



Date: 12th August, 2024

To,
The Manager - Listing
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001 Maharashtra

Scrip Code: 520073

Subject: Intimation pursuant to Regulation 31A of SEBI (listing Obligations & Disclosure Requirements) Regulations, 2015 and amendments thereof.

Further to our intimation dated 01st July, 2024 regarding the receipt of request(s) for re-classification from the 'promoter and promoter group' category to 'public' category shareholders, we wish to inform you that their request was placed before the Board of Directors of the Company at their meeting held on 12th August, 2024. The Board inter-alia has considered the request made by the following members of Promoter and Promoter Group of the Company ("Outgoing Promoters") and after analysing, has approved their request as required under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Sr. No.	Promoter/Promoter Group	Category	No. of Shares	Percentage
01	Dev Raj Arya	Promoter	222554	2.06%
02	Raj Arya	Promoter	0	0%

The above re-classification will be subject to permission of the Stock Exchange in terms of Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 i.e., BSE Limited.

Further, in compliance with Regulation 31A (8)(b) of the Listing Regulations, we enclose herewith the certified extract of the minutes of the Board meeting held on 12th August, 2024 in this connection.

For RACL Geartech Limited

Gursharan Singh
Chairman & Managing Director

Registered Office

15th Floor, Eros Corporate Tower, Nehru Place, New Delhi-110019, INDIA

Phone: +91-11-66155129

CIN: L34300DL1983PLC016136

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



TS 16949 : 2009
TS 518901 - 000



CERTIFIED TRUE COPY OF THE EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF RACL GEARTECH LIMITED HELD ON MONDAY, 12TH AUGUST, 2024 AT 11:30 AM AT HOTEL FORTUNE INN GRAZIA, PLOT NO. 1A, BLOCK I, SECTOR 27, NOIDA - 201301, Uttar Pradesh

To consider and approve the requests received from Mr. Dev Raj Arya, Promoter and Ms. Raj Arya, Promoter Group for re-classification from Promoter Category to Public Category

The Board was informed that Mr. Dev Raj Arya holding 222554 equity shares and Ms. Raj Arya holding 0 equity shares had vide their letter dated July 1, 2024 requested the Company for re-classification of their shareholding from Promoter & Promoter Group Category to Public Category.

It was also informed about the rationale for such re-classification that the outgoing promoters are no way related to any of the business carried out by the Company. Further they are not engaged in the management or day to day affairs of the Company and also do not have any right either to appoint any Director of the Company or an ability to control the management or policy decisions of the Company in any manner whatsoever including by virtue of their shareholding and that none of their act would influence the decision taken by the Company. Further, it was informed that Mr. Dev Raj Arya had superannuated from the Company on October 21, 2023 and he does not hold any position of interest in the Company.

Further the Company has received the requisite request letters in the prescribed format from Mr. Dev Raj Arya and Ms. Raj Arya confirming satisfaction of all the conditions specified in sub clause (i) to (vii) of clause (b) of sub regulation 3 of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'). Further, they have also confirmed that at all times from the date of such re-classification they shall continue to comply with the mentioned conditions including those mentioned at Subclause (iv) and (v) for a period of not less than three years from the date of such reclassification, failing which they shall automatically be reclassified as promoter.

Accordingly, on the basis of the rationale and the confirmation provided by them, the Board reviewed the mentioned requests for reclassification which shall be subject to the approval of Members of the Company, BSE Limited and/or such other approval, if any, as may be necessary in this regard. It was also informed that none of the Directors of the company is/are interested in this resolution.

The Board considered the matter and passed the following resolution unanimously:

“RESOLVED THAT in accordance with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations'), including any statutory modification(s) or re-enactment thereof, for the time being in force and other applicable provisions, and subject to necessary approvals from the members of the Company, Stock Exchanges and other appropriate statutory authorities as may be necessary, the approval of the Board of Directors of the Company be and is hereby accorded to reclassify the following promoter / persons related to promoter(s) forming part of Promoter Group (hereinafter individually and jointly referred to as the ("Outgoing Promoters") from 'Promoter & Promoter Group Category' to 'Public Category'

S.No.	Name of Shareholder	Type	No. of Shares held	% of Paid Up Capital
1	Dev Raj Arya	Promoter Group	222554	2.06
2	Raj Arya	Promoter Group	0	0

RESOLVED FURTHER THAT pursuant to provisions of Regulation 31(A)(3)(b) of SEBI LODR Regulations, Outgoing Promoters have confirmed that they shall not and does not:

- hold more than 10% of the fully paid-up equity share capital and voting capital of the Company;
- have any special rights through formal or informal agreements and shareholding agreements;
- be represented on the Board of Directors (including as a nominee director) of the Company for a period of more than 3 years from the date of shareholders' approval;
- act as a key managerial persons for a period of more than 3 years from the date of shareholders' approval;
- directly or indirectly exercise control over the affairs of the Company;
- 'wilful defaulter' as per the Reserve Bank of India Guidelines;
- fugitive economic offender.

and shall at all times from the date of such reclassification, shall continue to comply with conditions mentioned under sub regulation (4) of Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from "Promoter & Promoter Group" to "Public".

RESOLVED FURTHER THAT upon receipt of the necessary approval(s) from the Stock Exchange(s) for reclassification of the above promoter/ promoter group, the Company shall effect such reclassification in the statement of shareholding pattern from the immediate succeeding quarter under Regulation 31 of the SEBI LODR Regulations, and shall ensure necessary compliance under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other laws, as may be applicable.

RESOLVED FURTHER THAT Mr. Gursharan Singh, Chairman and Managing Director, Mr. Jitender Jain, Chief Financial Officer and Ms. Neha Bahal, Company Secretary and Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient and make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-classification in accordance with the Listing Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf and to represent before such authorities as may be required and to do and perform all such acts, deeds and things as may be required to give effect to the above resolution.

**Certified True Copy
For RACL Geartech Limited**

**Gursharan Singh
Chairman & Managing Director**

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