

Notice:

Notice is hereby given that the 34th Annual General Meeting (AGM) of the members of **RACL Geartech Limited** (Formerly Raunaq Automotive Components Limited) will be held on Thursday, the 28th September, 2017, at 11.00 A.M., at ROSE Garden, NH-10, Main Rohtak Road, Ghevra More, Delhi - 110041, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31 March, 2017, including the Audited Balance Sheet as at 31 March, 2017, the respective Statements of Profit & Loss and Cash Flow for the year ended as on that date and the accompanying Notes thereto, along with the reports of the Board of Directors and Auditors thereon and if deemed fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** :

RESOLVED THAT the Audited Financial Statements of the Company for the Financial Year ended 31 March, 2017, including the Audited Balance Sheet as at 31 March, 2017, the respective Statements of Profit & Loss and Cash Flow for the year ended as on that date, and the accompanying Notes thereto, along with the reports of the Board of Directors and Auditors thereon be and are hereby received and adopted.

2. To consider and appoint a Director in place of Mr. Dev Raj Arya (DIN 00057582), Whole Time Director & CFO, who retires by rotation and being eligible, offers herself for re-appointment and if deemed fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, read with applicable rules made there under (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(s) or Regulation(s), if any, Mr. Dev Raj Arya (DIN 00057582), Whole Time Director & CFO, who retires by rotation at the 34th Annual General Meeting, be and is hereby re-appointed as Whole Time Director & CFO of the Company.

3. To appoint Gianender & Associates, Chartered Accountants [Firm Registration No. 004661N], Statutory Auditors of the Company to hold office from the conclusion of 34th AGM until the conclusion of 37th AGM and to authorise the Board of Directors 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 the provisions of Section 139, 140, 142 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all 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 or regulations, if any and pursuant to the recommendations of the Audit Committee and Board of Directors, consent of members of the company be and is hereby accorded for appointment of Gianender & Associates, Chartered Accountants [Firm Registration No. 004661N] as Statutory Auditors of the Company, to hold office for a period of 3 years, from the conclusion of this 34th Annual General Meeting (AGM) until the conclusion of the 37th AGM to be held in the year 2020, subject to ratification of their appointment by the members of the company at every AGM, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. Appointment of Mr. Shashank Ramesh Anikhindi (DIN 07787889) as an Independent Director

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 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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(s) or Regulation(s), Mr. Shashank Ramesh Anikhindi (DIN 07787889), who was appointed as an Additional (Independent) Director of the company at the Board Meeting held on 27th May, 2017 and holds office till the date of this Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, 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. Shashank Ramesh Anikhindi for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of 3 (Three) consecutive years with effect from 29th September, 2017 up to 28th September, 2020, whose office shall not be liable to retirement by rotation.”

5. Re-appointment of Mr. Raj Kumar Kapoor (DIN 00110338), as an Independent Director of the Company for a Second Term

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 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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(s) or Regulation(s), Mr. Raj Kumar Kapoor (DIN 00110338), who was appointed as an Independent Director of the company by the members in the Annual General Meeting (AGM) of the Company held on 30th September, 2014 for a term of 3 years and holds office till the Conclusion of the 34th Annual General Meeting 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. Raj Kumar Kapoor for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 3 (Three) consecutive years with effect from 29th September, 2017 up to 28th September, 2020, whose office shall not be liable to retirement by rotation.”

6. Re-appointment of Mr. Rakesh Kapoor (DIN 00015358), as an Independent Director of the Company for a Second Term

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 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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(s) or Regulation(s), Mr. Rakesh Kapoor (DIN 00015358), who was appointed as an Independent Director of the company by the members in the Annual General Meeting (AGM) of the Company held on 30th September, 2014 for a term of 3 years and holds office till the Conclusion of the 34th Annual General Meeting 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. Rakesh Kapoor for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 4 (four) consecutive years with effect from 29th September, 2017 up to 28th September, 2021, whose office shall not be liable to retirement by rotation.”

7. Re-appointment of Mr. Anil Sharma (DIN 00157911), as an Independent Director of the Company for a Second Term

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 149, 150, 152, Schedule IV and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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(s) or Regulation(s), Mr. Anil Sharma (DIN 00157911), who was appointed as an Independent Director of the company by the members in the Annual General Meeting (AGM) of the Company held on 30th September, 2014 for a term of 3 years and holds office till the Conclusion of the 34th Annual General Meeting 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. Anil Sharma for the office of Director, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 2 (Two) consecutive years with effect from 29th September, 2017 up to 28th September, 2019, whose office shall not be liable to retirement by rotation.”

8. Re-appointment of Mr. Gursharan Singh (DIN 00057602), as Chairman and Managing Director of the company and payment of remuneration to him

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 sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013, (“Act”), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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(s) or Regulation(s) and subject to approval of Central Government and such other authorities as may be necessary, Approval of the members of the company be and is hereby accorded to re-appointment of Mr. Gursharan Singh (DIN 00057602), as Chairman and Managing Director of the Company for a period of 5 years w.e.f. 23rd August, 2017 upto 22nd August, 2022, on the terms and conditions including minimum remuneration for a period of 2 (two) years w.e.f. 01.04.2017 (including remuneration in the event of loss or inadequacy of profits), as set out in the statement annexed to the notice of convening the 34th Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) of the Company be and is hereby also authorised to:

- (i) Agree to such increase or decrease or variations, modifications or amendments in the terms & conditions of remuneration and/or other terms & conditions set out in statement annexed hereto, as considered reasonable by the Board and acceptable to Mr. Gursharan Singh (DIN 00057602), subject to provisions of the Act.
 - (ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution.”
9. Re-appointment of Mr. Dev Raj Arya (DIN 00057582) as Whole-time Director & Chief Financial officer (CFO) of the company and payment of remuneration to him

To consider and if thought fit, to pass, with or without modification(s), the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013, (“Act”), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable rules and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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(s) or Regulation(s) and subject to approval of Central Government and such other authorities as may be necessary, approval of the members of the company be and is hereby accorded to re-appointment of Mr. Dev Raj Arya (DIN 00057582), as Whole-time Director & Chief Financial Officer of the Company for a period of 2 years w.e.f. 22nd October, 2017 upto 21st October, 2019, on the terms and conditions including minimum remuneration for a period of 2 (two) years w.e.f. 01.04.2017 (including remuneration in the event of loss or inadequacy of profits), as set out in the statement annexed to the notice of convening the 34th Annual General Meeting.



RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) of the Company be and is hereby also authorised to:

- (i) Agree to such increase or decrease or variations, modifications or amendments in the terms & conditions of remuneration and/or other terms & conditions set out in statement annexed hereto, as considered reasonable by the Board and acceptable to Mr. Dev Raj Arya (DIN 00057582), subject to provisions of the Act.
- (ii) Take all such steps and actions as may be considered necessary by the Board for the purpose of implementing this resolution.”

By order of the Board
For RACL Geartech Limited
(Formerly Raunaq Automotive Components Limited)

Place: Noida
Date: 14th August, 2017

Sd/-
Hitesh Kumar
Company Secretary & Compliance Officer

Regd. Office: 15th Floor, Eros Corporate Tower,
Nehru Place, New Delhi-110019, INDIA
Ph. : +91-11-66155129
e-Mail - investor@raclgeartech.com

ANNEXURE TO THE NOTICE

Statement/ Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 3

This Statement is provided though strictly not required as per Section 102 of the Act.

A. Sachdev & Company, Chartered Accountants [Firm Registration No. 001307C] Statutory Auditors of the Company have been conducting the statutory audit of the Company for more than 13 years. As per the provisions of Section 139 of the Companies Act, 2013 ("Act"), no Company can appoint or re-appoint an audit firm as statutory auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Act to comply with this requirement. In view of the above, A. Sachdev & Company, hold office till the conclusion of ensuing Annual General Meeting (AGM) of the Company.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on 14th August, 2017, proposed the appointment of Gianender & Associates, Chartered Accountants [Firm Registration No. 004661N], as the Statutory Auditors of the Company for a term/ period of 3 (Three) consecutive years from financial year 2017-18, to hold office from the conclusion of this 34th Annual General Meeting (AGM) until the conclusion of the 37th AGM to be held in the year 2020, subject to ratification of their appointment by the members of the company at every AGM, if so required under the Act.

Gianender & Associates, Chartered Accountants have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the Members of the Company.

None of the Director or Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise in this Resolution.

ITEM NO. 4

The Board of Directors of the Company based on the recommendation of Nomination and Remuneration Committee at its meeting held on 27th May, 2017, co-opted Mr. Shashank Ramesh Anikhindi (DIN 07787889), as an Additional Director of the company, pursuant to Section 161 of the Act and Articles of Association of the Company. As such, Mr. Shashank Ramesh Anikhindi holds office as Director upto the date of the ensuing Annual General Meeting (AGM) and is eligible for appointment as an Independent Director.

The Company has received from Mr. Shashank Ramesh Anikhindi (i) consent in writing to act as director in Form DIR-2 in terms of Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to regulation 26(4) and 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by ICSI, A brief resume of Mr. Shashank Ramesh Anikhindi and other details or information about the Director proposed to be appointed at the forthcoming Annual General Meeting is furnished below and forms part of the Notice:

Name of the Director	Mr. Shashank Ramesh Anikhindi
Director Identification Number (DIN)	07787889
Nationality	Indian
Date of Birth and Age	07 September, 1956 - 60 years
Date of first appointment	27 May, 2017
Qualifications	Mechanical Engineer, with a PG in Industrial Management,
Expertise/ Experience in specific functional areas	An inspiring leader in the Indian Automobile circuit for the last 38 years, he 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 - Materials.
Terms and conditions of appointment	Refer Item No.4 of the Notice Appointment as an Independent Director.
Details of remuneration last drawn (Financial Year 2016-17) and sought to be paid, if applicable	He has not drawn any remuneration in the financial year 2016-17.
No. of Board Meetings attended during the financial year 2016-17	Not Applicable
Relationships with other Directors, Managers and other key managerial personnel	None
List of Companies in which Directorships held as on 31st March, 2017 (excluding foreign directorship, private limited companies and Section 8 Companies)	None
Chairmanship / Membership of specified Committees* of the Boards of above Companies as on 31st March, 2017	None
No. of shares held in the Company (a) Own (b) For other persons on a beneficial basis	Nil

* Membership/Chairmanship of Audit Committee and Stakeholders relationship Committee

The Board of Directors is of the opinion that his vast knowledge and varied experience will be of great value to the Company and he fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company and is independent of the Management. His appointment would be within the limits prescribed under law/ regulations to act as an Independent Director in any listed Company including the RACL. Notice in writing under Section 160 of the Act has been received from a Member indicating its intention to propose Mr. Shashank Ramesh Anikhindi for the office of the Independent Director of the Company at the ensuing Annual general Meeting (AGM) alongwith the requisite deposit.

The Board, based on the recommendation of the Nomination and Remuneration Committee, recommends his appointment as an Independent Director of the Company for a term of 3 (Three) consecutive years with effect from 29th September, 2017 up to 28th September, 2020, not liable to retire by rotation. Accordingly, approval of the members is sought for passing an Ordinary Resolution as set out at item no. 4 of the Notice of convening the 34th AGM.

Mr. Shashank Ramesh Anikhindi and his relatives do not hold any shares in the Company and is not related with other Directors, Manager and other Key Managerial Personnel of the Company.

Except Mr. Shashank Ramesh Anikhindi himself, none of the director or key managerial personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends approval of the resolution set out in Item No. 4 of the accompanying Notice as an Ordinary Resolution.

ITEM NO. 5, 6 & 7

Mr. Raj Kumar Kapoor (DIN 00110338), Mr. Rakesh Kapoor (DIN 00015358) and Mr. Anil Sharma (DIN 00157911) was appointed as Independent Directors on the Board of Directors of the Company in the Annual General Meeting held on 30th September, 2014 to hold office for a period of 3 (Three) consecutive years, till the conclusion of the 34th Annual General Meeting (AGM) of the Company to be held in the Calendar Year 2017.

In terms of Section 149 of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of a Special Resolution.

