



RACL Geartech Ltd.

Corporate Office

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

Phone: +91-120-4588500 Fax: +91-120-4588513

Web: www.raclgeartech.com E-mail: info@raclgeartech.com

Friday, August 31, 2018

REF. NO. RACL/ BSE/ 2018-19

The Manager - Listing
BSE Limited
25th Floor, P. J. Towers,
Dalal Street,
Mumbai - 400 001

Scrip Code No. 520073

SUB : Notice of the Thirty Fifth (35th) Annual General Meeting

Dear Sir,

Please find enclosed herewith a copy of the Notice of the Thirty Fifth (35th) Annual General Meeting (AGM) of the company scheduled to be held on Tuesday, the 25th September, 2018, at 11.00 A.M. at The Executive Club, Dolly Farms & Resorts Pvt. Ltd., 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi - 110074, India, alongwith the Route Map of Venue, Proxy Form and Attendance Slip for the 35th AGM. The same is being send to the shareholders of the company alongwith the Annual Report for the financial year ended 31st March 2018.

We will submit the Annual Report to BSE Limited, after adoption by the members in the ensuing AGM.

This is for your information and records.

Thanking you,

For RACL Geartech Limited

HITESH KUMAR
COMPANY SECRETARY &
COMPLIANCE OFFICER



Encl.: A/a

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

Notice:

Notice is hereby given that the 35th Annual General Meeting (AGM) of the members of **RACL Geartech Limited** will be held on Tuesday, the 25th September, 2018, at 11.00 A.M. at The Executive Club, Dolly Farms & Resorts Pvt. Ltd., 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi - 110074, 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 31st March, 2018, including the Audited Balance Sheet as at 31st March, 2018, 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 31st March, 2018, including the Audited Balance Sheet as at 31st March, 2018, 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 Mrs. Narinder Paul Kaur (DIN: 02435942), Non-Executive Director, 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, Mrs. Narinder Paul Kaur (DIN: 02435942), Director, who retires by rotation at the 35th Annual General Meeting, be and is hereby re-appointed as Director of the Company, liable to retire by rotation.

3. To ratify the appointment of Gianender & Associates, Chartered Accountants [Firm Registration No. 004661N], 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 the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, pursuant to the recommendations of the Audit Committee and the Board of directors of the company and pursuant to the resolution passed by the members at the Annual General Meeting (AGM) held on September 28th, 2017, the appointment of Gianender & Associates, Chartered Accountants [Firm Registration No. 004661N], as the Statutory Auditors of the Company to hold office until the conclusion of 37th AGM, be and is hereby ratified from 35th AGM to 36th AGM, on such remuneration as may be mutually determined between the said Auditors and the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. **Renewal of the borrowing limits from Rs. 75,00,00,000/- (Rupees Seventy Five Crores) to Rs. 100,00,00,000/- (Rupees one hundred Crores) or the aggregate of the paid up share capital and free reserves of the Company, whichever is higher.**

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

“RESOLVED THAT in supersession of the Special Resolution passed at the 33rd Annual General Meeting held on 28th September, 2016, and pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013, read with the applicable rules made there under and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all 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, and as approved and recommended by Audit Committee and Board of Directors of the company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which

term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from any one or more of the financial Institutions, Banks, NBFCs or other(s), may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount so borrowed by the Board and outstanding at any point of time shall not exceed **Rs. 100,00,00,000/- (Rupees one hundred Crores)** or the aggregate of the paid up share capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

5. Renewal of the limits of Creation of charges /mortgages/ hypothecation or otherwise on the movable or immovable properties of the Company in respect of borrowings, in terms of the provisions of section 180 (1) (a) of the Companies Act, 2013.

