



RACL Geartech Limited

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Website: www.raclgeartech.com, **CIN:** L34300DL1983PLC016136

NOTICE OF THE 01-2025-26 EXTRA ORDINARY GENERAL MEETING

Notice is hereby given that the **01/2025-26 Extra Ordinary General Meeting ('EGM')** of the Members of **RACL Geartech Limited ("Company")** will be held through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") on **Wednesday, May 7, 2025 at 4:00 P.M.** in accordance with the applicable provisions of the Companies Act, 2013 read with relevant MCA Circulars, to transact the following businesses:

ITEM NO. 01: Issue of 830711 Equity shares on Preferential Basis to certain Qualified Institutional Buyers under 'Non-Promoter Category'

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Companies Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed ("**Stock Exchanges**"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("**SEBI**"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("**Takeover Regulations**") as amended, the Foreign Exchange Management Act, 1999 as amended, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("**RBI**"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock

Exchanges, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the approval of the Members of the Company be and is hereby accorded to issue, offer and allot, from time to time and in one or more tranches on a preferential basis, up to 830711 Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each for cash, at an issue price of Rs. 794.50/- (Rupees Seven Hundred and Ninety Four and Paise Fifty Only) per Equity Share including premium of Rs. 784.50/- (Rupees Seven Hundred and Eighty Four and Paise Fifty Only) per share, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 65,99,99,889.50/- (Rupees Sixty Five Crores Ninety Nine Lakhs Ninety Nine Thousand Eight Hundred and Eighty Nine and Paise Fifty Only), to the below mentioned Qualified Institutional Buyers belonging to the Non-Promoter category ('QIB Allottees') and upon such terms and conditions as may be deemed appropriate by the Board and stipulated in the explanatory statement annexed hereto, in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws, in the manner as follows ("Preferential Issue"):

Sr. No.	Name of the Proposed Allottee(s)	Category (Promoter and Promoter Group/ Non - Promoter)	No. Of Equity Shares to be allotted
1	Malabar India Fund Limited	Non - promoter	503461
2	India Acorn Fund Limited	Non - promoter	113279
3	Ashoka India Equity Investment Trust Plc	Non - promoter	213971
Total			830711

RESOLVED FURTHER THAT in terms of the provisions of the ICDR Regulations, the “Relevant Date” for determining the issue price of Equity Shares is Monday, April 7, 2025, being the day to the date 30 (thirty) days prior to the date of Extra Ordinary General Meeting;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to the QIB Allottees under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

- The allotment of Equity Shares by the Company to the Investors pursuant to this resolution shall be made within a period of 15 (fifteen) days from the date of receipt of approval of the shareholders, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 (fifteen) days shall be counted from the last date of receipt of such approval or permission, as specified under Regulation 170 of the SEBI ICDR Regulations;
- The QIB Allottees shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account in line with the requirements of Regulation 169(1) of the SEBI ICDR Regulations;
- The entire pre-preferential equity shareholding of the QIB Allottees, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations;

The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force;

- The Equity Shares to be issued and allotted to the QIB Allottees pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be;
- The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;
- Allotment of Equity Shares under the Preferential Issue shall only be made in dematerialized form;
- The allotment of Equity Shares is proposed to be completed within the time limit prescribed under Chapter V of the SEBI ICDR Regulations;
- The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in

all respects, including with respect to dividend and voting powers, from the date of allotment and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the members be and is hereby accorded to record the name and details of the QIB Allottees in Form PAS-5 and make an offer to the QIB Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Companies Act and the SEBI ICDR Regulations containing the terms and conditions (“Offer Document”) after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchanges and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT monies received by the Company from QIB Allottees pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company with a scheduled commercial bank and shall be utilized by the Company in compliance with Section 42 of the Companies Act;

RESOLVED FURTHER THAT the Members hereby takes note of the certificate dated April 10, 2025, from Rosy Jaiswal (Membership No.: 28432), Practicing Company Secretary, certifying that the Preferential Issue of the Equity Shares is being made in accordance with the SEBI ICDR Regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Mr. Gursharan Singh, Chairman & Managing Director, Mr. Jitender Jain, Chief Financial Officer and Ms. Neha Bahal, Company Secretary & Compliance Officer of the Company be and is hereby authorized severally on behalf of the Company to apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, appointment of a monitoring agency pursuant to Regulation 162A of the SEBI ICDR Regulations, if any, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including

modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue, as may be necessary for the purpose and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/Chief Financial Officer/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board or its committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects."

