



4th May, 2022

**The Manager - Listing
BSE Limited**
25th Floor, P. J. Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code: 520073

Subject: Annual Secretarial Compliance Report from Practicing Company Secretary in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year ended 31st March, 2022

Dear Sir,

In compliance with the Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the Annual Secretarial Compliance Report issued by Ms. Ridhima Aggarwal, Practicing Company Secretary, for the financial year ended 31st March, 2022.

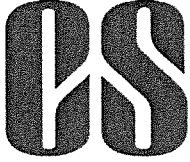
Kindly take the above information on record and oblige.

Thanking you,

Yours Sincerely,
For RACL Geartech Limited



Shagun Bajpai
Company Secretary & Compliance Officer



**SECRETARIAL COMPLIANCE REPORT OF RACL GEARTECH LIMITED FOR THE
YEAR ENDED MARCH 31, 2022**

I Ridhima Aggarwal, Practicing Company Secretary have examined:

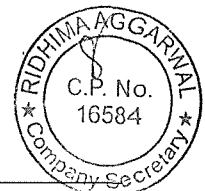
- (a) all the documents and records made available to me, and explanation provided by RACL Geartech Limited (“**the listed entity**”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 (“**Review Period**”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956, rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India;-

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and circulars/ guidelines issued thereunder.



and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Nil	Nil	Nil	Not Applicable

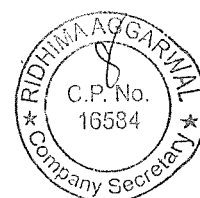
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

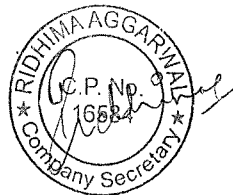
Sr. No	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ Remarks of the Practicing Company Secretary
Nil	Nil	Nil	Nil	Not Applicable

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports.

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2021 (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the Actions taken by the listed entity
1	In accordance with the Code of Conduct of the Company formulated under the SEBI Prohibition of Insider Trading Regulations, 2015, no insider shall perform a contra trade within 6 months of the last trade and make necessary	March 31, 2021	The said non-compliance was inadvertent and due to misinterpretation of law. As per Regulation 7 (2) of SEBI Prohibition of Insider Trading Regulations, 2015, the listed entity has reported the transactions within	This issue has been complied with.



	disclosures in respect of the trading made in excess of the threshold limit in one transaction or in one calendar quarter. Accordingly, it was observed that persons belonging to the Promoter & Promoter Group violated the aforesaid provisions of the Code of Conduct.		the time frame from the date of receipt of information from BSE.	
2.	The listed entity submitted a disclosure with BSE Ltd. under Regulation 31 (SAST) Regulations, 2011 on May 27, 2020 for release of pledge of 8,70,000 shares of Mr. Gursharan Singh discharged as collaterals. The said shares were released by RBL Bank on March 16, 2020 and intimation was received by the listed entity on March 20, 2020. As per said Regulations, disclosure of shares encumbered/ pledged/ lien etc. by promoter has to be given within 7 working days from the creation / invocation / release of encumbrance.	March 31, 2021	As confirmed by the management, the disclosure was submitted to BSE Ltd. after the Lockdown restrictions were lifted in the country.	This issue has been complied with.



Ridhima Aggarwal
Company Secretary in Practice
Membership No.: 35391
C.P. No. 16584
UDIN: A035391D000247933
Date: April 30, 2022