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

"RESOLVED THAT in supersession of the Special Resolution passed at the 33rd Annual General Meeting held on 28th September, 2016 and pursuant to the provisions of section 180 (1) (a) and all other applicable provisions of the Companies Act, 2013, read with applicable rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all 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, and as approved and recommended by Audit Committee and Board of Directors of the company, consent of the members of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to create such charges, mortgages, hypothecations or otherwise in addition to the existing charges, mortgages, hypothecations or otherwise created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of Bank of India and / or RBL Bank Limited and / or IndusInd Bank Limited and / or other Bank / Financial Institution / NBFC or other investing agencies or trustees for the holders of debentures/bonds/ other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/ fully convertible or non-convertible and/or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached or any other borrowings (hereinafter collectively referred to as "Loans") provided that the total amount of Loans together with interest thereon or all other monies payable by the Company in respect of the said Loans for which the charges, mortgages, hypothecations or otherwise is to be created, shall not, at any time exceed **Rs. 100,00,00,000/- (Rupees one hundred Crores)** or the aggregate of the paid up share capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to finalise, settle and execute such documents/deeds/ writings/papers/agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion thinks necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

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

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

**Place: Noida
Date: 11th August, 2018**

**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. 4

The members of the Company at the 33rd Annual General Meeting held on 28th September, 2016, approved by way of a Special Resolution under section 180 (1) (c) of the Companies Act, 2013 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not be in excess of Rs. 75,00,00,000/- (Rupees Seventy Five crores only).

Since, the level of business of the company is growing day by day and In order to meet the existing and future financial requirements, on account of the expansion plan/program of the company, long term working capital requirements and capital expenditure, the company needs to raise additional loans/ borrowings from one or more of the financial Institutions, Banks, NBFCs or other(s). Accordingly, it is proposed to enhance/renew the present limits of borrowings from Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) to **Rs. 100,00,00,000/- (Rupees one hundred Crore) or the aggregate of the paid up share capital and free reserves of the Company as per the latest annual audited financial statements, whichever is higher.**

Accordingly, Item No. 4 is proposed to obtain necessary approval of the members of the company in terms of the provisions of Section 180 (1)(c) of the Companies Act, 2013.

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 Notice of 35th AGM as a Special Resolution by the members/ shareholders of the company.

ITEM NO. 5

The members of the Company at the 33rd Annual General Meeting held on 28th September, 2016, had accorded their consent to the Board of Directors for creation of charges/mortgages/hypothecations or otherwise in favour of Bank of India and / or RBL Bank Limited and / or IndusInd Bank Limited and / or other Bank / Financial Institution / NBFC and/ or other(s).

In order to facilitate securing the borrowing made by the Company, it may be necessary to create charge/ mortgages/hypothecations or otherwise on the assets or whole of the undertaking of the Company in favour of the lenders or others, as mentioned in the resolution at Item No. 5. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the general meeting.

Accordingly, Item No. 5 is proposed to obtain necessary approval of the members of the company in terms of the provisions of Section 180 (1)(a) of the Companies Act, 2013, for creation of charges/mortgages/hypothecations or otherwise in favour of the lenders or others, for an amount not exceeding **Rs. 100,00,00,000/- (Rupees one hundred Crore) or the aggregate of the paid up share capital and free reserves of the Company as per the latest annual audited financial statements, whichever is higher.**

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 of the Notice.

The Board commends approval of the resolution set out in Item No. 5 of the accompanying Notice as a Special Resolution.

By order of the Board
For RACL Geartech Limited

Sd/-

Hitesh Kumar

Company Secretary & Compliance Officer

Place: Noida

Date: 11th August, 2018

Regd. Office: 15th Floor, Eros Corporate Tower,
Nehru Place, New Delhi-110019, INDIA

Ph. : +91-11-66155129

e-Mail - investor@raclgeartech.com

Details of Directors Seeking Appointment/Re-Appointment at the 35th Annual General Meeting

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

Mrs. Narinder Paul Kaur (DIN: 02435942), was appointed as Non - executive Director on the Board of Directors of the Company, liable to retire by rotation in the Annual General Meeting held on 30th September, 2015.

