

NOTICE

Notice is hereby given that the 37th (Thirty Seventh) Annual General Meeting (“AGM”) of RACL Geartech Limited (“Company”) will be held through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) on 21st September, 2020 at 11:00 A.M. in accordance with the applicable provisions of the Companies Act, 2013 read with MCA General Circular Nos. 20/2020, 17/2020 and 14/2020 dated 5th May, 2020, 13th April, 2020 and 8th April, 2020 respectively, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2020, together with the Reports of the Board of Directors and Auditors thereon.
2. To consider and appoint a Director in place of Mrs. Narinder Paul Kaur (DIN: 02435942), who retires by rotation and being eligible, offers herself for re-appointment.
3. To re-appoint M/s. Gianender & Associates, Chartered Accountants (ICAI Firm Registration No. 004661N) as Statutory Auditors of the Company and to fix their remuneration and for that purpose, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Sections 139 and 142 of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014 and any other applicable provisions of the Act (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Audit Committee, consent of the members of the Company be and is hereby accorded to re-appoint M/s. Gianender & Associates, Chartered Accountants (ICAI Firm Registration No. 004661N) as Statutory Auditors of the Company, to hold office for a term of 5 (five) years from the conclusion of the 37th Annual General Meeting upto the conclusion of the 42nd (Forty Second) Annual General Meeting of the Company, on the terms and fees as mentioned in the explanatory statement, and that the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) be and is hereby authorized to vary their remuneration and decide about reimbursement of out of pocket expenses, as may be incurred, in the performance of Audit.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS

4. To approve the re-appointment of Mr. Shashank Ramesh Anikhindi (DIN: 07787889) as the Non-Executive Independent Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to Sections 149 and 152 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute), consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Shashank Ramesh Anikhindi (DIN: 07787889), who was appointed as Non- Executive Independent Director by the Members of the Company in the 34th Annual General Meeting of the Company for a term of 3 years upto 28th September, 2020 and who meets the criteria of Independence and being eligible, offers

himself for re-appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying the member's intention to propose the candidature of Mr. Shashank Ramesh Anikhindi for the office of Director, to hold office for a second term of 5 (Five) consecutive years with effect from 29th September, 2020 to 28th September, 2025, whose office shall not be liable to retirement by rotation."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be deemed necessary, proper or expedient to give effect to this resolution and/or to make any modification as may be deemed to be in the best interest of the Company."

5. To approve the confirmation of appointment of Mr. Jagdish Keswani (DIN: 02146267) as the Non- Executive Independent Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to Sections 149 and 152 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) consent of the Members of the Company be and is hereby accorded to confirm the appointment of Mr. Jagdish Keswani (DIN: 02146267), who was appointed as an Additional Independent Director by the Board on 11th November, 2019 and holds office upto the 37th Annual General Meeting, and who meets the criteria of Independence and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying the member's intention to propose the candidature of Mr. Jagdish Keswani for the office of Director to hold office for a period commencing from 11th November, 2019 upto the conclusion of the 40th Annual General Meeting of the Company, as a Non- Executive Independent Director, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be deemed necessary, proper or expedient to give effect to this resolution and/or to make any modification as may be deemed to be in the best interest of the Company."

6. To approve the confirmation of appointment of Brig. H.P.S Bedi (Retd.) (DIN: 05217488) as the Non- Executive Independent Director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to Sections 149, 152 and 161 and other relevant provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Articles of Association of the Company, approvals and recommendations of the Nomination and Remuneration Committee, and that of the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) consent of the Members of the Company be and is hereby accorded to confirm the appointment of Brig. H.P.S. Bedi (Retd.) (DIN: 05217488), who was appointed as an Additional Independent Director by the Board on 29th June, 2020 and holds office upto the 37th Annual General Meeting, and who meets the criteria of independence and being eligible, offers himself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying the member's intention to propose the candidature of Brig. H.P.S. Bedi (Retd.) for the office of Director to hold office for a period commencing from 29th June, 2020 upto the conclusion of the 40th Annual General Meeting of the Company as a Non- Executive Independent Director, not liable to retire by rotation and to continue to hold such position upon attaining age of 70 (Seventy) years during his tenure of appointment.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be deemed necessary, proper or expedient to give effect to this resolution and/or to make any modification as may be deemed to be in the best interest of the Company.”

7. To keep the Copies of Annual Return of the Company at a place other than the Registered office of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 94 read with Section 92 and all other applicable provisions of the Companies Act, 2013, read with applicable rules made there under and other applicable provisions (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 or regulations, if any, consent of the members of the Company be and is hereby accorded to keep and maintain the copies of Annual Return and Registers of the Company, at the Corporate Office of the Company situated at B-9, Sector-3, Noida, Uttar Pradesh-201301 along with keeping and maintaining the same at Registered Office of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors
For RACL Geartech Limited**

**Place: Noida
Date: 31st July, 2020**

**Shagun Bajpai
Company Secretary & Compliance Officer
ACS: 45982
B-9, Sector-3, Noida
Gautam Buddh Nagar
Uttar Pradesh- 201301**

NOTES:

1. The explanatory statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out material facts relating to the Special Businesses to be transacted at the Annual General Meeting (“AGM/ Meeting”) is annexed hereto. The Board of Directors of the Company at its meeting held on 31st July, 2020 considered that the special business under Item Nos. 4 to 7, being considered unavoidable, be transacted at the 37th AGM of the Company.

