



# RACL Geartech Ltd.

Corporate Office

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

Phone: +91-120-4588500 Fax: +91-120-4588513

Web: [www.raclgeartech.com](http://www.raclgeartech.com) E-mail: [info@raclegeartech.com](mailto:info@raclegeartech.com)

May 2, 2025

To

The National Stock Exchange of India Limited  
Exchange Plaza, Bandra-Kurla Complex  
Bandra (East), Mumbai- 400 051  
**Symbol: RACLGEAR**

The Bombay Stock Exchange Limited (BSE)  
Floor 25, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai-400 001  
**Scrip Code: 520073**

**Sub.: Corrigendum to the Notice of the Extra Ordinary General Meeting of RACL Geartech Limited ("the Company") scheduled to be held on Wednesday, May 7, 2025**

**Ref.: 1. Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")**

**2. Our intimation dated April 12, 2025**

Dear Sir/ Madam,

This is further to the above intimation and captioned subject, the Company has intimated that the Extra Ordinary General Meeting of the Company ("EGM Notice") is to be held on Wednesday, May 7, 2025 at 04:00 p.m. IST through Video Conferencing/Other Audio-Visual Means.

The Company had filed applications with the stock exchanges for seeking in-principle approval in relation to the proposed preferential issue of equity shares for which the approval of the shareholders is being sought. Thereafter, the Company has received certain observations from the stock exchanges. This Corrigendum is being issued pursuant to the observations of the stock exchanges. The Corrigendum forms an integral part of the EGM Notice and is being:

- A) sent electronically to all the Members whose e-mail IDs are registered with the Company/ MAS Services Limited ("RTA")/ Depositories as on Friday, May 2, 2025;
- B) made available (simultaneously) on:
  - i. Company's website: [www.raclgeartech.com](http://www.raclgeartech.com); and
  - ii. RTA website: [www.masservices.com](http://www.masservices.com)

Enclosed herewith the corrigendum to the EGM Notice.

Please take the above information on records.

Thanking You

Sincerely,

**For RACL Geartech Limited**

**Neha Bahal**

**Company Secretary & Compliance Officer**

Registered Office

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

Phone: +91-11-66155129

CIN: L34300DL1983PLC016136

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



TS 16949 : 2009  
TS 518901 : 000



**RACL Geartech Limited**  
**Registered Office : 15th Floor, Eros Corporate Tower, Nehru Place, New Delhi - 110049**  
**Tel: 0120-4588500**  
**Website: [www.raclgeartech.com](http://www.raclgeartech.com), CIN: L34300DL1983PLC016136**

**Corrigendum to the Notice of the 01/2025-26 Extra Ordinary General Meeting**

Corrigendum to the Notice of the Extra Ordinary General Meeting ("EGM Notice") of the Members of RACL Geartech Limited ("the Company") to be held on Wednesday, May 7, 2025 at 04:00 p.m. IST through Video Conferencing ("VC")/ Other Audio - Visual Means ("OAVM").

The EGM Notice has already been dispatched/ emailed to all the members of the Company on April 12, 2025 in due compliance with the provisions of the Companies Act, 2013 read with relevant rules thereunder.

The Company had filed applications with the stock exchanges for seeking in-principle approval in relation to the proposed preferential issue of equity shares for which the approval of the shareholders is being sought. Thereafter, the Company has received certain observations from the stock exchanges. This Corrigendum is being issued pursuant to the observations of the stock exchanges. This corrigendum should be read in continuation of and in conjunction with the EGM Notice and shall form an integral part of the EGM Notice. All other contents of the EGM Notice, save and except as modified by this communication, shall remain unchanged. Accordingly, the members of the Company are hereby requested to take note of the revised contents of the EGM Notice as set forth hereunder:

**XVI. Basis or justification for the price (including premium, if any) has been arrived at for Item no. 1 and 2 of the Explanatory Statement shall now be read as follows:**

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 A 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. | 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:<br><br>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<br><br>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. |

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.

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

Valuation Report from Independent Registered Valuer is not applicable as per Chapter V of SEBI (ICDR) Regulations, 2018. However, the Company has voluntarily opted for the Valuation Report from the Independent Registered Valuer for determining the price as a mark of good corporate governance.

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, has computed fair value of Rs. 541.45, and 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).

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% i.e. 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.

**By Order of the Board**

**Place: Noida**  
**Date: May 2, 2025**

**Neha Bahal**  
**Company Secretary & Compliance Officer**  
**Membership No.: A40272**