ITEM NO. 02: Issue of 175769 Equity shares on Preferential Basis to the certain non-qualified institutional buyers under 'Non-Promoter Category'

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "**Companies Act**") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and the Companies (Share Capital and Debentures) Rules, 2014, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreement entered into with BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed ("Stock Exchanges"), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("**SEBI**"), as amended including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**SEBI ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015 ("**SEBI Listing Regulations**"), as amended, the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 ("**Takeover Regulations**") as amended, the Foreign Exchange Management Act, 1999 as amended, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, as amended and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Reserve Bank of India ("**RBI**"), Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, RBI, Stock Exchange, and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted or may hereafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the approval of the Members of the Company be and is hereby accorded to issue, offer and allot, from time to time and in one or more tranches on a preferential basis, up to 1,75,769 Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each for cash, at an issue price of Rs. 796.50/- (Rupees Seven Hundred and Ninety Six and Paise Fifty Only) per Equity Share including premium of Rs. 786.50/- (Rupees Seven Hundred Eighty Six and Paise Fifty Only) per share, determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, for an aggregate amount of up to Rs. 14,00,00,008.50/- (Rupees Fourteen Crores and Eight and Paise Fifty Only), to the below mentioned Non-Qualified Institutional Buyers belonging to the Non-Promoter category ('Non-QIB Allottee') and upon such terms and conditions as may be deemed appropriate by the Board and stipulated in the explanatory statement annexed hereto, in accordance with the relevant provisions of SEBI (ICDR) Regulations, or other applicable laws, in the manner as follows ("**Preferential Issue**"):

Sr. No.	Name of the Proposed Allottee(s)	Category (Promoter and Promoter Group/ Non - promoter)	No. Of Equity Shares to be allotted
1	Aniruddha Narayan Malpani	Non - promoter	175769

RESOLVED FURTHER THAT in terms of the provisions of the ICDR Regulations, the "Relevant Date" for determining the issue price of Equity Shares is Monday, April 7, 2025, being the day to the date 30 (thirty) days prior to the date of Extra Ordinary General Meeting;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares to the Proposed Allottee(s) under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws;

- The allotment of Equity Shares by the Company to the Investors pursuant to this resolution shall be made within a period of 15 (fifteen) days from the date of receipt of approval of the shareholders, provided that if any approval or permission by any regulatory authority/ Stock Exchanges/ the Central Government for allotment is pending, the period of 15 (fifteen) days shall be counted from the last date of receipt of such approval or permission, as specified under Regulation 170 of the SEBI ICDR Regulations.
- The Non-QIB Allottee shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account in line with the requirements of Regulation 169(1) of the SEBI ICDR Regulations.
- The entire pre-preferential equity shareholding of the Non-QIB Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.

The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and any other applicable law for the time being in force.

- The Equity Shares to be issued and allotted to the Non-QIB Allottee pursuant to the Preferential Issue shall be listed and traded on the stock exchange where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals, as the case may be.
- The Equity shares to be offered/issued and allotted shall not be sold, transferred, hypothecated, or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.
- Allotment of Equity Shares under the Preferential Issue shall only be made in dematerialized form.
- The allotment of Equity Shares is proposed to be completed within the time limit prescribed under Chapter V of the SEBI ICDR Regulations.
- The Equity Shares proposed to be issued shall rank *pari passu* with the existing Equity Shares of the Company in all respects, including with respect to dividend and voting powers, from the date of allotment and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable laws, consent of the members be and is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and make an offer to the Non-QIB Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS-4 or such other form as prescribed under the Companies Act and the SEBI ICDR Regulations containing the terms and conditions ("Offer Document") after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT monies received by the Company from Non-QIB Allottee pursuant to this Preferential Issue shall be kept by the Company in a separate bank account opened by the Company with a scheduled commercial bank and shall be utilized by the Company in compliance with Section 42 of the Companies Act;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT the Members hereby takes note of the certificate dated April 10, 2025, from Rosy Jaiswal (Membership No.: 28432), Practicing Company Secretary, certifying that the Preferential Issue of the Equity Shares is being made in accordance with the SEBI ICDR Regulations;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Mr. Gursharan Singh, Chairman & Managing Director, Mr. Jitender Jain, Chief Financial Officer and Ms. Neha Bahal, Company Secretary & Compliance Officer of the Company be and is hereby authorized severally on behalf of the Company to apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, appointment of a monitoring agency pursuant to Regulation 162A of the SEBI ICDR Regulations, if any, file necessary forms with the appropriate authority and undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient, including without limitation issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue, as may be necessary for the purpose and to authorize all such persons as may be necessary, in connection

therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute discretion, to any committee of the Board or any one or more Director(s)/Chief Financial Officer/ Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT all actions taken by the Board or its committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified, and confirmed in all respects."

NOTES:

1. The Ministry of Corporate Affairs ("**MCA**") vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, read with other related circulars including General Circular No. 09/2023 dated September 25, 2023 ("**MCA Circulars**"), permitted the holding of EGM through Video Conferencing/ Other Audio Visual Means ("**VC/ OAVM**") facility without the physical presence of the Members at a common venue. In compliance with the MCA Circulars read with the provisions of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), EGM of the Company is being held through VC/ OAVM facility. The deemed venue for the EGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, as may be amended, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting, participation
3. For the convenience of the members and proper conduct of the EGM, Members can login and join the EGM in the VC/OAVM mode at least 15 (fifteen) minutes before the time scheduled for the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. The EGM is being held pursuant to the MCA Circulars through VC/ OAVM facility, therefore physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the EGM and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

in the EGM through VC/OAVM and the e-voting system on the date of the EGM will be provided by NSDL.

However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member/ institutional members are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the EGM, pursuant to Section 113 of the Act, at investor@raclegartech.com

6. In line with the Circulars issued by the Ministry of Corporate Affairs (MCA) and Circulars issued by SEBI, owing to the difficulties involved in dispatching of physical copies, Notice of EGM are being sent in electronic mode to Members whose names appear on the Register of Members/List of Beneficial owners as received from National Securities Depository Limited ("**NSDL**")/ Central Depository Services (India) Limited ("**CDSL**") and whose email address is available with the Company or the Depository Participants or RTA of the Company as on Friday April 4, 2025.
7. Members may note that, Notice of the EGM can

- also be accessed from the website of the Company at www.raclgeartech.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. Bombay Stock Exchange Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The EGM Notice is also disseminated on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Businesses to be transacted at the EGM is annexed herewith. The Board of Directors ("the Board") have considered and decided to include the special businesses in the EGM as it is unavoidable in nature.
 9. SEBI vide its notification(s)/ circular(s) dated June 8, 2018, November 30, 2018 and January 24, 2022, mandated that securities of listed companies can be transferred only in dematerialized form. Accordingly, the Company has stopped accepting any fresh lodgment of transfer of shares in physical form. In view of the above and to avail various benefits of dematerialization, Members holding shares in physical form are requested to dematerialize the shares held by them in physical form.
 10. Members holding the shares in physical form are requested to notify immediately any update/ change of address and/or details of PAN and Bank account to M/s. MAS Services Limited., the Registrar and Share Transfer Agent of the Company. In case shares held in dematerialized form, the information regarding change/ update of address, details of bank and PAN should be given to their respective Depository Participant.
 11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
 12. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting system during the EGM. The process of remote e-voting with necessary user id and password is given in the subsequent paragraphs. Such remote e-voting facility is in addition to voting that will take place at the EGM being held through VC/OAVM.
 13. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the EGM. The Members who have cast their vote by remote e- voting prior to the EGM may also join the EGM through VC but shall not be entitled to cast their vote again.
 14. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent ('RTA'), MAS Services Limited, T-34, IInd Floor, Okhla Industrial Area, Phase-II, New Delhi 110020. The following is the procedure given below:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address. In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories, the following instructions to be followed:
 - a. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@raclgeartech.com.
 - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@raclgeartech.com
 - c. Alternatively, member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (a) or (b) as the case may be.
 - d. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants.
 - e. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, M/s Mas Services Limited to enable servicing of notices / documents electronically to their e-mail address.
 15. Members holding shares in physical form are requested to submit particulars of their bank account viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to MAS Services Limited /Company to update their Bank Account Details.

16. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the dematerialized form are, therefore, requested to submit their PAN to the Depository Participant(s) with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to MAS Services Limited.
17. Members who hold shares in the dematerialized form are requested to update their Bank Account details with their respective Depository Participants. Members are also requested to give the MICR Code of their bank to their Depository Participants. The Company or MAS Services Limited cannot act on any request received directly from the Members holding shares in Demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
18. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the EGM and prior to Wednesday April 30, 2025 ("**Cut-Off date**"), shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned below.
19. The remote e-voting period will commence at 09:00 a.m. on Sunday May, 04th, 2025 and will end at 05:00 p.m. on Tuesday May 06th, 2025. In addition, the Members attending the EGM who have not cast their vote by remote e- voting shall be eligible for e-voting at the EGM. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
20. The Board of Directors has appointed Ms. Rosy Jaiswal, M/s Rosy Jaiswal & Associates, Company Secretaries, as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
21. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@raclgeartech.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@raclgeartech.com. These queries will be replied to by the company suitably by email.
22. A Copy of Memorandum and Articles of Association and other necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders at the registered office of the company during working hours except on holidays as well as in electronic mode. Members can inspect the same by sending an email to investor@raclgeartech.com till the date of EGM.
23. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 working days of the conclusion of the EGM, a consolidated scrutinizer report of the total votes cast in favor 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 forth with.
24. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.raclgeartech.com and on the website of NSDL <http://www.evoting.nsdl.com> within three days of the passing of the Resolutions at the EGM of the Company and shall also be communicated to the stock Exchanges BSE and NSE where the shares of the Company are listed.
25. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
26. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in prescribed form SH-13 with the RTA. In respect of shares held in Electronic / Demat form, members may please contact their respective Depository Participants.
27. 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.
28. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic

form are, therefore, requested to submit the 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 or to RTA.

29. In case of joint holders attending the EGM together, only holder whose name appearing first will be entitled to vote.
30. Members joining EGM through video conferencing shall elect one of themselves to be the Chairman of the meeting (EGM)
31. SEBI has mandated furnishing of PAN, KYC details (i.e. Postal Address with PIN Code, email address, mobile number, bank account details and specimen signature) and nomination details by holders of securities in physical form and the last date of submission was April 1, 2024. Thereafter, any service request or complaint received from the Member will not be processed until the aforesaid details/documents are provided to the RTA.
32. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
33. All the documents including registers of directors and KMP and their shareholding (Section 70), Register of contracts or arrangements (Section 189), Register of Members etc. are open for inspection during the business hours of the company on all working days except Saturdays, Sundays and public holidays at the Registered Office of the company before and on the date of the meeting as well. It may be further noted that the relevant extracts of the above mentioned registers as required by the member/s may be shared electronically i.e. scanned copy of the same on request received from the member in this regard through their registered email ids with the company.

34. Transfer of Unclaimed Shares to the Investor Education and Protection Fund (IEPF):

The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor

Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed /unpaid for a period of seven years from the date they became due for payment, shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. No claim shall be entertained against the Company for the amounts so transferred.

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the Shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to IEPF Account. The Company is in process to send notice / reminders to the concerned members and to publish notice regarding the same in newspaper(s). If the unclaimed shares and unclaimed dividends are not claimed by the time, the Company will initiate necessary steps to transfer the same, if required, to IEPF without further notice.

In the event of transfer of Shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

35. Members who have not encashed dividend warrants may approach the Registrar and Share Transfer Agent of the Company for obtaining payment thereof. The details of unpaid/unclaimed dividends for last seven financial year can be viewed on Company's website i.e. www.raclegartech.com, which was uploaded in compliance with the provisions of the IEPF (Uploading of information regarding unpaid and unclaimed amount lying with Companies) Rules, 2012.
36. The details of Directors, proposed to be appointed/ reappointed at the General Meeting, as required under Regulation 26 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other disclosures are forming part of this Notice. Requisite Notice / Declaration for eligibility as required under the law has been received from the Proposed Directors.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING / VOTING AT VENUE ARE AS UNDER:

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.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e- Voting page. Click on options available against company name or e-Voting service provider – NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div><p>NSDL Mobile App is available on</p><div> App Store</div><div> Google Play</div><div></div><div></div></div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Home/Login Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e- Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1.	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.				
2.	Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section				
3.	A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. <i>Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</i>				
4.	Your User ID details are given below :				
	<table> <tr> <th>Manner of holding shares i.e. Demat (NSDL or CDSL)</th><th>Your User ID is:</th></tr> <tr> <td>a) For Members who hold shares in demat account with NSDL.</td><td>8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</td></tr> </table>	Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:	a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:				
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.				