The Company has received from Mr. Raj Kumar Kapoor (DIN 00110338), Mr. Rakesh Kapoor (DIN 00015358) and Mr. Anil Sharma (DIN 00157911), respectively the following documents:

- (i) Consent in writing to act as director in Form DIR-2 in terms of Rule 8 of Companies (Appointment and Qualification of Directors) Rules 2014,
- (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and
- (iii) A declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Pursuant to regulation 26(4) and 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by ICSI, A brief resume of Mr. Raj Kumar Kapoor, Mr. Rakesh Kapoor and Mr. Anil Sharma, respectively and other details or information about the Director(s) proposed to be re-appointed at the forthcoming Annual General Meeting is furnished below and forms part of the Notice:

Name of the Director	Mr. Raj Kumar Kapoor	Mr. Rakesh Kapoor	Mr. Anil Sharma
Director Identification Number (DIN)	00110338	00015358	00157911
Nationality	Indian	Indian	Indian
Date of Birth and Age	01 June, 1950, 67 years	23 July, 1955 62 years	17 March, 1948 69 years
Date of first appointment	28 October, 2010	28 October, 2013	19 May, 2006

Qualifications	B.Tech (Chemical Engg.) and MBA (Delhi University)	B.Sc (Hons. Chemistry), Post Graduate Diploma in Sugar Technology, Certificate course in International Marketing & Diploma in Management from All India Management Association, New Delhi.	Engineering Graduate, BE (Electrical), from University of Roorkee, having Post Graduate Diploma in Management from All India Management Association, New Delhi
Expertise/ Experience in specific functional areas	He has retired as Chief General Manager of IDBI Bank. He has a wide experience of more than 43 years in Banking and Financial services industry. His key areas of expertise are Assets and Liabilities Management, Projects Finance, Integrated Risk Assessment Mitigation & Management, Basel II & provision for Capital, settlement & restructuring of liabilities of sick units and 4 years of International experience in Banking.	He has retired as Managing Director of IFCI Factors Limited Earlier, he was holding the post of Chief General Manager in IFCI for 22 years. Besides this he is a Techno Finance Professional with strong experience of more than 27 years in the financial services sector and 13 years in corporate sector. He has a big exposure in leading a mid size NBFC, great understanding of issues and needs of SME sector, very strong experience in formalizing collaboration with various Industrial organizations, a good exposure in Project appraisal for term credit, managing large teams and independent offices, understanding the policies and regulatory framework pertaining to financial sector.	He has retired as General Manager of PICUP, a state Level Industrial & Development Corporation. He has a wide experience of more than 35 years of project development, implementation and follow-up in different segments of industry particularly in Automotive Components and Tele communication sectors.
Terms and conditions of appointment / re-appointment	Refer Item No. 5 of the Notice Re-appointment as an Independent Director.	Refer Item No. 6 of the Notice Re-appointment as an Independent Director.	Refer Item No. 7 of the Notice Re-appointment as an Independent Director.
Details of remuneration last drawn (Financial Year 2016-17) and sought to be paid, if applicable	No remuneration was paid apart from sitting fees for attending Board and Committee meetings, if any, as mentioned in Corporate Governance Report Section.	No remuneration was paid apart from sitting fees for attending Board and Committee meetings, if any, as mentioned in Corporate Governance Report Section.	No remuneration was paid apart from sitting fees for attending Board and Committee meetings, if any, as mentioned in Corporate Governance Report Section.
No. of Board Meetings attended during the Financial Year 2016-17	4 (four)	4 (four)	4 (four)

Relationships with other Directors, Managers and other key managerial personnel	None	None	None
List of Companies in which Directorships held as on March 31, 2017 (excluding foreign directorship, private limited companies and Section 8 Companies)	1.RACL Geartech Limited	1. RACL Geartech limited 2. Ugar Sugar works Limited 3. New Habitat Housing Finance and Development Limited	1. RACL Geartech Limited
Chairmanship / Membership of specified Committees* of the Boards of above Companies as on March 31, 2017	Audit Committee:- 1. RACL Geartech Limited – Chairman	Audit Committee:- 1. RACL Geartech limited – Member 2. Ugar Sugar works Limited – Chairman	Audit Committee:- 1. RACL Geartech limited – Member
No. of shares held in the Company (a) Own (b) For other persons on a beneficial basis	Nil	Nil	Nil

* Membership/ Chairmanship of Audit Committee and Stakeholders relationship Committee

Mr. Raj Kumar Kapoor is working as Chief Executive Officer (CEO) in the Alchemist Assets Reconstruction Company Limited (AARC) and Mr. Rakesh Kapoor is working as Chief Executive Officer (CEO) and Whole Time Director in the New Habitat Housing Finance and Development Limited.

The Board considers that continued association of Mr. Raj Kumar Kapoor, Mr. Rakesh Kapoor and Mr. Anil Sharma, respectively would be of immense benefit to the Company and it is desirable to continue to avail services from them.

Mr. Raj Kumar Kapoor, Mr. Rakesh Kapoor and Mr. Anil Sharma, respectively, fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for their re-appointment as Independent Director of the Company and is independent of the Management. Their re-appointment would be within the limits prescribed under law/regulations to act as an Independent Director in any listed Company including the RACL.

Notices in writing under Section 160 of the Act have been received from Members indicating their intentions to propose Mr. Raj Kumar Kapoor, Mr. Rakesh Kapoor and Mr. Anil Sharma, respectively, for the office of the Independent Director of the Company at the ensuing Annual general Meeting (AGM) alongwith the requisite deposit.

The Board, based on the recommendation of the Nomination and Remuneration Committee, recommends the re-appointment of Mr. Raj Kumar Kapoor, as an Independent Director of the Company for a second term of 3 (Three) consecutive years with effect from 29th September, 2017 up to 28th September, 2020 and Mr. Rakesh Kapoor, as an Independent Director of the Company for a second term of 4 (four) consecutive years

with effect from 29th September, 2017 up to 28th September, 2021 and Mr. Anil Sharma, as an Independent Director of the Company for a second term of 2 (Two) consecutive years with effect from 29th September, 2017 up to 28th September, 2019, respectively, not liable to retire by rotation. Accordingly, approval of the members is sought for passing Special Resolutions as set out at item no. 5, 6 & 7 of the Notice.

Mr. Raj Kumar Kapoor, Mr. Rakesh Kapoor and Mr. Anil Sharma, respectively and their relatives do not hold any shares in the Company and is not related with other Directors, Manager and other Key Managerial Personnel of the Company.

Except Mr. Raj Kumar Kapoor, Mr. Rakesh Kapoor and Mr. Anil Sharma, themselves, respectively, none of the director or key managerial personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5, 6 & 7 of the Notice.