Additional information, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), with respect to appointment of the Statutory Auditors of the Company, as proposed under Item No. 3 of this Notice under Ordinary Business, is also provided in the Explanatory Statement.

2. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs vide its Circular dated 5th May, 2020 read with Circulars dated 8th April, 2020 and 13th April, 2020 (collectively referred to as “Circulars”), has introduced certain measures enabling companies to convene their AGM through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) and also send notice of the Meeting and other correspondences related thereto, through electronic mode. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2020 consisting of Standalone and Consolidated Financial Statements including Board’s Report, Auditors’ Report and other documents required to be attached therewith have been sent to the members on the E-mail IDs registered with the Company or the Registrar and Share Transfer Agent (“RTA”) or the Depository Participants(s) (“DP”) through electronic means and no physical copy of the Notice has been sent by the Company to any member.
3. In compliance with the said Circulars, the Company has also published a public notice by way of an advertisement made dated 11th August, 2020 in Mint and Jansatta, both having a wide circulation, inter alia, advising the members whose E-mail IDs are not registered with the Company, its RTA or DP, as the case may be, to register their E-mail IDs with them.
4. The members who have not yet registered their E-mail IDs with the Company may send their requests to MAS Services Limited, RTA of the Company, at info@masserv.com or investor@raclgeartech.com for registering their E-mail IDs on or before 13th September, 2020. The Company shall send the Notice to such members whose E-mail IDs get registered within the aforesaid time enabling them to participate in the meeting and cast their votes.
5. If there is any change in the E-mail ID already registered with the Company, members are requested to immediately notify such change to the Company or its RTA in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
6. In line with the MCA Circulars and SEBI Circular, the Notice of the 37th AGM will be available on the website of the Company at www.raclgeartech.com, on the website of BSE Limited at www.bseindia.com.
7. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
8. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting and for participation in the 37th AGM through VC/OAVM Facility.
9. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/ authorization letter to the Company at investor@raclgeartech.com or info@masserv.com with a copy marked to helpdesk.evoting@cdslindia.com.
10. In accordance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and

amendments thereto and applicable provisions of the SEBI Listing Regulations, Central Depository Services Limited (“CDSL”) will be providing facility for voting through remote e-Voting along with the facility for participation in the AGM through VC/OAVM Facility and e-Voting during the 37th AGM.

11. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
12. The facility of e-Voting through the same portal, provided by CDSL, will be available during the Meeting through VC also to those Members who do not cast their votes by remote e-Voting prior to the Meeting. Members, who cast their votes by remote e-Voting, may attend the Meeting through VC but will not be entitled to cast their votes once again.
13. Members may join the AGM through VC/OAVM Facility by following the procedure as mentioned below which shall be kept open for the Members from 10:30 A.M. IST i.e. 30 minutes before the time scheduled to start the AGM and the Company may close the window for joining the VC/OAVM Facility 30 minutes after the scheduled time to start the AGM.
14. Members may note that the VC/OAVM Facility, provided by CDSL, allows participation of atleast 1,000 Members on a on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come first-served principle.
15. The Register of Members and Share Transfer Books of the Company shall remain closed from **Tuesday, 15th September, 2020 to Monday, 21st September, 2020** (both days inclusive) for the purpose of AGM.
16. The voting rights of members shall be in proportion to their shares in the Paid up Equity Share Capital of the Company as on the cut-off date i.e. **Monday, 14th September, 2020**. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
17. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
18. The Securities and Exchange Board of India (“SEBI”), vide its Notification dated 8th June, 2018 has mandated dematerialization of shares held in physical form for registration of transfer of shares of the Company w.e.f. 1st April, 2019. Hence, all shareholders acquiring shares in physical form are requested to dematerialize their shareholding before lodging for any transfer of shares.
19. SEBI has mandated to furnish copy of Permanent Account Number (“PAN”) to the Company/ Registrar and Share Transfer Agent of the Company (“RTA”) by the Members for registration of transmission/ transposition of shares of the Company in relation to securities market transactions and off- market/ private transactions in physical form of listed companies. Hence, all shareholders acquiring shares in physical form are requested to furnish a self- attested copy of PAN card alongwith their request for registration of transmission/ transposition of shares to the Company/ RTA.
20. All the documents referred to in the accompanying Notice of the 37th AGM and the Explanatory Statement along with the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, shall be available for inspection by the Company at the Registered Office of the Company, during normal business hours on any working day, except Saturday, upto the date of the Meeting.
21. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 37th AGM, forms integral part of the Notice of the 37th AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.

22. Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 37th AGM, from their registered E-mail address, mentioning their name, DP ID and Client ID /Folio Number and mobile number, to the Company’s E-mail address investor@raclgeartech.com by **15th September, 2020**. Such questions by the Members shall be taken up during the meeting and replied by the Company suitably.
23. Members, who would like to ask questions during the 37th AGM with regard to the financial statements or any other matter to be placed at the 37th AGM, need to register themselves as a speaker by sending their request from their registered E-mail address mentioning their name, DP ID and Client ID /Folio Number and mobile number, to the Company’s E-mail address investor@raclgeartech.com by **15th September, 2020**. Those Members who have registered themselves as a speaker shall be allowed to ask questions during the 37th AGM, depending upon the availability of time.
24. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

25. E-Voting and AGM through Video Conferencing:

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the Listing Regulations and SS-2 on issued by the ICSI, the Company is pleased to provide its Members the facility to exercise their right to vote at the 37th AGM by electronic means and the businesses may be transacted through e-Voting services provided by CDSL.

