registered Valuer – SFA, in his capacity as a “Registered Valuer”, IBBI Registration No. IBBI/RV/03/2021/14113 to consider the same for determining the price of the Equity Shares to be allotted pursuant to the preferential issue.
- l) The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited. The highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding Ninety (90) trading days prior to the relevant date on the National Stock Exchange of India Limited.
- m) Ninety (90) trading days’ volume weighted average price of equity shares of the Company quoted on National Stock Exchange of India Limited preceding the relevant date is Rs 796.38 . Ten (10) trading days’ volume weighted average price of equity shares of the Company quoted on National Stock Exchange of India Limited preceding the relevant date is Rs. 756.65. The Price Determined under the valuation report dated 10/04/2025 from



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the independent registered valuer is **541.45**. Accordingly, the minimum issue price shall be **Rs. 796.38 for Non QIB** (higher of the above-mentioned price) and the minimum issue price shall be **Rs. 756.65 for QIB Category**.

- n) We have verified the Permanent Account Number and other relevant details of the proposed allottee(s) subscribing to the preferential issue.
- o) The total allotment to the allottee(s) under QIB' s Category in the present preferential issue or in the same financial year i.e. 2024-25 is 7.05 % of the post issue fully diluted share capital of the Company which is more than 5% of the post issue fully diluted share capital of the issuer and under individual Category is 1.49 % of the post issue fully diluted share capital of the Company which is less than 5% of the post issue fully diluted share capital of the issuer.

Based on our examination, as above and the information, explanations and written representation provided by the management and employees of the Company as well as proposed allottee(s). We hereby state that the proposed preferential issue of equity shares is being made in accordance with the requirements of the SEBI ICDR Regulations to the extent applicable and applicable provisions of the Companies Act and rules framed thereunder.

Yours faithfully,
For **Rosy Jaiswal & Associates**
Practicing Company Secretary

Rosy Jaiswal
(Proprietor)
ACS No. 28432, C.P No. 21968
UDIN: A028432G000072762
Peer Review Certificate no. 2298/2022

Date: 10/04/2025
Place : Delhi