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
5. Password details for shareholders other than Individual shareholders are given below:	
a)	If you are already registered for e-Voting, then you can use your existing password to login and cast your vote
b)	If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
c)	How to retrieve your 'initial password'?
(i)	If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
(ii)	If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:	
a)	Click on " Forgot User Details/Password? " (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com .
b)	Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com .
c)	If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
d)	Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.	
8. Now, you will have to click on "Login" button.	
9. After you click on the "Login" button, Home page of e-Voting will open.	

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to investor@raclegartech.com with a copy marked to evoting@nsdl.co.in.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please send signed request with Folio No., Name of shareholder, scanned copy of any one share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@masserv.com.
2. In case shares are held in demat mode, please update your email id with your depository. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e- voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join General meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
6. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

As required under Section 102 of the Companies Act, 2013 (including any re-enactment(s) made thereunder, if any, for the time being in force) (hereinafter referred to as the “**Companies Act**”), the following explanatory statement sets out all material facts relating to the Special businesses as mentioned in Item Nos. 1 and 2 of the accompanying Notice:

Item No. 1 & 2:

The Board of Directors of the Company (“**Board**”) at its meeting held on Thursday, April 10, 2025, inter alia approved raising funds through issuance of up to 10,06,480 fully paid-up equity shares aggregating up to Rs. 79,99,99,898/- (Rupees Seventy Nine Crore Ninety Nine Lakhs Ninety Nine Thousand Eight Hundred Ninety Eight Only) by way of a preferential issue through private placement offer (“**Preferential Issue**”), subject to the shareholder’s approval, to certain Qualified Institutional Buyers (“**QIB Allottees**”) and Non-Qualified Institutional Buyers (“**Non QIB Allottees**”) under Non-Promoter (Public) Category..

In accordance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013 (**the “Act”**) and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, (“**ICDR Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time, and such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, approval of shareholders of the Company is being sought by way of special resolutions on Preferential Issue at its Extra Ordinary General Meeting to be held on Wednesday, May 7, 2025 at 04:00 p.m. (“**EGM**”) through Video Conferencing or Other Audio-Visual Means (“**VC/OAVM**”).

The proposed Preferential Issue shall be made in terms of provisions of Chapter V of the SEBI ICDR Regulations and applicable provisions of the Companies Act. The material terms of the proposed Preferential Issue of the equity shares are stipulated in the special resolutions set forth in item no.1 & 2 and this explanatory statement.

The salient features of the Preferential Issue, including disclosures required to be made in accordance with Chapter V of the ICDR Regulations and the Act, are set out below:

I. Objects of the Preferential Issue

For the purpose of Item No. 1 and 2, the Company intends to utilize the proceeds raised through the issue of Equity Shares (“**Issue Proceeds**”) towards the repayment of outstanding

loan including interest accrued thereon and general corporate purposes.

II. Utilization of Net Proceeds

Sr. No.	Particulars	Total estimated amount to be utilized	Tentative timelines for utilization of net proceeds from the date of receipt of funds
1	Repayment of outstanding loan including interest accrued thereon	Rs. 77.49 Crores	Within Financial Year 2025-26
2	General corporate purpose	Rs. 2.5 Crores	
	TOTAL	Rs. 79.99 Crores	

Note:

While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of 10% depending upon future circumstances, in terms of BSE Notice No. 20221213-47 dated December 13, 2022 and NSE Notice No. NSE/ CML/2022/56 dated December 13, 2022, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company.

Also, the proceeds of the preferential issue shall not be used for any repayment of loans taken from promoters or promoter group.

