



RACL Geartech Ltd.

Formerly Raunaq Automotive Components Ltd.

Corporate Office

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

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CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE 04/2015-16 MEETING OF THE BOARD OF DIRECTORS OF RACL Geartech Limited (Formerly Known as Raunaq Automotive Components Limited) HELD ON THURSDAY, THE FEBRUARY 11, 2016, AT 11.30 A.M. AT THE CORPORATE OFFICE OF THE COMPANY B-9, SECTOR-3, NOIDA, UTTAR PRADESH – 201301, INDIA

- 1. Approval of Board of Directors for recommend to shareholders approval, the powers under section 180 (1) (a), i.e. to sell, lease / mortgage/ hypothecation or otherwise dispose of the whole or substantially the whole of the undertaking of the company in certain events, to or in favour of Bank of India and / or RBL Bank Limited and / or other Bank / Financial Institution / NBFC / others to secure / to be secured payment of the any amount borrowed by the company within the limits specified under section 180 (1) (c) of the Companies Act, 2013.**

“RESOLVED THAT pursuant to the provisions of section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made there under and other applicable provision (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013 and any other act, if any, consent of the Board of Directors of the Company be and is hereby accorded to seek the approval of the shareholders to sell, lease/ mortgage/ hypothecation or otherwise dispose of the whole or substantially the whole of the undertaking of the company by the Board of Directors of the company, on all movable as well as immovable properties of the company, wherever situated, present as well as future, together with powers to take over the management of the business & concern of the company in certain events, to or in favour of Bank of India and / or RBL Bank Limited and / or other Bank / Financial Institution / NBFC / others to secure / to be secured payment of the any amount borrowed by the company within the limits specified under section 180 (1)(c) of the Companies Act, 2013.

- 2. Approval of Board of Directors for recommend to shareholders approval, the Borrowing powers under section 180 (1) (c).**

“RESOLVED THAT pursuant to the provisions of section 180 (1) (c) and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made there under and other applicable provision (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013 and any other act, if any, consent of the Board of Directors of the Company be and is hereby accorded to seek the approval of the shareholders to borrow any sum, or sums of monies and/or to receive/avail of financial assistance or to undertake financial obligation in any form, from time to time, from any one or more of the Financial Institutions, Banks, NBFC and others as they may deemed fit, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may exceed the paid up share Capital of the Company and its free reserve, provided that the total amount so borrowed (apart from temporary loans obtained by the Company' from Bankers in the ordinary course of Business) and outstanding at any point of time shall not exceed **Rs. 75 crores (Rupees Seventy Five crores)** as prevailing from time to time, exclusive of interest and other charges.

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For RACL Geartech Limited

(Formerly Known as Raunaq Automotive Components Limited)

HITESH KUMAR, COMPANY SECRETARY

MEMBERSHIP NO. A37857

Date: 18/02/2016

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