

General information about company	
Scrip code	520073
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE704B01017
Name of the entity	RACL GEARTECH LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Top 2000 listed entities

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

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 DIN
Mr	Gursharan Singh	ANPPS3273F	00057602	Executive Director	Chairperson related to Promoter	MD	07-09-1962	NA		23-08-2002	23-08-2017			1	0	1	0		
Mr	Dev Raj Arya	AACPA3671R	00057582	Executive Director	Not Applicable		31-03-1951	NA		22-10-2002	22-10-2017			1	0	1	0		
Mr	Anil Sharma	AJVPS0676E	00157911	Non-Executive - Non Independent Director	Not Applicable		17-03-1948	NA		30-09-2006	29-09-2019			1	0	0	0		
Mr	Raj Kumar Kapoor	AAAPK9383N	00110338	Non-Executive - Independent Director	Not Applicable		01-06-1950	NA		30-09-2011	29-09-2017		113	1	1	0	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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 Chairperson in Audit/ Stakeholder Committee(s) held in this listed entity (Refer Regulation 26(1) of Listing Regulations)
5	Mr	Rakesh Kapoor	AEFPK3862H	00015358	Non-Executive - Independent Director	Not Applicable		23-07-1955	NA		30-09-2014	29-09-2017		77	2	2	3	3
6	Mr	Shashank Ramesh Anikhindi	ABDPA0587G	07787889	Non-Executive - Independent Director	Not Applicable		07-09-1956	NA		29-09-2017	29-09-2017		34	2	2	2	1
7	Mr	Jagdish Keswani	AAOPK6815F	02146267	Non-Executive - Independent Director	Not Applicable		17-08-1959	NA		11-11-2019	11-11-2019		5	1	1	1	0
8	Mrs	Narinder Paul Kaur	AKXPK3418K	02435942	Non-Executive - Non Independent Director	Not Applicable		15-06-1963	NA		30-09-2015	30-09-2015			1	0	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	Rakesh Kapoor	Non-Executive - Independent Director	Chairperson	04-11-2015		
2	07787889	Shashank Ramesh Anikhindi	Non-Executive - Independent Director	Member	15-11-2015		
3	02146267	Jagdish Keswani	Non-Executive - Independent Director	Member	11-11-2019		

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	07787889	Shashank Ramesh Anikhindi	Non-Executive - Independent Director	Chairperson	11-11-2019		
2	00015358	Rakesh Kapoor	Non-Executive - Independent Director	Member	11-11-2019		
3	00157911	Anil Sharma	Non-Executive - Non Independent Director	Member	22-10-2002		
4	00057602	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	Rakesh Kapoor	Non-Executive - Independent Director	Chairperson	29-09-2017		
2	00057602	Gursharan Singh	Executive Director	Member	22-10-2002		
3	00057582	Dev Raj Arya	Executive Director	Member	22-10-2002		

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	Raj Kumar Kapoor	Non-Executive - Independent Director	Chairperson	15-11-2017		
2	02435942	Narinder Paul Kaur	Non-Executive - Non Independent Director	Member	11-02-2016		
3	00157911	Anil Sharma	Non-Executive - Non Independent Director	Member	11-11-2019		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00015358	Rakesh Kapoor	Financial Affairs Committee	Non-Executive - Independent Director	Chairperson	
2	00057602	Gursharan Singh	Financial Affairs Committee	Executive Director	Member	
3	00057582	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	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	11-11-2019				Yes	8	4
2		06-02-2020	86		Yes	7	3

Annexure 1**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	Audit Committee	11-11-2019				Yes	3	2
2	Audit Committee	06-02-2020	86			Yes	3	3

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 500 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	Shagun Bajpai
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	Yes		www.raclgeartech.com
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	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	Yes		www.raclgeartech.com
17	Advertisements as per regulation 47 (1)	Yes		www.raclgeartech.com
18	Credit rating or revision in credit rating obtained	Yes		www.raclgeartech.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.raclgeartech.com
21	Materiality Policy as per Regulation 30	Yes		www.raclgeartech.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	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)	<ol style="list-style-type: none">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. 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. The Financials of the Subsidiary shall be updated on the Website once the same are prepared and finalised.
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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), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	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	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	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.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	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.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	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

Annexure II		
1	Name of signatory	Shagun Bajpai
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	Yes
	Any other information to be provided	

Annexure II

1	Name of signatory	Shagun Bajpai
2	Designation	Company Secretary and Compliance Officer

Signatory Details	
Name of signatory	Shagun Bajpai
Designation of person	Company Secretary and Compliance Officer
Place	Noida
Date	15-05-2020