The Board commends approval of the resolutions set out in Item No. 5, 6 & 7 of the accompanying Notice as an Special Resolutions.

ITEM NO. 8

The members of the Company had approved the re-appointment of Mr. Gursharan Singh (DIN 00057602), as Managing Director of the Company for a period of 5 years with effect from 23rd August, 2012, by way of resolution passed at the 30th Annual General Meeting held on 30th September, 2013. The present tenure of Mr. Gursharan Singh as Managing Director expires on 22nd August, 2017.

As recommended by the Nomination & Remuneration Committee and in view of the Board growth achieved by the Company under the able leadership of Mr. Gursharan Singh, the Board of Directors in its meeting held on 14th August, 2017, re-appointed Mr. Gursharan Singh (DIN 00057602), as Chairman & Managing Director of the Company for a further period of 5 years w.e.f. 23rd August, 2017 up to 22nd August, 2022, subject to the approval of the members of the Company, on the terms and conditions including minimum remuneration for a period of 2 (two) years w.e.f. 01.04.2017, as detailed hereunder:

PART – A

(Rs. In Lakhs) (Per Annum)

Name and Designation	Salary (Basic)	Perquisites & Allowances	Commission
Mr. Gursharan Singh, Chairman & Managing Director	51.00	34.81	1.5% of net profit

The perquisites and allowances, as aforesaid, include House Rent Allowance (HRA), LTA, Medical allowance and contribution to Provident fund only, other perquisites and facilities as per policy of the company.

Gratuity: 15 days salary (Basic Pay + Dearness pay) for every completed year of service with a limit of maximum amount of Rs. 20 lakhs (Rupees Twenty Lakhs).

Leave Encashment: 15 days for every completed year of service with encashment of leave (Encashment without any limit as per salary i.e. Basic pay + Dearness Pay) at the end of the services with the company.

Car: Free use of Company's Car with chauffeur.

Telephone: Free Telephones/Fax/Internet facility at residence including mobile telephones.

PART – B

Personal Accident Insurance : Premium not exceeding Rs. 5000/- p.a.

Club Fee: Fees of Club(s) subject to a maximum of Rs. 10 Lakhs (Rupees 10 Lakhs) per annum

Contribution by the company under National Pension Scheme (NPS) shall be the part of CTC of Mr. Gursharan Singh, Chairman & Managing Director.

The above perquisites shall be calculated as per Income Tax Act, 1961.

PART - C

Other terms:

- i) The Chairman & Managing Director is entitled to reimbursement of all actual expenses as per Rules of the Company including on entertainment/ business promotion and travelling incurred in the course of the Company's business.
- ii) For all other terms and conditions such as payment of medical reimbursement/ leave travel assistance etc. if not specifically spelt out above, the rules and regulations of the company shall apply.
- iii) The Chairman & Managing Director is also entitled to the benefits under all other schemes, privileges and amenities as are granted to the Sr. Executives of the Company in accordance with the Company's practice, Rules and Regulations in force from time to time.
- iv) He is not entitled to payment of any sitting fee for attending meetings of the Board or a Committee thereof.
- v) The appointment shall be terminable by the Company by giving him six months' notice or on payment of six months' Salary (including other allowances, perquisites, & benefits) in lieu thereof and by him by giving six months notice to the Company.
- vi) The Chairman and Managing Director holds office as such, subject to the provisions of Section 167 of the Companies Act, 2013.

The above salary and perquisites be paid as minimum remunerations to Mr. Gursharan Singh, Chairman & Managing Director for a period of 2 (Two) years w.e.f. 01 April, 2017, notwithstanding that in any financial year during the tenure of his office, the company has no profits or its profits are inadequate.

Accordingly, consent of the members is sought by way of special resolutions as set out at item no. 8 of the notice, for re-appointment of Mr. Gursharan Singh (DIN 00057602), as Chairman & Managing Director of the company and payment of remuneration as provided above.

He is member of the Stakeholders Relationship Committee of RACL Geartech Limited.

This statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Except Mr. Gursharan Singh himself and Mrs. Narinder Paul Kaur, Non-executive Director and Mr. Prabh Mehar Singh, Manager - CBA, none of the director or key managerial personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 of the Notice.

The Board commends approval of the resolution set out in Item No. 8 of the accompanying Notice as a Special Resolution.

ITEM NO. 9

The members of the Company had approved the re-appointment of Mr. Dev Raj Arya (DIN 00057582), as Director (Finance) of the Company for a period of 5 years with effect from 22nd October, 2012, by way of resolution passed at the 30th Annual General Meeting held on 30th September, 2013. The present tenure of Mr. Dev Raj Arya expires on 21st October, 2017.

As recommended by the Nomination & Remuneration Committee and in view of the Board of Director that continued association of Mr. Dev Raj Arya would be of immense benefit to the Company, the Board of Directors in its meeting held on 14th August, 2017, re-appointed Mr. Dev Raj Arya (DIN 00057582), as Whole Time Director & Chief Financial Officer (CFO) of the Company for a further period of 2 years w.e.f. 22nd October, 2017 up to 21st October, 2019, subject to the approval of the members of the Company, on the terms and conditions including minimum remuneration for a period of 2 (two) years w.e.f. 01.04.2017, as detailed hereunder:

PART – A

(Rs. In Lakhs) (Per Annum)

Name	Salary (Basic)	Perquisites & Allowances	Commission
Mr. Dev Raj Arya Whole time director and CFO	28.80	19.99	Nil

The perquisites and allowances, as aforesaid, include House Rent Allowance (HRA), LTA, Medical allowance and contribution to Provident fund only, other perquisites and facilities as per policy of the company.

Gratuity: 15 days salary (Basic Pay + Dearness pay) for every completed year of service with a limit of maximum amount of Rs. 20 lakhs.

Leave Encashment: 15 days for every completed year of service with encashment of leave (Encashment without any limit as per salary i.e. Basic pay + Dearness Pay) at the end of the services with the company.

Car: Free use of company's Car with chauffeur

Telephone: Free Telephones/Fax/Internet facility at residence including mobile telephones.

PART – B

Personal Accident Insurance: Premium not exceeding Rs. 5000/- p.a.

The above perquisites shall be calculated as per Income Tax Act, 1961.

