



26<sup>th</sup> June, 2020

**REF. NO. RACL/ BSE/ 2020-21**

**The Manager - Listing**

**BSE Limited**

25<sup>th</sup> Floor, P. J. Towers,

Dalal Street,

Mumbai - 400 001

**Scrip Code: 520073**

**Subject: Annual Secretarial Compliance Report from Practicing Company Secretary in terms of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Year ended 31<sup>st</sup> March, 2020**

Dear Sir,

In compliance with the Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith the Annual Secretarial Compliance Report issued by K. K. Malhotra & Company, Company Secretaries, for the financial year ended 31<sup>st</sup> March, 2020.

Kindly take the above information on record and oblige.

Thanking you,

Yours Sincerely,

**For RACL Geartech Limited**

**Shagun Bajpai**

**Company Secretary & Compliance Officer**

**ICSI Mem. No.: A45982**



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF RACL Geartech Limited**  
**FOR THE YEAR ENDED 31<sup>st</sup> MARCH, 2020**

To,

**RACL Geartech Limited**  
15<sup>th</sup> Floor, Eros Corporate Tower,  
Nehru Place, New Delhi -110019,  
CIN: L34300DL1983PLC016136

We M/s. **K. K. Malhotra & Company** have examined:

- (a) all the documents and records made available to us and explanation provided by **RACL Geartech Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2020 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- i. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- ii. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- iii. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- iv. Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- v. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- vi. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- vii. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- viii. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- ix. Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996. and circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Non-compliance with the requirement pertaining to the composition of Board of Directors under Regulation 17(1) of SEBI (LODR) Regulations 2015	Regarding appointment of Independent Director	The non-compliance if any was due to the misinterpretation of law. The company has subsequently made necessary rectifications and complied with the regulations.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) **under** the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	BSE	Non Compliance under Regulation 17(1) of SEBI (LODR) Regulations 2015	Penalty was imposed for which the company made representations for the waiver of penalty. The matter is pending before the concerned authority for final decision.	The non-compliance if any was due to the misinterpretation of law. The company has subsequently made necessary rectifications and complied with the regulations.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
None				

Place: New Delhi  
Date: 26/06/2020

For K.K. Malhotra & Company  
Company Secretaries

K.K. Malhotra  
(Proprietor)  
FCS No. 1410, C.P No. 446  
UDIN F001410B000385266