III. Interim Use of Proceeds

Our Company, in accordance with the policies formulated in accordance with the applicable laws and guidelines and description as given in this Notice, will have the flexibility to deploy the proceeds. Pending utilization of the proceeds from the Preferential Issue, the Company may invest such proceeds in deposits in scheduled commercial banks, government securities, money/debt market instruments as permitted under applicable laws. IV. Interim Use of Proceeds

IV. Monitoring of Utilization of Funds

Given that the issue size in terms of Regulation 162A of the SEBI ICDR Regulations, the Company is not required to appoint a SEBI registered credit rating agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue.

V. Particulars of the offer including date of passing of board resolution, kind of securities offered, maximum number of specified securities to be issued:

The Board at their meeting held on Thursday, April 10, 2025, had, subject to approval of the members of the Company ("Members") and such other approvals as may be required, approved the issue of up to 10,06,480 Equity Shares having face value of INR 10/- each of the Company to QIB Allottees and Non-QIB Allottees belonging to "Non-Promoter Category", at an issue price of INR 794.50 and INR 796.50 each, respectively, determined in terms of Chapter V of SEBI ICDR Regulations.

In respect of the Equity shares proposed to be allotted, an amount equivalent to 100% of the consideration for the Equity shares shall be payable at the time of allotment of Equity shares.

- up to 830711 fully paid-up equity shares of the Company of face value of Rs. 10 each (Rupees Ten Only) for cash at issue price of Rs. 794.50 (Rupees Seven Hundred and Ninty Four and paisa Fifty only) (includes premium of Rs 784.50) per Equity Share aggregating to an amount up to Rs. 65,99,99,889.50/- (Rupees Sixty Five Crores Ninety Nine Lakhs Ninety Nine Thousand Eight Hundred and Eighty Nine and Paisa Fifty Only), to three QIB Allottees ("**Non-Promoter category**") and
- up to 175769 fully paid-up equity shares of the Company of face value of Rs. 10 each (Rupees Ten Only) for cash at issue price of Rs.796.50 (Rupees Seven Hundred Ninety Six and paisa Fifty only) (includes premium of Rs. 786.50) per Equity Share aggregating to an amount up to Rs. 14,00,00,008.50/- (Rupees Fourteen Crores and Eight and Paisa Fifty Only) to one Non-QIB Allottee ("**Non-Promoter Category**") as mentioned below:

Sr. No.	Name of the Proposed Allottee(s)	QIB Allottee/ Non-QIB Allottee	Promoter/ Non-Promoter Category	Proposed number of Equity Shares to be issued
1.	Malabar India Fund Limited	QIB Allottee	Non-Promoter	503461
2.	India Acorn Fund Limited	QIB Allottee	Non-Promoter	113279
3.	Ashoka India Equity Investment Trust Plc	QIB Allottee	Non-Promoter	213971
4.	Aniruddha Narayan Malpani	Non-QIB Allottee	Non-Promoter	175769

VI. The intent of the promoters, directors, key management personnel, or senior management of the issuer to subscribe to the offer.

None of the promoters, directors, key management personnel, or senior management of the issuer intend to subscribe to the offer under Item No. 1 and 2.

VII. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to the 'Non-Promoter Category' is likely to be as follows:

Category	Pre-issue no of shares held	Pre-issue percentage of shareholding	Post-issue no of shares held	Post-issue percentage of shareholding
Promoters' holding(A)				
Indian				
Individual	3980197	36.92%	3980197	33.76%
Bodies Corporate /Financial Institution	1550430	14.38%	1550430	13.15%
Sub-total	5530627	51.30%	5530627	46.91%
Foreign Promoters				
Sub-total (A)	5530627	51.30%	5530627	46.91%
Non-promoters'holding (B)				
Institutional Investors (Domestic)	5707	0.05%	5707	0.05%
Institutional Investors (Foreign)	3587	0.03%	834298	7.08%
Non-Institutional Investors	5241679	48.62%	5417448	45.96%
Private corporate bodies				
Directors and relatives				
Indian public				
Others (including Non-resident Indians (NRIs))				
Sub-total (B)	5250973	48.7%	6257453	53.09%
Grand Total	10781600	100%	11788080	100%

*Proposed Allottees i.e. QIBs are categorized in the Institutional Investors(Foreign) and Non-QIB is categorized in the Non-Institutional Investors Category

*Pre-issue shareholding has been taken as per the shareholding pattern as on March 31, 2025, filed on both the exchanges.