Further, in compliance with MCA Circulars, the Company provides the facility to attend the AGM through VC and OAVM.

The instructions are as under:

- (i) The shareholders need to visit the e-voting website <http://www.evotingindia.com/>.
- (ii) Click on “Shareholders” module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is mentioned in E-mail.
Dividend Bank Details OR Date of Birth DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to Login. <ul style="list-style-type: none"> • If both the details are not recorded with the Depository or Company please enter the Member ID/ Folio Number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in Physical Form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their Login Password in the new password field. Kindly note that this password is also to be used by the demat holders for voting on resolutions of any other company for which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for remote e-Voting on the resolutions contained in this Notice.
- (x) Click on the **EVSN 200814016 for “RACL Geartech Limited”** on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same, the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution on which you have decided to vote, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the Login Password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

Process for those Shareholders who wish to obtain Login Credentials for E-Voting for the Resolutions Proposed in this Notice but whose E-mail Addresses are not registered with the Depositories:

- a. For Physical shareholders- Kindly send an E-mail with a scanned request letter duly signed by 1st shareholder, scan copy of front and back of one share certificate, and copy of PAN card to info@masserv.com
- b. For Demat shareholders - Kindly update your E-mail id with your Depository Participant and send copy of Client Master to info@masserv.com

Instructions for Joining Meeting through VC:

- (i) To join the meeting, the shareholders should log on to the e-voting website <http://www.evotingindia.com/> and login as explained above. After logging-in, kindly click on ‘live streaming’ tab and you will be redirected to ‘cisco’ website.

- In the “Name” field -Put your name.
- In the “last name” field -Enter your Folio No. as informed in E-mail
- In the “E-mail ID” field -Put your E-mail ID
- In the “Event password” field -Put the password as “cdsl@1234”

Click join now button.

Event No. **200814016** will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to

download the webex meet app from the respective play store.

Pre-Requisite for Joining of Meeting through Desktop or Laptop:

System requirement:

- Windows 7, 8 or 10
- I3
- Microphone, speaker
- Internet speed minimum 700 kbps
- Date and time of computer should be current date and time

Pre-Requisite for Joining of Meeting through Mobile: Please download webex application from play store

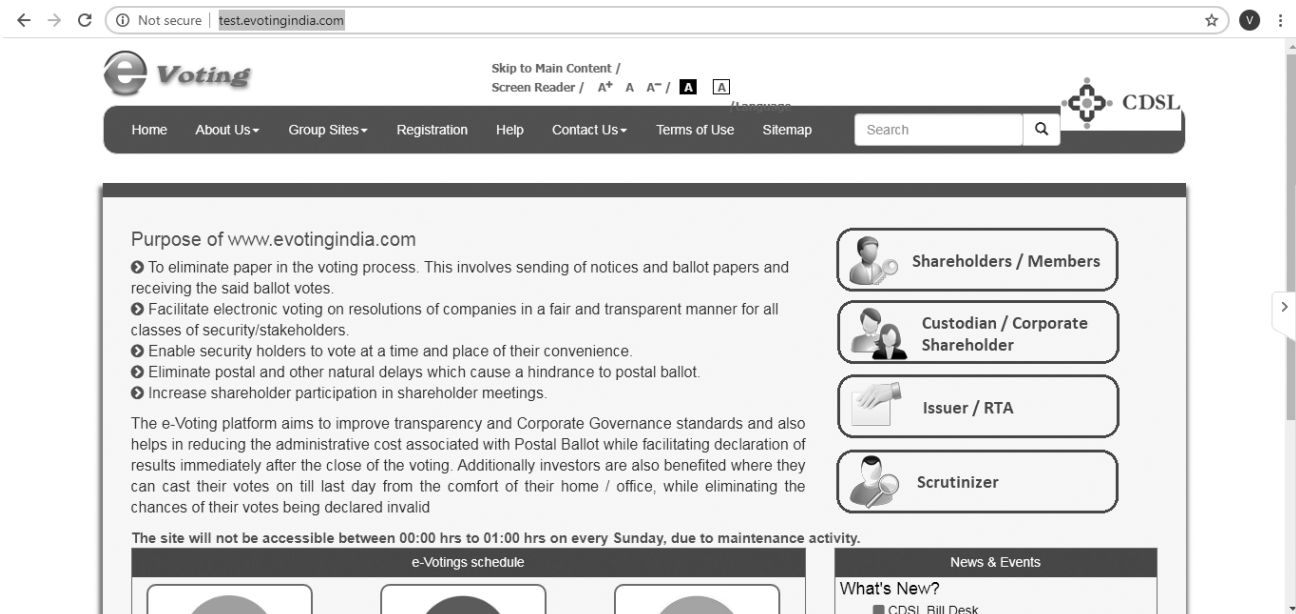
NOTE: IT IS ADVISABLE TO LOGIN BEFOREHAND AT THE E-VOTING SYSTEM AS EXPLAINED IN THE E-VOTING INSTRUCTIONS ABOVE, TO BE FAMILIAR WITH THE PROCEDURES, SO THAT YOU DO NOT FACE ANY TROUBLE WHILE LOGGING-IN DURING THE AGM.