PART – C

Other terms:

- i) The Whole Time Director & Chief Financial Officer (CFO) is entitled to reimbursement of all actual expenses as per Rules of the Company including on entertainment/ business promotion and travelling incurred in the course of the Company's business.
- ii) For all other terms and conditions such as reimbursement of medical expenses/ leave travel assistance etc. if not specifically spelt out above, the rules and regulations of the Company shall apply.
- iii) The Whole Time Director & Chief Financial Officer (CFO) is also entitled to the benefits under all other schemes, privileges and amenities as are granted to the senior Executives of the Company in accordance with the Company's practice, Rules and Regulations in force from time to time.
- iv) He is not entitled to payment of any sitting fee for attending meetings of the Board or a Committee thereof.
- v) The appointment shall be terminable by the Company by giving him six months' notice or on payment of six months' Salary (including other allowance, perquisites & benefits) in lieu thereof and by him by giving six months notice to the Company.

- vi) The Whole Time Director & Chief Financial Officer (CFO) holds office as such, subject to the provisions of Section 167 of the Companies Act, 2013.

The above salary and perquisites be paid as minimum remunerations to Mr. Dev Raj Arya, as Whole Time Director & Chief Financial Officer (CFO) for a period of 2 (Two) years w.e.f. 01 April, 2017, notwithstanding that in any financial year during the tenure of his office, the company has no profits or its profits are inadequate.

Accordingly, consent of the members is sought by way of Special Resolutions as set out at item no. 9 of the notice, for re-appointment of Mr. Dev Raj Arya (DIN 00057582), as Whole Time Director & Chief Financial Officer (CFO) of the company and payment of remuneration as provided above.

He is member of the Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the RACL Geartech Limited.

This statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

Except Mr. Dev Raj Arya himself, none of the director or key managerial personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

The Board commends approval of the resolution set out in Item No. 9 of the accompanying Notice as a Special Resolution.

FOR ITEMS 8 AND 9 OF THE NOTICE

Pursuant to regulation 26(4) and 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by ICSI, A brief resume of Mr. Gursharan Singh and Mr. Dev Raj Arya, respectively and other details or informations about the Director(s) proposed to be re-appointed at the forthcoming Annual General Meeting is furnished below and forms part of the Notice:

Name of the Director	Mr. Gursharan Singh	Mr. Dev Raj Arya
Director Identification Number (DIN)	00057602	00057582
Nationality	Indian	Indian
Date of Birth and Age	7 September, 1962 – 55 Years	31 March, 1951 – 66 years
Date of first appointment	23 August, 2002	22 October, 2002
Qualifications	Diploma in Mechanical Engineering, PGDM Export Management	LL.B., Company Secretary, M.A. in Economics, Cost Accountant
Expertise/ Experience in specific functional areas	He has a wide experience of over 37 years in related field of auto components manufacturing, administration and business development activities. He has been serving in RACL for more than 30 years and actively involved in various stages of growth of RACL.	He has served in various Public Limited companies at various senior Executive levels, having an experience of 39 years in different fields and specialized knowledge in the field of Finance, Accounts, Costing and Secretarial and has undertaken various challenges and responsibilities under different capacities. He has been working in RACL for more than 20 years.

Terms and conditions of appointment / re-appointment	Refer Item No. 8 of the Notice and Statement Pursuant to Section 102 of the Companies Act, 2013 Re-appointment as Chairman & Managing Director	Refer Item No. 9 of the Notice and Statement Pursuant to Section 102 of the Companies Act, 2013 Re-appointment as Whole time Director & CFO
Details of remuneration last drawn (Financial Year 2016-17) and sought to be paid, if applicable	Rs. 76.45 lakhs	Rs. 39.65 lakhs
No. of Board Meetings attended during the Financial Year 2016-17	4 (Four)	4 (Four)
Relationships with other Directors, Managers and other key managerial personnel	Spouse of Mrs. Narinder Paul Kaur – Non executive Director	No relationship
List of Companies in which Directorships held as on March 31, 2017 (excluding foreign directorship, private limited companies and Section 8 Companies)	1. RACL Geartech Limited	1. RACL Geartech Limited
	2. PHD Chamber of Commerce and Industry	
Chairmanship / Membership of specified Committees* of the Boards of above Companies as on March 31, 2017	Stakeholders Relationship Committee:- 1. RACL Geartech Limited – Member	Stakeholders Relationship Committee:- 1. RACL Geartech Limited – Member
No. of shares held in the Company		
(a) Own	(a). 92402	-
(b) For other persons on a beneficial basis	-	(b). 48836#

* Membership/Chairmanship of Audit Committee and Stakeholders relationship Committee.

Mr. Dev Raj Arya is the joint holder in a demat account with Mrs. Raj Arya.

DISCLOSURE AS PER SCHEDULE-V OF THE COMPANIES ACT, 2013

Appointment of Mr. Gursharan Singh, Chairman & Managing Director and Mr. Dev Raj Arya, Whole Time Director & CFO

I. GENERAL INFORMATION

S. No.	Particulars/Subject	Information
1.	Nature of Industry	Manufacturer of Automotive Components
2.	Date or Expected date of commencement of commercial production.	In the year 1989

3.	In case of new companies, expected date of commencement of activities as per Project approved by financial institutions appearing in the prospects.	Not applicable
4.	Financial performance based on given indicators (financial year 2016-17)	In the Financial Year 2016-2017, the Company made Total revenue of Rs. 116.77 Crores and Profit Before Tax (PBT) of Rs. 5.90 Crores. Our Company's performance in 2016-17 was credible as the Company generate Profit After Tax (PAT) Rs. 4.46 Crores and Earning Per Share (EPS) Rs. 4.50 and it's expected to gear up in the future.
5.	Export performance (financial year 2016-17)	During the financial year ended 31 st March 2017, Export of goods on FOB basis: Rs. 55.58 Crores.
6.	Foreign Investments or collaborations, if any.	No such investment or collaboration except shareholding of Non Resident Indians