VIII. Proposed time frame within which the Preferential Issue shall be completed:

As required under the SEBI ICDR Regulations, preferential allotment of said Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of special resolutions at Item No. 1 & 2. Provided that where the allotment is pending on account of receipt of any approval or permission from any regulatory authority, if applicable, or in-principle approval from NSE/ BSE the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of the last of such approvals or permissions.

IX. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

The Company has not made any preferential allotment during the current financial year 2024-25.

X. The identity of the natural persons who are the ultimate beneficial owners of the securities proposed to be allotted and/or who ultimately control the Proposed Allottee(s):

Sr. No.	Name of Proposed Allottees	Identity of natural persons who are Ultimate Beneficial Owner of and/or control the Proposed Allottee
	QIB Allottees	
1.	Malabar India Fund Limited	#Not Applicable (Foreign Portfolio Investors)
2.	India Acorn Fund Limited	Juan Fadrique Arias Davila Serrat- Valera
3.	Ashoka India Equity Investment Trust Plc	Andrew Watkins
	Non-QIB Allottees	
4.	Aniruddha Narayan Malpani	Not Applicable

#Category – I Foreign Portfolio Investors and Mutual Fund, hence the Ultimate Beneficial Ownership disclosure is exempt.

XI. Consequential changes in the Voting Rights and change in control, if any, in the issuer consequent to the preferential issue:

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control of the Company. However, voting rights will change with respect to the shareholding pattern.

XII. The percentage of the post-preferential issue that may be held by the Proposed Allottees:

Sr. No.	Name of the Proposed Allottee(s)	Category	Pre-Issue % Holding	Number of Equity Shares proposed to be allotted	Post Issue % Holding
1.	Malabar India Fund Limited	QIB/Non-promoter	NIL	503461	4.27
2.	India Acorn Fund Limited	QIB/Non-promoter	NIL	113279	0.96
3.	Ashoka India Equity Investment Trust Plc	QIB/Non-promoter	NIL	213971	1.82
4.	Aniruddha Narayan Malpani	Non-QIB/Non-promoter	1.59%	175769	2.94
	Total			1006480	9.99%

XIII. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer

Not applicable as the preferential issue will be undertaken for cash consideration.

XIV. The class or classes of persons to whom the allotment is proposed to be made

The allotment is proposed to be made to the Proposed Allottees belonging to Non Promoter Category as detailed in point VII above.

XV. Lock-in Period:

- (a) Equity Shares to be issued and allotted on preferential basis shall be subject to lock-in as provided in the applicable provisions of the Regulation 167 of Chapter V of the SEBI ICDR Regulations.
- (b) The entire pre-preferential shareholding of the allottees, if any, shall be locked in from the relevant date upto a period of 90 trading days from the date of trading approval in terms of provisions of Regulation 167(6) of SEBI ICDR Regulations, 2018.

XVI. Basis or justification for the price (including premium, if any) has been arrived at:

The Equity Shares of the Company are listed on Bombay Stock Exchange Limited ("BSE") and National Stock Exchange of India Limited ("NSE") (together referred to as the "Stock Exchanges"). The existing Equity Shares of the Company are frequently traded within the meaning of explanation provided in Regulation 164(5) of Chapter V of the SEBI ICDR Regulations. NSE, being the Stock Exchange where the shares are frequently traded with higher trading volumes has been considered for determining the price in terms of the ICDR Regulations.

Pricing for allotment on preferential basis	
QIB Allottees	Non-QIB Allottee
In terms of the ICDR Regulations, the minimum price at which the Equity Shares can be issued is Rs. 756.65 per Equity Share to qualified institutional buyer (not exceeding 5(five) in number) which is a price not less than the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognized stock exchange preceding the relevant date	<p>In terms of the ICDR Regulations, the minimum price at which the Equity Shares can be issued is Rs. 796.38 per Equity Share, as per the pricing formula prescribed under the ICDR Regulations for the Preferential Issue and is the highest of the following:</p> <p>i. 90 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e. Rs. 796.38 per Equity Share or</p> <p>ii. 10 Trading Days volume weighted average price (VWAP) of the Equity Shares of the Company preceding the Relevant Date: i.e. Rs. 756.65 per Equity Share.</p>

The Articles of Association of the Company do not prescribe a particular method to determine the price of the Preferential Issue.