Procedure for E-Voting and Joining of Meeting through VC

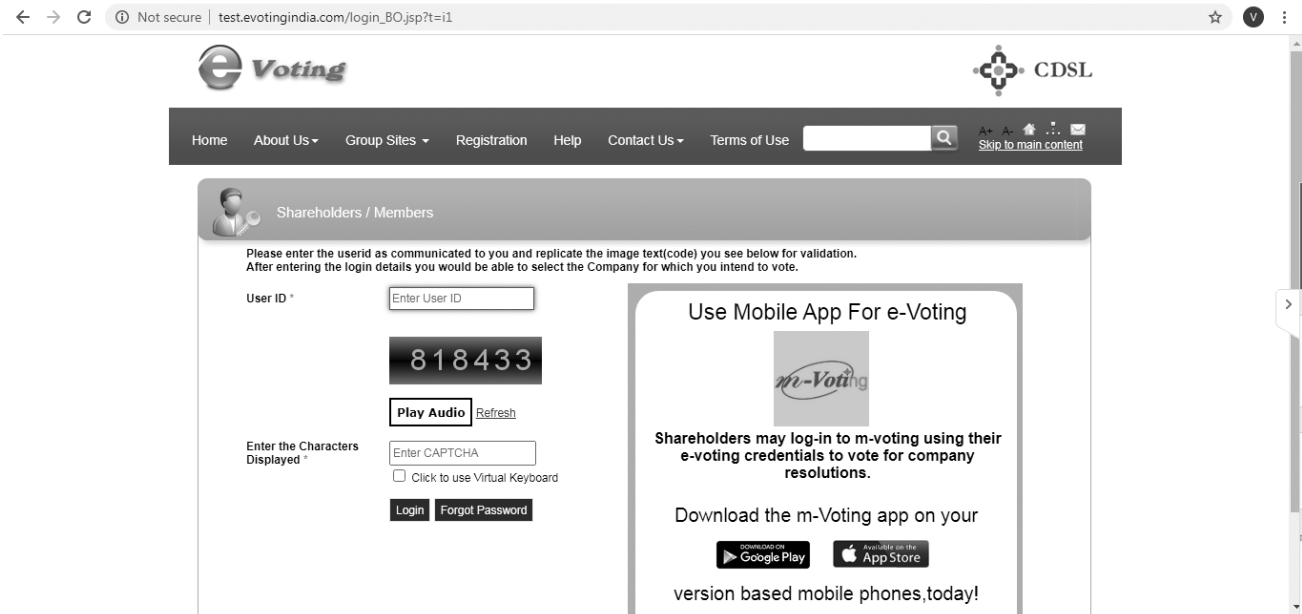
(Explained using Screenshots):

- The shareholders should log on to the e-voting website <http://www.evotingindia.com/>.

The screen will appear as below:

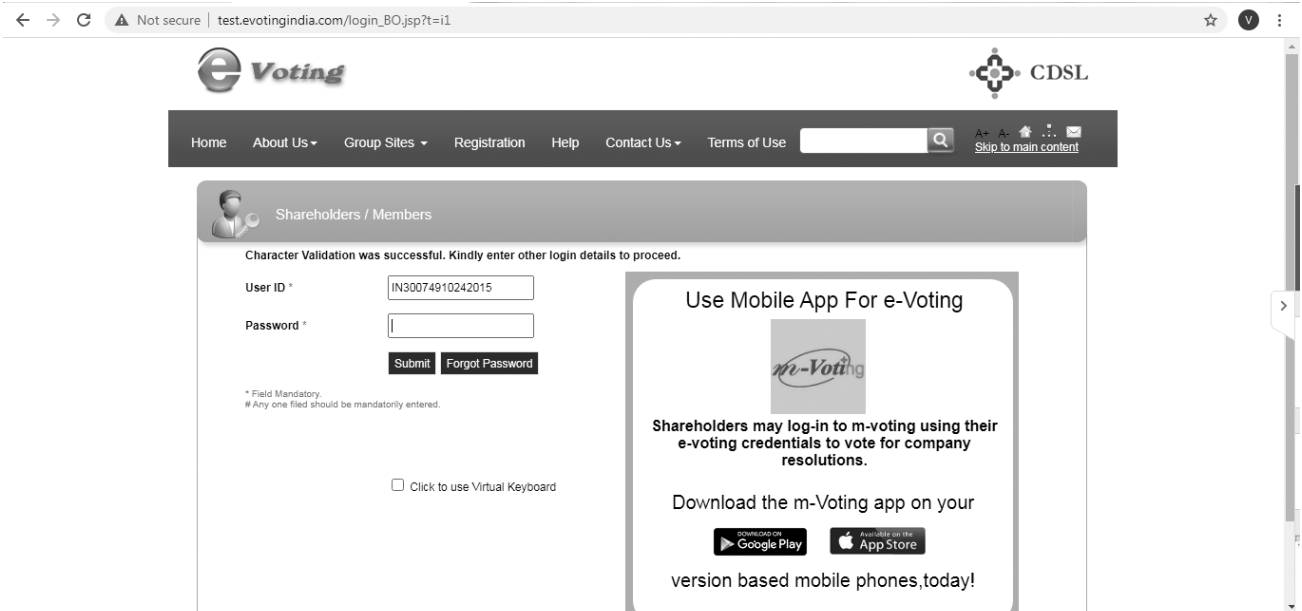


ii. Press Shareholders/Members tab, after which the below screen will be appear.



iii. Enter User ID as mentioned in your invite E-mail, or read point number (iii) as given above.

