

General information about company	
Scrip code	520073
NSE Symbol	
MSEI Symbol	
ISIN	INE704B01017
Name of the entity	RACL Geartech Limited
Date of start of financial year	01-04-2018
Date of end of financial year	31-03-2019
Reporting Quarter	Yearly
Date of Report	31-03-2019
Risk management committee	Not Applicable

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Wether the listed entity has a Regular Chairperson

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Gursharan Singh	ANPPS3273F	00057602	Executive Director	Chairperson	MD	23-08-2017			1	1	0		
2	Mr	Anil Sharma	AJVPS0676E	00157911	Non-Executive - Independent Director	Not Applicable		29-09-2017		154	1	1	0		
3	Mr	Raj Kumar Kapoor	AAAPK9383N	00110338	Non-Executive - Independent Director	Not Applicable		29-09-2017		101	1	0	0		
4	Mr	Rakesh Kapoor	AEFPK3862H	00015358	Non-Executive - Independent Director	Not Applicable		29-09-2017		65	2	3	3		

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Shashank Ramesh Anikhindi	ABDPA0587G	07787889	Non-Executive - Independent Director	Not Applicable		29-09-2017		22	1	1	0		
6	Mr	Dev Raj Arya	AACPA3671R	00057582	Executive Director	Not Applicable		22-10-2017			1	1	0		
7	Mrs	Narinder Paul Kaur	AKXPK3418K	02435942	Non-Executive - Non Independent Director	Not Applicable		30-09-2015			1	0	0		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00015358	Mr. Rakesh Kapoor	Non-Executive - Independent Director	Chairperson	04-11-2015		
2	00157911	Mr. Anil Sharma	Non-Executive - Independent Director	Member	27-05-1998		
3	07787889	Mr. Shashank Ramesh Anikhindi	Non-Executive - Independent Director	Member	15-11-2017		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00015358	Mr. Rakesh Kapoor	Non-Executive - Independent Director	Chairperson	31-07-2014		
2	07787889	Mr. Shashank Ramesh Anikhindi	Non-Executive - Independent Director	Member	29-09-2017		
3	00157911	Mr. Anil Sharma	Non-Executive - Independent Director	Member	22-10-2002		
4	00057602	Mr. Gursharan Singh	Executive Director	Member	31-07-2014		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00015358	Mr. Rakesh Kapoor	Non-Executive - Independent Director	Chairperson	29-09-2017		
2	00057602	Mr. Gursharan Singh	Executive Director	Member	22-10-2002		
3	00057582	Mr. Dev Raj Arya	Executive Director	Member	22-10-2002		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00110338	Mr. Raj Kumar Kapoor	Non-Executive - Independent Director	Chairperson	15-11-2017		
2	02435942	Mrs. Narinder Paul Kaur	Non-Executive - Non Independent Director	Member	11-02-2016		
3	00057582	Mr. Dev Raj Arya	Executive Director	Member	11-02-2016		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00015358	Mr. Rakesh Kapoor	Financial Affairs Committee	Non-Executive - Independent Director	Chairperson	
2	00057602	Mr. Gursharan Singh	Financial Affairs Committee	Executive Director	Member	
3	00057582	Mr. Dev Raj Arya	Financial Affairs Committee	Executive Director	Member	

Annexure 1				
Annexure 1				
III. Meeting of Board of Directors				
Disclosure of notes on meeting of board of directors explanatory				
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date
1	12-11-2018			
2		12-02-2019	91	

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
1	Audit Committee	12-02-2019	Yes	3	12-11-2018	91		
2	Stakeholders Relationship Committee	07-01-2019	Yes	3	01-10-2018	97		
3	Stakeholders Relationship Committee	14-01-2019	Yes	3	15-10-2018	90		
4	Stakeholders Relationship Committee	21-01-2019	Yes	3	22-10-2018	90		
5	Stakeholders Relationship Committee	28-01-2019	Yes	2	29-10-2018	90		
6	Stakeholders Relationship Committee	04-02-2019	Yes	3	05-11-2018	90		