CS Manish Manwani, bearing registration number IBBI/RV/03/2021/14113, having its office at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector-49, Gurugram, Haryana-122018, have computed fair value of Rs. 541.45, and have issued valuation report dated April 10, 2025. The said report is available on the Company's website at [https://www.raclgeartech.com/uploads/prospectus/488ipdctfile_FinalValuationReport_RACLGeartech\(1\).pdf](https://www.raclgeartech.com/uploads/prospectus/488ipdctfile_FinalValuationReport_RACLGeartech(1).pdf)

As per the proviso to Regulation 166A(1), the floor price shall be the higher of the price determined under sub-regulations (1), (2), or (4) of Regulation 164, as the case maybe, or the price determined in accordance with the valuation report from the Registered Valuer, or the price established as per the provisions of the Articles of Association of the issuer, if applicable.

Considering all prices calculated as per the aforementioned sub-regulations, the price for QIB Allottees has been determined in accordance with Regulation 164(4), with an added premium of 5% Rs. 794.5. For Non-QIB Allottees, the price has been set as per Regulation 164(1), in line with the provisions outlined in Chapter V of the ICDR Regulations.

XVII. Relevant Date

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations and in accordance with the explanation to Regulation 161 of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue is Monday, April 07, 2025, being the date thirty (30) days prior to the date of EGM i.e. Wednesday, May 07, 2025.

XVIII. Requirements as to re-computation of price:

Since the Equity Shares of the Company are listed on recognized stock exchanges for more than 90 (Ninety) trading days, the price computation and lock-in restrictions, required pursuant to Regulations 164(3) and 167(5) of the ICDR Regulations and the disclosures and undertakings required pursuant to Regulation 163(1)(g) and (h) of the ICDR Regulations are not applicable.

XIX. Principal terms of assets charged as securities:

Not Applicable

XX. Undertakings:

- None of the Company, its directors or promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- None of its Directors or Promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.
- It is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder; and
- It is eligible to make the Preferential Issue to its proposed allottees under Chapter V of the ICDR Regulations.

XXI. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a wilful defaulter or fraudulent borrower:

Not Applicable

XXII. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter/ class or classes of persons to whom the allotment is proposed to be made:

Sr. No	Name of the Proposed Allottee	Current Status	Post issue Status
1	Malabar India Fund Limited	Non-Promoter	Non-Promoter
2	India Acorn Fund Limited	Non-Promoter	Non-Promoter
3	Ashoka India Equity Investment Trust Plc	Non-Promoter	Non-Promoter
4	Aniruddha Narayan Malpani	Non-Promoter	Non-Promoter

XXIII. Practicing Company Secretary's Certificate:

The certificate from M/s. Rosy Jaiswal & Associates, Company Secretaries, Practicing Company Secretary, certifying that the preferential issue of Equity Shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said Preferential Issue. A copy of said certificate shall be available for inspection by the members and the same may be accessed on the Company's website at the link: [https://www.racigeartech.com/uploads/prospectus/489ipdctfile_compliancecertificatefinal163\(2\)merchantbanker.pdf](https://www.racigeartech.com/uploads/prospectus/489ipdctfile_compliancecertificatefinal163(2)merchantbanker.pdf).

XXIV. Details of The Directors, Key Managerial Persons, Or Their Relatives, In Any Way, Concerned Or Interested In The Said Resolution:

None of the Directors or Key Managerial Personnel and/ or their immediate relatives, are in any way, concerned or interested, financially or otherwise, in the above resolutions as set out at Item No. 1 and 2 of this Notice, except to their shareholding in the Company.

Accordingly, the approval of the Members by way of Special Resolution is required in term of the applicable provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the ICDR Regulations and accordingly the approval of the Members of the Company is being sought.

The Board of Directors of the Company believes that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolution as set out Item No. 1 & 2 in the accompanying notice for your approval.

By Order of the Board

Sd/-

Neha Bahal

Company Secretary & Compliance Officer

Place: Noida

Date: 12th April, 2025