Since you are a registered user, below screen will be appear. Enter your existing CDSL password in password field.



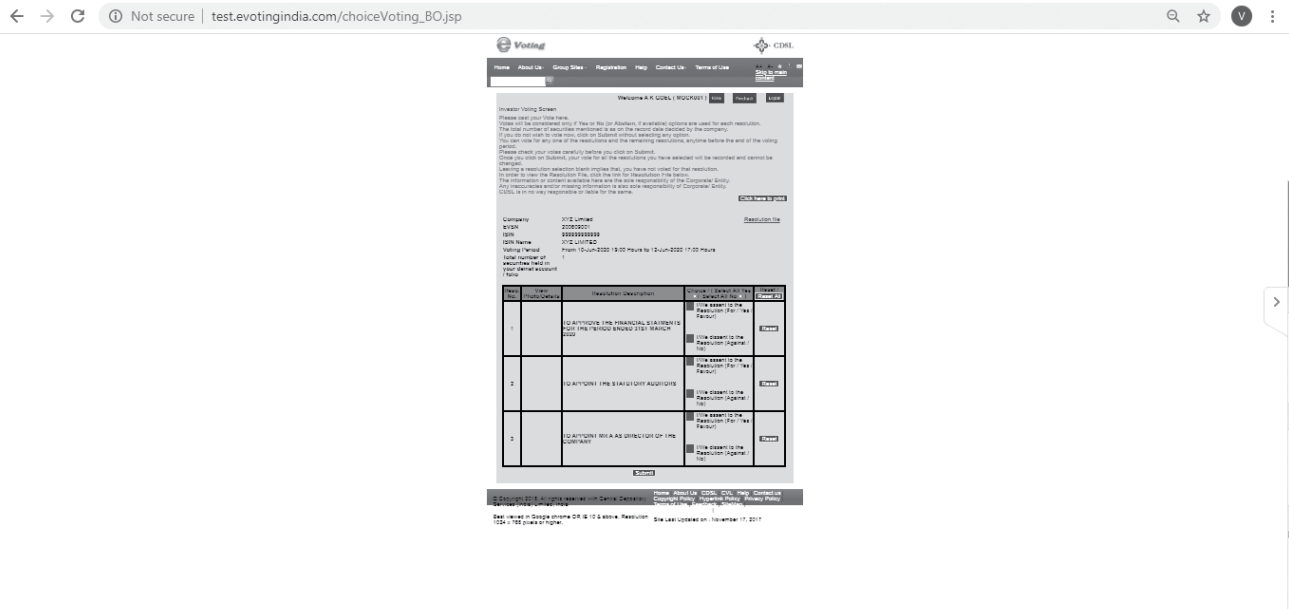
iv. In case you are 1st time user of CDSL e-voting system, then below screen will be appear.

v. Enter your PAN and bank detail/DOB or follow instruction as given point number (vi) above or mentioned in invite E-mail; then below screen will be appear.

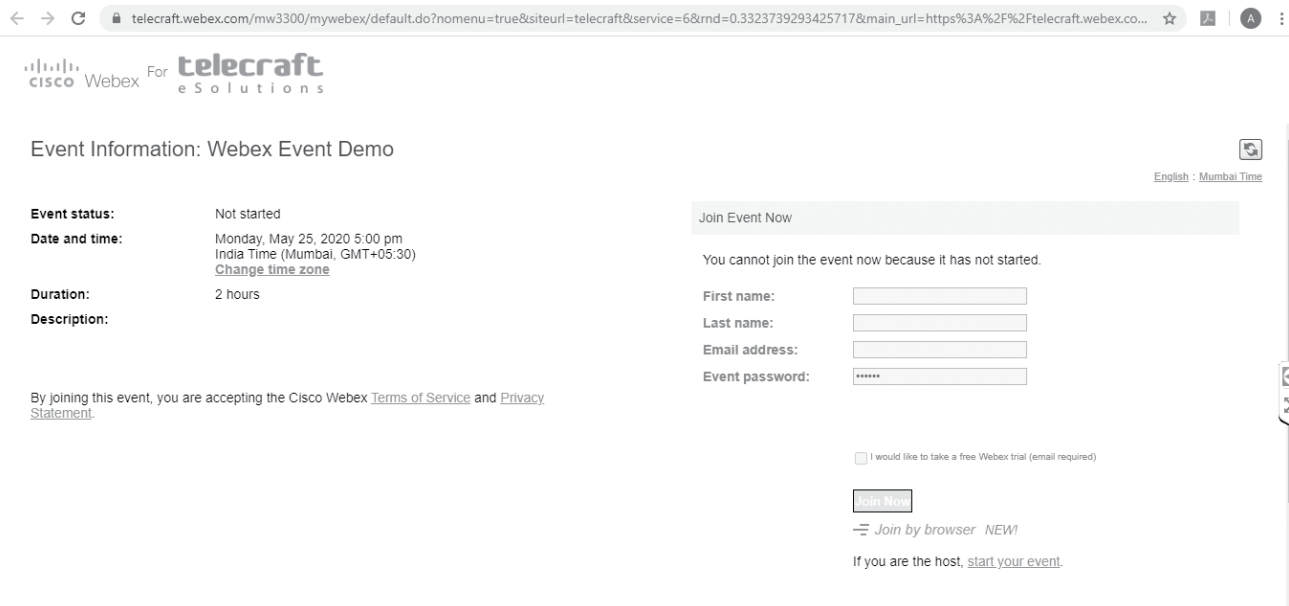
Voting Type	Live Streaming	EVSN	EVSN Type	Company	Start Date / End Date
Venue	Click here 10-Jun-2020 10:00	170410003	Postal Ballot	CDSL e-Voting Demo System55	07-Jun-2019 09:00 Hrs 09-Jun-2020 17:00 Hrs