II. INFORMATION ABOUT THE APPOINTEE

S.No.	Particulars/Subject		Information
		Mr. Gursharan Singh	Mr. Dev Raj Arya
1.	Background details	He is a Diploma in Mechanical Engineering, PGDM Export Management. He has a wide experience of over 37 years in related field of auto components manufacturing, administration and business development activities. Mr. Gursharan Singh has been serving in RACL for more than 30 years and actively involved in various stages of growth of RACL, including project erection, commissioning & manufacturing activities. He had been re-appointed Chairman & Managing Director w.e.f. 23.8.2012.	He is a LL.B., Company Secretary, M.A. in Economics, Cost Accountant. He has served in various Public Limited companies at various senior Executive levels, having an experience of 39 years in different fields and specialized knowledge in the field of Finance, Accounts, Costing and Secretarial and has undertaken various challenges and responsibilities under different capacities. He was re-appointed as whole time Director of the company with effect from 22.10.2012 & has been holding this office since then.
2.	Past Remunerations	During his present tenure as Chairman & Managing Director of the Company, the remuneration as paid to Mr. Gursharan Singh for the Financial Year 2016 - 2017 is Rs. 76.45 lakhs.	During his present tenure as Whole Time Director & CFO of the Company, the remuneration as paid to Mr. Dev Raj Arya for the Financial Year 2016-17 is Rs. 39.65 lakhs.

3.	Recognition or awards	He has been serving RACL since 1987, with his sincerity, dedication and hard work he was elevated to the level of Senior General Manager – Tech in 1997. Under his able guidance and technical expertise RACL has been recognized as a leading supplier of Transmission Gears to world renowned domestic OEM and export customers. RACL has even been given the “Best Vendor Award” by “YAMHA MOTORS INDIA”. Due to his dedicated efforts the company has turned around & has been earning good profits for the last 14 years. He was elevated as Whole time Director of the company on 23.8.2002 and was designated as Managing Director w.e.f. 24.4.2004 and Chairman & Managing Director w.e.f. 29.01.2008.	He has been serving RACL since 1997 and he has successfully undertaken various assignments entrusted to him. He was appointed a member of the Executive Committee. Due to his dedicated efforts for the company, he has been elevated as a whole time Director of the company w.e.f. 22.10.2002 and was designated as a whole time Director & Chief financial Officer w.e.f. 01.09.2014 and has been serving in that capacity since then.
4.	Job Profile and his suitability	He was the Chairman & Managing Director of the Company and devoted whole time attention to the management of the affairs of the Company.	He was the Whole Time Director & Chief Financial Officer of the Company and devoted whole time attention to the management of the affairs of the company, specifically related to the Finance & Accounts and Secretarial department.
5.	Remunerations proposed	Salary, other perquisites and other terms as fully set out in the statement of item no. 8 of the Notice.	Salary, other perquisites and other terms as fully set out in the statement of item no. 9 of the Notice.
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position & person	Considering the responsibility shouldered by him, remuneration paid to professional directors and proposed to him is comparatively low with Industry standards and Board level positions held in similar sized and similarly positioned businesses.	Considering the responsibility shouldered by him, remuneration paid to professional directors and proposed to him is comparatively low with Industry standards and Board level positions held in similar sized and similarly positioned businesses.
7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Mr. Gursharan Singh does not have any pecuniary relationship directly or indirectly with the Company except remuneration drawn as Chairman & Managing Director. Except Mrs. Narinder Paul Kaur, Non-executive Director and Mr. Prabh Mehar Singh, Manager – CBA of the company, He is not related to any Director or managerial personnel or employee of the Company.	Mr. Dev Raj Arya does not have any pecuniary relationship directly or indirectly with the Company except remuneration drawn as Whole time Director & CFO. He is not related to any Director or managerial personnel or employee of the Company.

III. OTHER INFORMATION

1.Reasons for loss or inadequate profits	The company has earned profits, but the profits are in-adequate as per section 197 of the Companies Act, 2013, to cover up the remuneration / payable to the Chairman & Managing Director and Whole Time Director & CFO of the Company. There is no specific reason for inadequate profits. Their Remuneration has been fixed under schedule within the limit specify therein.
2. Steps taken or proposed to be taken for improvement.	The Company has adopted the following measures to improve the profitability: <ul style="list-style-type: none"> • Widening of customer base and better market penetration, especially in overseas market. • Conscious effort to develop products/customers base in alternate market segments. • Technology upgradation by way of investing in state of the art machinery to meet stringent quality requirements of customers. • Focus on significant improvements in operating costs. • Cost control in all areas. • Improvement in OE & Export Sales, Improving the quality to make products competitive in Indian & Overseas markets. • Deeper penetration / product development in OEM market as well as replacement market in India and abroad. • Modernisation of existing facilities to improve overall operating efficiency and gear up for catering to higher demand from OEMs.
3.Expected increase in productivity and profits in measurable terms	The Company has a healthy order book, which should result in stable revenue generation and resulting profitability.

By order of the Board
For RACL Geartech Limited
(Formerly Raunaq Automotive Components Limited)

Sd/-
Hitesh Kumar
Company Secretary & Compliance Officer

Place: Noida
Date: 14th August, 2017

Regd. Office: 15th Floor, Eros Corporate Tower,
Nehru Place, New Delhi-110019, INDIA
Ph. : +91-11-66155129
e-Mail - investor@raclgeartech.com

Details of Shareholding/ other convertible instruments of Non-Executive Directors of the Company as on 31st March, 2017

[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Sl. No.	Name of Director	Category/Designation	No. of Equity Shares	Other convertible Instruments
01.	Mrs. Narinder Paul Kaur	Non-Executive Director	7084	Nil
02.	Mr. Anil Sharma	Non-Executive Independent Director	Nil	Nil
03.	Mr. Madan Lal	Non-Executive Independent Director	Nil	Nil
04.	Mr. Raj Kumar Kapoor	Non-Executive Independent Director	Nil	Nil
05.	Mr. Rakesh Kapoor	Non-Executive Independent Director	Nil	Nil
06.	Mr. Shashank Ramesh Anikhindi	Non-Executive Additional Director	N.A.	N.A.