Annexure 1								
IV. Meeting of Committees								
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee	Reason for not providing date
7	Stakeholders Relationship Committee	18-02-2019	Yes	2	12-11-2018	97		
8	Stakeholders Relationship Committee	02-03-2019	Yes	3	19-11-2018	102		
9	Stakeholders Relationship Committee	25-03-2019	Yes	3	26-11-2018	118		
10	Stakeholders Relationship Committee		Yes		10-12-2018			Since there are 8 meetings of Stakeholders Relationship Committee held in the quarter ended 31-03-2019, hence no need to fill this column in the Corporate Governance Report for the quarter ended 31-03-2019.
11	Stakeholders Relationship Committee		Yes		17-12-2018			Since there are 8 meetings of Stakeholders Relationship Committee held in the quarter ended 31-03-2019, hence no need to fill this column in the Corporate Governance Report for the quarter ended 31-03-2019.
12	Stakeholders Relationship Committee		Yes		24-12-2018			Since there are 8 meetings of Stakeholders Relationship Committee held in the quarter ended 31-03-2019, hence no need to fill this column in the Corporate Governance Report for the quarter ended 31-03-2019.
13	Stakeholders Relationship Committee		Yes		31-12-2018			Since there are 8 meetings of Stakeholders Relationship Committee held in the quarter ended 31-03-2019, hence no need to fill this column in the Corporate Governance

								Report for the quarter ended 31-03-2019.
14	Other Committee	26-03-2019	Yes	3	07-12-2018	108	Financial Affairs Committee	
15	Nomination and remuneration committee	12-02-2019	Yes	4				Since there is no meeting of Nomination and Remuneration Committee held in the previous quarter, hence the column left blank in which error is occurred.
16	Corporate Social Responsibility Committee	12-02-2019	Yes	3				Since there is no meeting of Nomination and Remuneration Committee held in the previous quarter, hence the column left blank in which error is occurred.

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Annexure 1		
Sr	Subject	Compliance status
1	Name of signatory	Hitesh Kumar
2	Designation	Company Secretary and Compliance Officer

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.raclgeartech.com
2	Terms and conditions of appointment of independent directors	Yes		www.raclgeartech.com
3	Composition of various committees of board of directors	Yes		www.raclgeartech.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.raclgeartech.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.raclgeartech.com
6	Criteria of making payments to non-executive directors	Yes		www.raclgeartech.com
7	Policy on dealing with related party transactions	Yes		www.raclgeartech.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.raclgeartech.com

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.raclgeartech.com
11	email address for grievance redressal and other relevant details	Yes		www.raclgeartech.com
12	Financial results	Yes		www.raclgeartech.com
13	Shareholding pattern	Yes		www.raclgeartech.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	Yes		www.raclgeartech.com
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

Text Block	
Textual Information(1)	<p>1. Criteria of making payments to Non-executive directors - For Non-executive Independent Directors available on website of the Company and for Other Non-executive Directors Disclosed in the annual report of the Company.</p> <p>2. Details of agreements entered into with the media companies and/or their associates - There was no agreement entered into with the media companies and/or their associates by the Company.</p> <p>3. This is to inform that Registration Authority of Austria has registered Company's Wholly Owned Subsidiary i.e. RACL Geartech GmbH, at Austria on 28.02.2019.</p> <p>Further informed that other statutory requirements w.r.t. Wholly Owned Subsidiary are in the process and the Material Subsidiary Policy shall be approved by the Board of Directors of the company in its succeeding meeting to be held in the month of May 2019.</p>

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2), (3),(4),(5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

Text Block	
Textual Information(1)	<p>This is to inform that Registration Authority of Austria has registered Companys Wholly Owned Subsidiary i.e. RACL Geartech GmbH, at Austria on 28.02.2019.</p> <p>Further informed that other statutory requirements w.r.t. Wholly Owned Subsidiary are in the process and the Material Subsidiary Policy shall be approved by the Board of Directors of the company in its succeeding meeting to be held in the month of May 2019.</p>

Annexure II		
1	Name of signatory	HITESH KUMAR
2	Designation	Company Secretary and Compliance Officer

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	NA
	Any other information to be provided	Textual Information(1)

Text Block	
Textual Information(1)	<p>This is to inform that Registration Authority of Austria has registered Companys Wholly Owned Subsidiary i.e. RACL Geartech GmbH, at Austria on 28.02.2019.</p> <p>Further informed that other statutory requirements w.r.t. Wholly Owned Subsidiary are in the process and the Material Subsidiary Policy shall be approved by the Board of Directors of the company in its succeeding meeting to be held in the month of May 2019.</p>

Annexure II		
1	Name of signatory	HITESH KUMAR
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	HITESH KUMAR
Designation of person	Company Secretary and Compliance Officer
Place	NOIDA
Date	09-04-2019