- vi. For e-Voting, press EVSN number given in EVSN column; and for joining AGM through video conferencing, click on “Click here” tab under the live streaming column.

E-voting screen will be shown as below, where you can cast your vote and press submit button given at the bottom of the screen.



Screen for login into Video Conferencing is shown below:



Fill the details as:

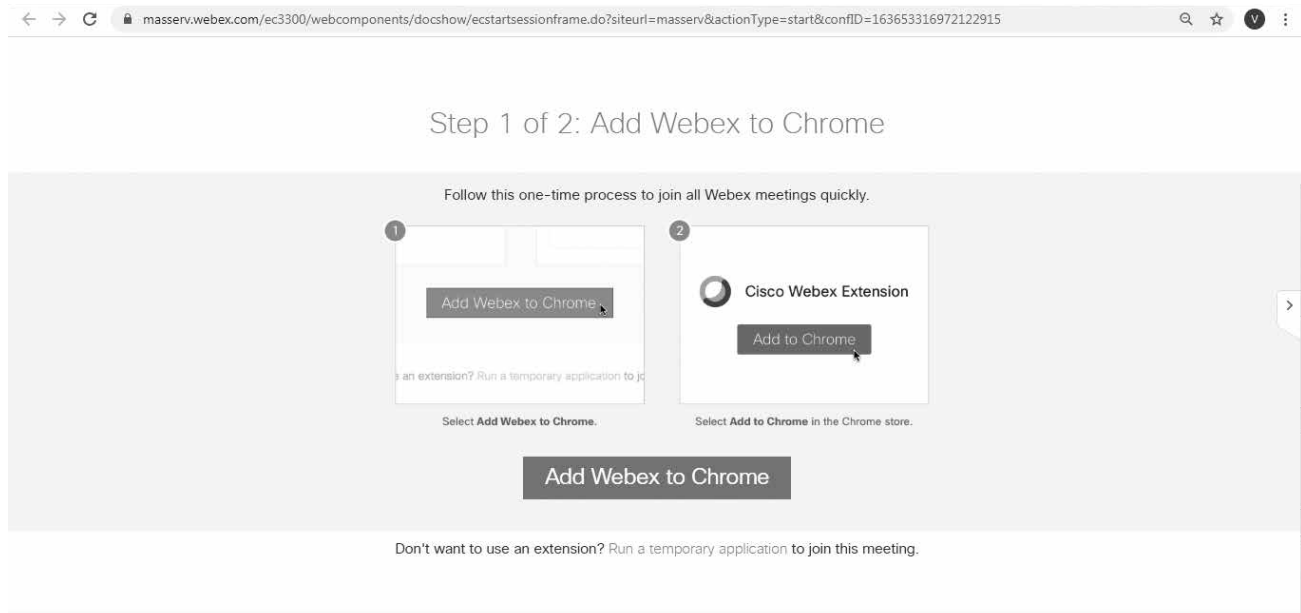
- In the “Name” field -Put your name.
- In the “last name” field -Enter your Folio No. as informed in E-mail
- In the “E-mail ID” field -Put your E-mail ID
- In the “Event password” field -Put the password as “cdsl@1234”

Click join now button.

Event No. **200814016** will start and you will be in the AGM through Video conferencing.

You can join meeting through laptop, tablet, and desktop. In case you want to join through mobile, you need to download the webex meet app from the respective play store.

vii. Once you click on ‘Join now’ tab, the following screen will be appear :



viii. Now, Kindly click on ‘Run a temporary application’, after which a Webex driver will get downloaded. After downloading webex driver, run the application and you will be directed to the AGM.

General guidelines for shareholders

a. The remote e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for remote e-voting :

Commencement of remote e-voting	Friday, 18 th September, 2020 (09:00 A.M. IST)
End of remote e-voting	Sunday, 20 th September, 2020 (05:00 P.M. IST)

b. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at info@masserv.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing user ID and password for casting vote.

- c. The Board of Directors of the Company has appointed **K.K. Malhotra & Co., Company Secretaries** as the Scrutinizer to scrutinize the remote e-voting process as well as polling process in a fair and transparent manner.
- d. The Scrutinizer shall, immediately after conclusion of the AGM unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company and make, not later than 3 (three) days of conclusion of the Meeting, a consolidated Scrutinizer's Report. The Scrutinizer shall submit his report to the Chairperson of the Company or a person authorized by him in writing.
- e. The Chairperson or in his absence, a person authorized by him in writing shall declare the results after receiving the Scrutinizer's Report.
- f. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.raclgeartech.com and on the website of CDSL www.evotingindia.com and communicated to BSE Limited, where the shares of the Company are listed.
- g. Since the AGM of the Company is being convened through VC and OAVM and the facility of remote e-voting is being provided to the shareholders, there shall be no voting by ballot papers.

