



RACL Geartech Ltd.

Formerly Raunaq Automotive Components Ltd.

Corporate Office

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

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

Web: www.raclgeartech.com E-mail: info@raclgeartech.com

Monday, January 11, 2016

REF. NO. RACL/ BSE/ 2015-16

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

Scrip Code No. 520073

SUB: Compliance Report on Corporate Governance for the Quarter Ending On December 31, 2015


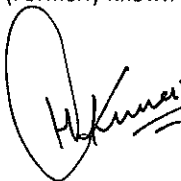
Dear Sir,

Pursuant to Regulation 27(2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Please find enclosed herewith the Quarterly Compliance Report on Corporate Governance for the quarter ending on December 31, 2015.

This is for your information and records.

Thanking you,

For RACL Geartech Limited
(Formerly Known as Raunaq Automotive Components Limited)



HITESH KUMAR
COMPANY SECRETARY &
COMPLIANCE OFFICER

Encl: As above

Registered Office

15th Floor, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019, INDIA

Phone: +91-11-26418622-33-55 Fax: +91-11-26448962

CIN: L34300DL1983PLC016136

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



TS 16949 : 2009
TS 518901 - 000



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Compliance Report on Corporate Governance

Name of the Company : RACL Geartech Limited

Quarter ending on : December 31, 2015

I. Composition of Board of Directors								
Title (Mr./ Ms.)	Name of the Director	PAN and DIN	Category (Chairperson /Executive/ Non-Executive/ Independent/ Nominee)	Date of appointment in the current term/ cessation	Tenure*	No. of directorship in listed entities including this listed entity	No. of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Gursharan Singh	ANPPS3273F 00057602	Chairman & Managing Director / Executive	22/08/2007	N.A.	1	1	-
Mr.	Anil Sharma	AJVPS0676E 00157911	Non-Executive / Independent Director	30/09/2014	9 years	1	1	-
Mr.	Madan Lal	ABGPL5680A 00272672	Non-Executive / Independent Director	30/09/2014	13 years	3	3	3
Mr.	Raj Kumar Kapoor	AAAPK9383N 00110338	Non-Executive / Independent Director	30/09/2014	5 years	1	1	1
Mr.	Devender Singh	AAXPS3809E 00115257	Non-Executive / Nominee Director	30/01/2012	N.A.	2	1	-
Mr.	Rakesh Kapoor	AFFPK3862H 00015358	Non-Executive / Independent Director	30/09/2014	2 years	2	2	-
Mr.	Dev Raj Arya	AACPA3671R 00057582	Executive Director & CFO	E.D.- 22/10/2012 CFO-01/09/2014	N.A.	1	1	-
Ms.	Narinder Paul Kaur	AKXPK3418K 02435942	Non-Executive Director	30/09/2015	N.A.	1	-	-

*to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)
Audit Committee	1. Mr. Raj Kumar Kapoor-Chairman of Committee	Non-Executive / Independent Director
	2. Mr. Anil Sharma - Member	Non-Executive / Independent Director
	3. Mr. Devender Singh - Member	Non-Executive / Nominee Director
	4. Mr. Rakesh Kapoor - Member (Appointed as member on November 4, 2015)	Non-Executive / Independent Director
Stakeholders Relationship Committee	1. Mr. Madan Lal - Chairman of Committee	Non-Executive / Independent Director
	2. Mr. Gursharan Singh - Member	Chairman & Managing Director / Executive
	3. Mr. Dev Raj Arya - Member	Executive Director & CFO
Nomination and Remuneration Committee	1. Mr. Rakesh Kapoor - Chairman of Committee	Non-Executive / Independent Director
	2. Mr. Madan Lal - Member	Non-Executive / Independent Director
	3. Mr. Anil Sharma - Member	Non-Executive / Independent Director
	4. Mr. Gursharan Singh - Member	Chairman & Managing Director / Executive

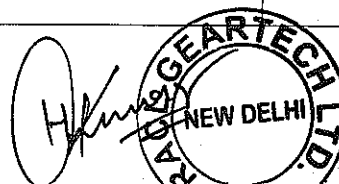
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Committee of Independent Directors	1. Mr. Raj Kumar Kapoor -Chairman of Committee	Non-Executive / Independent Director
	2. Mr. Anil Sharma - Member	Non-Executive / Independent Director
	3. Mr. Rakesh Kapoor - Member	Non-Executive / Independent Director
	4. Mr. Madan Lal - Member	Non-Executive / Independent Director

III. Meeting of Board of Directors

Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the relevant quarter	Maximum gap between any two consecutive meetings (in number of days)
August 6, 2015	November 4, 2015	89 days

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee - November 4, 2015	Yes (Out of 3 members, 2 members present at the meeting).	Audit Committee - August 6, 2015	89 days
Stakeholders Relationship Committee October 5, 2015 October 12, 2015 October 19, 2015	Yes, All members were present. Yes, All members were present. Yes, All members were present.	Stakeholders Relationship Committee July 6, 2015, August 10, 2015, August 24, 2015, August 31, 2015, September 14, 2015 and September 23, 2015	-
Nomination and Remuneration Committee - No meeting held	-	Nomination and Remuneration Committee - July 18, 2015	-
Committee of Independent Directors - No meeting held	-	Committee of Independent Directors - No meeting held	-

* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

V. Related Party Transactions

Subject	Compliance Status (Yes/ No/ NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	N.A.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015:
 - Audit Committee
 - Nomination & Remuneration Committee
 - Stakeholders relationship committee
- The committee members have been made aware of their powers, role, responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- This report and/or the report submitted in the previous quarter has been placed before the Board of Directors. Any comments/ observations/ advice of Board of Directors may be mentioned here: *This is the first quarter where the requirement of filing of the prescribed report, as per SEBI (Listing obligations and disclosure requirements) Regulations, 2015. The said report shall be placed before the Board in the next meeting.*

Hitesh Kumar

Company Secretary & Compliance Officer