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself/ herself and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company. However, a member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

The instrument of proxy in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. The relevant Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the ordinary Business set out in Item No. 3 and Special Businesses set out in Item Nos. 4 to 9 of the accompanying Notice is annexed hereto.
3. The particulars in respect of Directors seeking appointment/ re-appointment in the forthcoming Annual General Meeting as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are available with the notice of 34th AGM. The directors have furnished the requisite consent/ declaration for their appointment/ re-appointment.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 22nd September, 2017 to Thursday, 28th September, 2017 (Both days inclusive) for the purpose of the 34th AGM.
5. Members are requested to be in their seats at the meeting hall before the scheduled time for commencement of the meeting.
6. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution/ Authority letter authorizing their representative to attend and vote on their behalf at the meeting.
7. Members holding more than one share certificate in the same name or joint names in same order but under different Ledger Folios, are requested to apply for consolidation of such Folios and send the relevant share certificates to the Registrars and Share Transfer Agents to enable them to consolidate all such holdings into one single Account.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form can submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
9. In case the mailing address mentioned on this Annual Report is without Pin-code, Members are requested to kindly notify their Pin-codes immediately to the Company/ RTA.
10. This notice is being issued having regard to provisions of Section 108 of the Companies Act, 2013, and the rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
11. The Annual Report for the Financial year 2016-17, Notice of 34th Annual general Meeting (AGM) and instructions for remote e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose email IDs are registered with the Company/depository participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of these documents is being sent in the permitted mode. Members may also note that these documents will be available on the Company's website, www.raclgeartech.com

12. Members are requested to register/ update their e-mail IDs with their respective Depository Participant(s)/ or with Company for shares in electronic form (Demat) or in physical form, respectively.
 13. Members holding shares in the physical form can avail of the nomination facility by filing Form No. SH.13 (in duplicate) with the Company or its Registrars and Share Transfer Agents MAS Services Limited. Where the nomination is made in respect of the securities held by more than one person jointly, all the joint holders together nominate in Form No. SH.13 any person as nominee. Blank Forms will be supplied on request.
 14. Members are requested to bring their duly filled in attendance slips sent herewith while attending the Annual General Meeting.
 15. The relevant documents will also be displayed on the Investors section of the Company on www.raclgeartech.com and copies of the said documents will also be available for inspection by the members at the Registered Office of the Company during normal business hours on working days up to the date of the meeting.
- 16. Voting through Electronic means:**
- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The Facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The remote e-voting period commencing on 25th September, 2017 (09.00 A.M.) and ends on 27th September, 2017 (5.00 P.M.). During this period member of the company, holding shares either in physical form or in dematerialized form, as on the cut of date of 21st September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by the NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change subsequently.
- V. The process and manner for remote e-voting are as under:**
- A. In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/ Depository Participants(s)):**
 - a. Open e-mail and open PDF file viz."RACL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.

- e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select **“EVEN – 107002”** of **“RACL Geartech Limited”**.
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - j. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to kk.malhotra2003@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case of Members receiving Physical copy of Notice of 34th Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
- a. Initial password is provided with the Attendance Slip for the 34th AGM.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of <http://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 21st September, 2017.
- X. Member(s) can opt for only one mode of voting i.e. either physical voting through ballot or e-voting. In case a member has used both means then vote cast by e-voting will alone be treated as valid.
- XI. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2017, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or to Mr. Shrawan Mangla, MAS Services Limited (RTA), Tel: (011) 26387281 - 82 - 83 e-Mail : info@masserv.com
- XII. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.



- XIV. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 21st September, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XV. Mr. K. K. Malhotra, Company Secretary in Whole time Practice (Membership No. FCS-1410 & CP No. 446), Partner, M/s. K. K. Malhotra & Company, Company Secretaries has been appointed as the Scrutinizer, for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XVI. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, through Ballot Paper, as will be provided by the Company, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XVII. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. www.raclgeartech.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange i.e. BSE Limited.

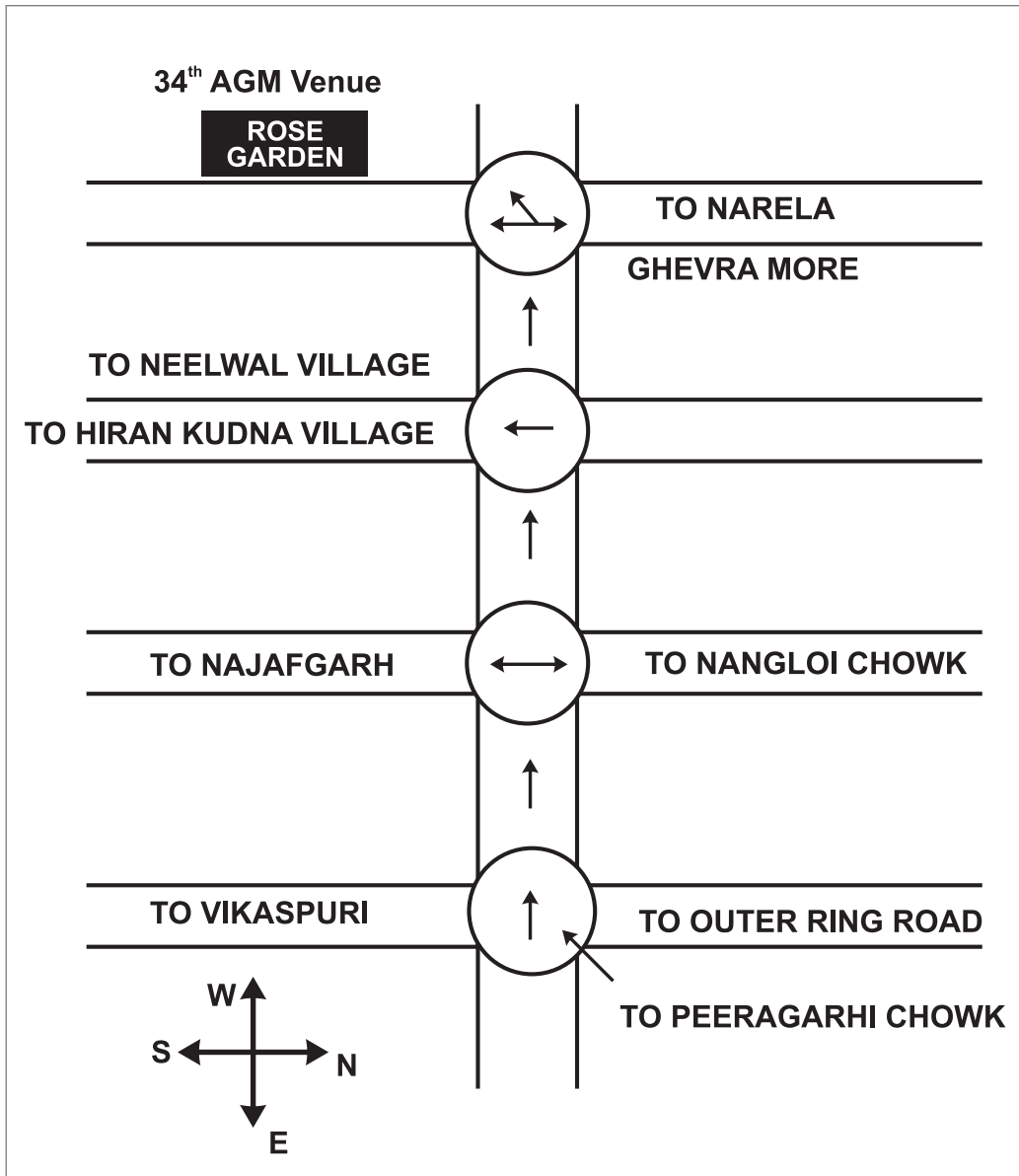
**By order of the Board
For RACL Geartech Limited**
(Formerly Raunaq Automotive Components Limited)

