

**MSEI Symbol**

Scrip code	520073
NSE Symbol	
MSEI Symbol	
ISIN	INE704B01017
Name of the entity	RACL Geartech Limited
Date of start of financial year	01-04-2017
Date of end of financial year	31-03-2018
Reporting Quarter	Yearly
Date of Report	31-03-2018
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

Is there any change in information of board of directors compare to previous quarter

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 D
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		142	1	1	0		
3	Mr	Raj Kumar Kapoor	AAAPK9383N	00110338	Non-Executive - Independent Director	Not Applicable		29-09-2017		89	1	0	0		
4	Mr	Rakesh Kapoor	AEFPK3862H	00015358	Non-Executive - Independent Director	Not Applicable		29-09-2017		53	2	3	3		

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#### I. Composition of Board of Directors

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 not provided
5	Mr	Shashank Ramesh Anikhindi	ABDPA0587G	07787889	Non-Executive - Independent Director	Not Applicable		29-09-2017		10	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		

**Annexure 1**

**II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

Is there any change in information of committees compare to previous quarter

Yes

Audit Committee Details					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00015358	Mr. Rakesh Kapoor	Non-Executive - Independent Director	Chairperson	
2	00157911	Mr. Anil Sharma	Non-Executive - Independent Director	Member	
3	07787889	Mr. Shashank Ramesh Anikhindi	Non-Executive - Independent Director	Member	

Nomination and remuneration committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00015358	Mr. Rakesh Kapoor	Non-Executive - Independent Director	Chairperson	
2	07787889	Mr. Shashank Ramesh Anikhindi	Non-Executive - Independent Director	Member	
3	00157911	Mr. Anil Sharma	Non-Executive - Independent Director	Member	
4	00057602	Mr. Gursharan Singh	Executive Director	Member	

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

Risk Management Committee					
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Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
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Corporate Social Responsibility Committee					
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Remarks
1	00110338	Mr. Raj Kumar Kapoor	Non-Executive - Independent Director	Chairperson	
2	02435942	Mrs. Narinder Paul Kaur	Non-Executive - Non Independent Director	Member	
3	00057582	Mr. Dev Raj Arya	Executive Director	Member	

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)
1	14-11-2017		
2		08-01-2018	54
3		14-02-2018	36

## 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
1	Audit Committee	08-01-2018	Yes	3	14-11-2017	54	
2	Audit Committee	14-02-2018	Yes	3			
3	Stakeholders Relationship Committee	01-01-2018	Yes	3	06-11-2017		
4	Stakeholders Relationship Committee	15-01-2018	Yes	3	20-11-2017		
5	Stakeholders Relationship Committee	26-02-2018	Yes	2			
6	Stakeholders Relationship Committee	05-03-2018	Yes	2			

**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
7	Stakeholders Relationship Committee	12-03-2018	Yes	2			
8	Stakeholders Relationship Committee	19-03-2018	Yes	2			
9	Stakeholders Relationship Committee	26-03-2018	Yes	2			
10	Other Committee	22-03-2018	No	3	02-11-2017		Financial Affairs Committee

**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 Office

**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		<a href="http://www.raclgeartech.com">www.raclgeartech.com</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.raclgeartech.com">www.raclgeartech.com</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.raclgeartech.com">www.raclgeartech.com</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.raclgeartech.com">www.raclgeartech.com</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.raclgeartech.com">www.raclgeartech.com</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.raclgeartech.com">www.raclgeartech.com</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.raclgeartech.com">www.raclgeartech.com</a>
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.raclgeartech.com">www.raclgeartech.com</a>

**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)

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.

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.

## 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 - Add Notes				

**Annexure II**

<b>Annexure II</b>		
1	Name of signatory	
2	Designation	

**Annexure II**

**III. Affirmations**

<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
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	

**Annexure II**

1	Name of signatory	HITESH KUMAR
2	Designation	Company Secretary and Compliance Office

**Signatory Details**

Name of signatory	HITESH KUMAR
Designation of person	Company Secretary and Compliance Office
Place	NOIDA
Date	10-04-2018