**By order of the Board of Directors
For RACL Geartech Limited**

**Place: Noida
Date: 31st July, 2020**

**Shagun Bajpai
Company Secretary & Compliance Officer
ACS: 45982
B-9, Sector-3, Noida
Gautam Buddh Nagar
Uttar Pradesh- 201301**

Explanatory Statement Pursuant To Section 102 (1) of The Companies Act, 2013

ITEM NO. 03:

Pursuant to Section 139 of the Companies Act, 2013 (“Act”), M/s. Gianender & Associates, Chartered Accountants (ICAI Firm Registration No. 004661N) were appointed for their 1st Term as the Statutory Auditors of the Company by the Members of the Company in the 34th Annual General Meeting (“AGM”) of the Company held on 28th September, 2017 to hold office until the conclusion of the 37th AGM. In accordance with the provisions of the Act, the Statutory Auditors can be appointed for maximum two terms upto 5 years each. The said auditors have completed their 1st Term of three years and can be appointed for another term. Accordingly, the Board of Directors, based on the recommendation of the Audit Committee, propose to re-appoint M/s. Gianender & Associates, Chartered Accountants (ICAI Firm Registration No. 004661N) as the Statutory Auditors of the Company to conduct the Audit of the Company for a period of 5 (five) years and hold office upto the conclusion of the 42nd AGM at a remuneration of ₹ 6,00,000.00 (Rupees Six Lakh only) for a financial year for statutory audit, issue of audit reports, issue of limited review reports and service relating thereto, exclusive of out of pocket expenses and applicable taxes.

As required under Section 139 of the Act and the Companies (Audit and Auditors) Rules, 2014, M/s. Gianender & Associates, Chartered Accountants have confirmed and issued a certificate that their appointment, if made as aforesaid, will be in accordance within the limits specified under the Act and they meet the criteria for appointment as specified under Section 141 of the Act and they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

M/s. Gianender & Associates, Chartered Accountants, is a renowned firm with specialization in the field of Audit, Taxation, Valuations, Foreign Exchange regulations, Financial Advisory, Corporate Compliances and other allied areas. The firm has also been associated with some prominent names in both Public and Private Sector. The diverse portfolio of the Auditors shall benefit the Company in its future endeavors and hence, the Company proposes their re-appointment.

The Board of Directors, therefore, recommends the Ordinary Resolution at Item No. 03 of the Notice for approval by the Members of the Company

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out at Item No. 03 of this Notice.

ITEM NO. 04:

Pursuant to the provisions of Sections 149 of the Companies Act, 2013 (“Act”), an Independent Director can be appointed for maximum 2 terms of upto 5 years each and is eligible for re-appointment for 2nd Term on passing of a Special Resolution.

Mr. Shashank Ramesh Anikhindi was appointed as the Non- Executive Independent Director for a term of 3 years with effect from 29th September, 2017 to hold office up to 28th September, 2020. The Board of Directors in its meeting held on 31st July, 2020, upon recommendation by the Nomination & Remuneration Committee, proposes to re-appoint Mr. Anikhindi for a 2nd Term of 5 years, to hold office upto 28th September, 2025.

The Company has received from him all statutory disclosures / declarations, along with a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

Mr. Anikhindi is an inspiring leader in the Indian Automobile circuit for the last 38 years and has been actively employed with Tata Motors, Hindustan Motors, Eicher Motors, Piaggio Vehicles, Asia Motors and Force Motors in various stints and capacities as Executive Director, President and CEO handling entire projects apart from his core – Material Procurement. In the opinion of the Board of Directors and the Nomination & Remuneration Committee, his appointment on the Board of the Company shall be beneficial for the Company and its stakeholders.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Anikhindi has been received by the Company, and consent has been received from Mr. Anikhindi pursuant to Section 152 of the Act.

Accordingly, his appointment is placed for the approval of members. In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

Details of Mr. Anikhindi are provided in the “Annexure” to the Notice pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Board of Directors, therefore, recommends the Ordinary Resolution at Item No. 04 of the Notice for approval by the Members of the Company

Except Mr. Anikhindi & his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out at Item No. 04 of this Notice.

ITEM NO. 05:

Pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 (“Act”), an Additional Director is appointed by the Board of Directors (“Board”) to hold office upto the next General Meeting of the Company. Accordingly, Mr. Jagdish Keswani was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors, upon the recommendation of the Nomination & Remuneration Committee of the Company w.e.f. 11th November, 2019, subject to the approval by the Members in the General Meeting.

The Board in its meeting held on 31st July, 2020, upon the recommendation of the Nomination & Remuneration Committee of the Company, proposes to confirm the appointment of Mr. Keswani for a period of 3 years commencing from 11th November, 2019 upto the conclusion of the 40th Annual General Meeting of the Company.