**Sd/-
Hitesh Kumar
Company Secretary & Compliance Officer**

**Place: Noida
Date: 14th August, 2017**

**Regd. Office: 15th Floor, Eros Corporate Tower,
Nehru Place, New Delhi-110019, INDIA
Ph. : +91-11-66155129
e-Mail - investor@raclgeartech.com**

ROUTE MAP TO 34th ANNUAL GENERAL MEETING VENUE
LOCATION - ROSE GARDEN, NH-10, MAIN ROHTAK ROAD, GHEVRA MORE,
DELHI - 110041, INDIA





RACL Geartech Limited (Formerly Raunaq Automotive Components Limited)
Registered Office: 15th Floor, Eros Corporate Tower, Nehru Place, New Delhi – 110019, India
Tel: (011) 66155129
e-Mail: Info@raclgeartech.com Website: www.raclgeartech.com
CIN: L34300DL1983PLC016136

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of member(s)		e-mail Id	
Registered address		Member's Folio No. / DP ID - Client ID	

I/We, being the member(s) of shares of RACL Geartech Limited (Formerly Raunaq Automotive Components Limited), hereby appoint:

- 1) Name e-mail Id
 Address Signature,or failing him/her.
- 2) Name e-mail Id
 Address Signature,or failing him/her.
- 3) Name e-mail Id
 Address Signature,or failing him/her.

as my/our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 34th Annual General Meeting of members of the Company, to be held on Thursday, the 28th September, 2017 at 11:00 A.M. at ROSE Garden, NH-10, Main Rohtak Road, Ghevara More, Delhi - 110 041, India and/ or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote*	
		For	Against
Ordinary Business			
1.	Adoption of the Financial Statements of the Company for the financial year ended 31 st March, 2017, including the Audited Balance Sheet as at 31 st March, 2017, the respective Statements of Profit & Loss and Cash Flow for the year ended as on that date, and the accompanying Notes thereto, along with the reports of the Board of Directors and Auditors thereon.		
2.	Appointment of a Director in place of Mr. Dev Raj Arya (DIN 00057582), Whole Time Director & CFO, who retires by rotation and being eligible, offers herself for re-appointment.		



3.	Appointment of Gianender & Associates, Chartered Accountants [Firm Registration No. 004661N], Statutory Auditors of the Company for a period of 3 years, to hold office from the conclusion of 34 th AGM until the conclusion of 37 th AGM and to authorise the Board of Directors to fix their remuneration.		
Special Business			
4.	Appointment of Mr. Shashank Ramesh Anikhindi (DIN 07787889) as an Independent Director.		
5.	Re-appointment of Mr. Raj Kumar Kapoor (DIN 00110338), as an Independent Director of the Company for a Second Term.		
6.	Re-appointment of Mr. Rakesh Kapoor (DIN 00015358), as an Independent Director of the Company for a Second Term.		
7.	Re-appointment of Mr. Anil Sharma (DIN 00157911), as an Independent Director of the Company for a Second Term.		
8.	Re-appointment of Mr. Gursharan Singh (DIN 00057602), as Chairman & Managing Director of the company and payment of remuneration to him.		
9.	Re-appointment of Mr. Dev Raj Arya (DIN 00057582), as Whole-time Director & Chief Financial officer of the company and payment of remuneration to him.		

** It is optional to indicate your preference. If you leave the 'for or against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.*

As witness my/our hand(s), this day of 2017.

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp
here

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Instructions for remote e-Voting:

- I In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II The Facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV The remote e-voting period commencing on 25th September, 2017 (09.00 A.M.) and ends on 27th September, 2017 (05.00 P.M.). During this period member of the company, holding shares either in physical form or in dematerialized form, as on the cut of date of 21st September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by the NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change subsequently.
- V **The process and manner for remote e-voting are as under:**
 - A In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/ Depository Participants(s)):**
 - a Open e-mail and open PDF file viz."RACL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - c Click on Shareholder-Login.
 - d Put user ID and password as initial password noted in step (i) above. Click Login.
 - e Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - f Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g Select "**EVEN – 107002**" of "**RACL Geartech Limited**".
 - h Now you are ready for remote e-voting as Cast Vote page opens.
 - i Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to kk.malhotra2003@gmail.com with a copy marked to evoting@nsdl.co.in.
 - B In case of Members receiving Physical copy of Notice of 34th Annual General Meeting (AGM) (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
 - a Initial password is provided with the Attendance Slip for the 34th AGM.
 - b Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- VI In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of <http://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990.
- VII If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 21st September, 2017.
- X Member(s) can opt for only one mode of voting i.e. either physical voting through ballot or e-voting. In case a member has used both means then vote cast by e-voting will alone be treated as valid.
- XI Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2017, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or to Mr. Shrawan Mangla, MAS Services Limited (RTA), Tel: (011) 26387281 - 82 - 83 e-Mail : info@masserv.com
- XII However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XIII A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XIV A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 21st September, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XV Mr. K. K. Malhotra, Company Secretary in Whole time Practice (Membership No. FCS-1410 & CP No. 446), Partner, K. K. Malhotra & Company, Company Secretaries has been appointed as the Scrutinizer, for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XVI The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, through Ballot Paper as will be provided by the Company, for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XVII The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVIII The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. www.raclgeartech.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchange i.e. BSE Limited.