The Company has received from him all statutory disclosures / declarations including a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board of Directors and the Nomination & Remuneration Committee, Mr. Keswani, a Techno-commercial professional and a Strategic Planner & Implementer with an experience of over 39 years, predominantly in the automotive sector, and shall be of great value to the Company.

After the appointment of Mr. Keswani on the Board, 5 (five) Board Meetings were held and he has attended all Board Meetings held after his appointment as the Additional Independent Director.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

Requisite Notice under Section 160 of the Act proposing the appointment of Mr. Keswani has been received by the Company, and consent has been received from Mr. Keswani pursuant to Section 152 of the Act.

Accordingly, the confirmation of his appointment is placed for the approval of members. In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

Details of Mr. Keswani are provided in the “Annexure” to the Notice pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

The Board of Directors, therefore, recommends the Ordinary Resolution at Item No. 05 of the Notice for approval by the Members of the Company.

Except Mr. Jagdish Keswani & his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out at Item No. 05 of this Notice.

ITEM NO. 06:

Pursuant to the provisions of Sections 149, 152 and 161 of the Companies Act, 2013 ("Act"), an Additional Director is appointed by the Board of Directors ("Board") to hold office upto the next General Meeting of the Company. Accordingly, Brig. H.P.S. Bedi (Retd.) was appointed as an Additional Non-Executive Independent Director of the Company by the Board of Directors, upon the recommendation of the Nomination & Remuneration Committee of the Company w.e.f. 29th June, 2020, subject to the approval by the Members in the General Meeting.

The Board in its meeting held on 31st July, 2020, upon the recommendation of the Nomination & Remuneration Committee of the Company, proposes to confirm the appointment of Brig. Bedi for a period of 3 years commencing from 29th June, 2020 upto the conclusion of the 40th Annual General Meeting of the Company.

The Company has received from him all statutory disclosures/declarations including a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

Brig. Bedi is a Senior Army Veteran with 10 years of experience as a corporate professional. He has been associated with some prestigious projects and ventures along with being a CSR Enthusiast. In the opinion of the Board of Directors and the Nomination & Remuneration Committee, his appointment on the Board of the Company shall be beneficial for the Company and its stakeholders.

After the appointment of Brig. Bedi on the Board, 2 (two) Board Meetings were held and he has attended all the Board Meetings held since his appointment as the Additional Independent Director.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

Requisite Notice under Section 160 of the Act proposing the appointment of Brig. Bedi has been received by the Company, and consent has been received from Brig. Bedi pursuant to Section 152 of the Act.

Accordingly, his appointment is placed for the approval of members. In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

Details of Brig. Bedi are provided in the "Annexure" to the Notice pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The Board of Directors, therefore, recommends the Special Resolution at Item No. 06 of the Notice for approval by the Members of the Company

Except Brig. Bedi & his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out at Item No. 06 of this Notice.

ITEM NO. 07:

Pursuant to the provisions of Section 94 of the Companies Act, 2013 and Rules made thereunder, the Annual Returns, Register of Members and Index of Members is required to be kept and maintained by the Company under Section 88 at the Registered Office of the Company.

Provided that such registers may also be kept at any other place in India in which more than one-tenth of the total number of members entered in the register of members reside, if approved by a special resolution passed at a general meeting of the Company.

In view of the above, it is proposed to maintain the Annual Return and Registers of the Company and other documents of the Company at the Corporate office situated at B-9, Sector-3, Noida, Uttar Pradesh- 201301

along with maintaining the same at Registered Office of the Company i.e. 15th Floor, Eros Corporate Tower, Nehru Place, New Delhi-110019. In compliance with the General Circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

The Board of Directors, therefore, recommends the Special Resolution at Item No. 07 of the Notice for approval by the Members of the Company

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out at Item No. 07 of this Notice.

Brief Profile of the Directors seeking appointment/re-appointment in the 37th AGM in pursuance of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

PARTICULARS	DETAILS OF THE DIRECTORS		
Name	Mr. Shashank Ramesh Anikhindi	Mr. Jagdish Keswani	Brig. H.P.S. Bedi (Retd.)
Director's Identification Number (DIN)	07787889	02146267	05217488
Age	64 Years	61 Years	67 Years
Qualifications	-Mechanical Engineering -Post Graduate in Industrial Management	-BE Hons. (Mechanical) -Master of Business Administration (Marketing)	-Bachelor of Commerce -Graduate from the Defence Services Staff College -Master of Defence Studies -Masters in Management Studies
Date of first appointment on the Board	27 th May, 2017	11 th November, 2019	29 th June, 2020
Nature of Expertise in Specific Functional Area	More than 38 Years in the Indian Automobile Circuit	More than 39 years of experience with P&L Responsibilities/ Business Development/ Marketing/ Operations, predominantly in the automotive sector	36 years of experience in the Indian Army and over 10 years of experience as a Corporate Professional
List of Directorships held in other Companies	-DTL India Holdings Ltd. -DTL Ancillaries Ltd. -Veanco Automotives Private Limited	-	-
Chairmanship/Member-ship of Committees of other public Companies	DTL India Holdings Ltd. Chairperson- Audit Committee	-	-
Number of Shares held in the Company	-	-	-
Relationship between Directors inter-se	-	-	-
Last Salary Drawn (in ₹)	-	-	-

The aforesaid Directors are Independent Directors and receive Sitting Fee for attending the Board and respective Committee Meetings of the Company.