Pursuant to regulation 26(4) and 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by ICSI, A brief resume of Mrs. Narinder Paul Kaur (DIN: 02435942) and other details or information about the Director 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. Narinder Paul Kaur
Director Identification Number (DIN)	02435942
Nationality	Indian
Date of Birth and Age	15/06/1963, 55 years
Date of first appointment	30/09/2015
Qualifications	Bachelor's Degree in Science, Masters of Arts (English)
Expertise/ Experience in specific functional areas	She has been looking the functioning of Noida plant of the Company since 2011. She has a deep knowledge about the Business and good administrative skills.
Terms and conditions of appointment / re-appointment	Refer Item No. 2 of the Notice Re-appointment as Non-Executive Non-Independent Director, liable to retire by rotation.
Details of remuneration last drawn (Financial Year 2017-18) and sought to be paid, if applicable	No remuneration was paid apart from sitting fees for attending Board and/ or Committee meetings, if any and retainer ship fee, as mentioned in Corporate Governance Report Section.
No. of Board Meetings attended during the Financial Year 2017- 18	4 (four)
Relationships with other Directors, Managers and other key managerial personnel	Spouse of Mr. Gursharan Singh, Chairman & Managing Director
List of Companies in which Directorships held as on 31 March, 2018 (excluding foreign directorship, private limited companies and Section 8 Companies)	1.RACL Geartech Limited
Chairmanship / Membership of specified Committees* of the Boards of above Companies as on 31 March, 2018	None
No. of shares held in the Company	
(a) Own	14,884
(b) For other persons on a beneficial basis	Nil

* Membership/ Chairmanship in Audit Committee and Stakeholders relationship Committee

Mrs. Narinder Paul Kaur, aged 55 years is professionally qualified and has been looking and supervising the functioning of Noida plant of the company since 2011. She has a deep knowledge about the business and good administrative skills and has improved the operations of the Noida unit during last 7 years. She has been instrumental in successfully working of the Noida plant. Under her able guidance, the company has successfully increased the Noida Plant operations.

The Board considers that continued association of Mrs. Narinder Paul Kaur would be of immense benefit to the Company and it is desirable to continue to avail services from her.

Mrs. Narinder Paul Kaur fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for her re-appointment as Director of the Company. Her re-appointment would be within the limits prescribed under law/ regulations to act as Director in any listed Company including the RACL.

The Board, based on the recommendation of the Nomination and Remuneration Committee, recommends the re-appointment of Mrs. Narinder Paul Kaur, as Non executive Director of the Company, liable to retire by rotation.

Accordingly, Item No. 2 is proposed to obtain necessary approval of the members of the company in terms of the provisions of Section 152 of the Companies Act, 2013, for re-appointment of Mrs. Narinder Paul Kaur, as Non-executive Non-Independent Director of the Company, liable to retire by rotation.

Except Mrs. Narinder Paul Kaur herself and Mr. Gursharan Singh, Chairman & Managing Director and Mr. Prabh Mehar Singh, Manager - BA, 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. 2 of the Notice.

The Board commends approval of the resolution set out in Item No. 2 of the Notice of 35th AGM as an Ordinary Resolution by the members/ shareholders of the company.

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

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

Place: Noida

Date: 11th August, 2018

**Regd. Office: 15th Floor, Eros Corporate Tower,
Nehru Place, New Delhi-110019, INDIA**

Ph. : +91-11-66155129

e-Mail - investor@raclgeartech.com

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 Special Businesses set out in Item Nos. 4 to 5 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 35th 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 Wednesday, 19th September, 2018 to Tuesday, 25th September, 2018 (Both days inclusive) for the purpose of the 35th 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 2017-18, Notice of 35th 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. Pursuant to SEBI Notification dated 8th June, 2018, we hereby apprise you that w.e.f. 04.12.2018, transfer of securities shall not be processed unless securities are held in dematerialized form with a depository. In other words, request for transfer of shares held in physical form will not be processed w.e.f. 04.12.2018 and it shall be mandatory to Demat the securities for getting the shares transferred.
Accordingly, all members holding shares in physical form are further advised to convert their shareholding from physical form to Demat with a depository participant of their choice.
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.raclegeartech.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 35th 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 22nd September, 2018 (09.00 A.M.) and ends on 24th September, 2018 (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 18th September, 2018, 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.nsd.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 – 109078” 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 35th 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 35th 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.nsd.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. 18th September, 2018.
- 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. 18th September, 2018, 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.nsd.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. 18th September, 2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the venue of 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.

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

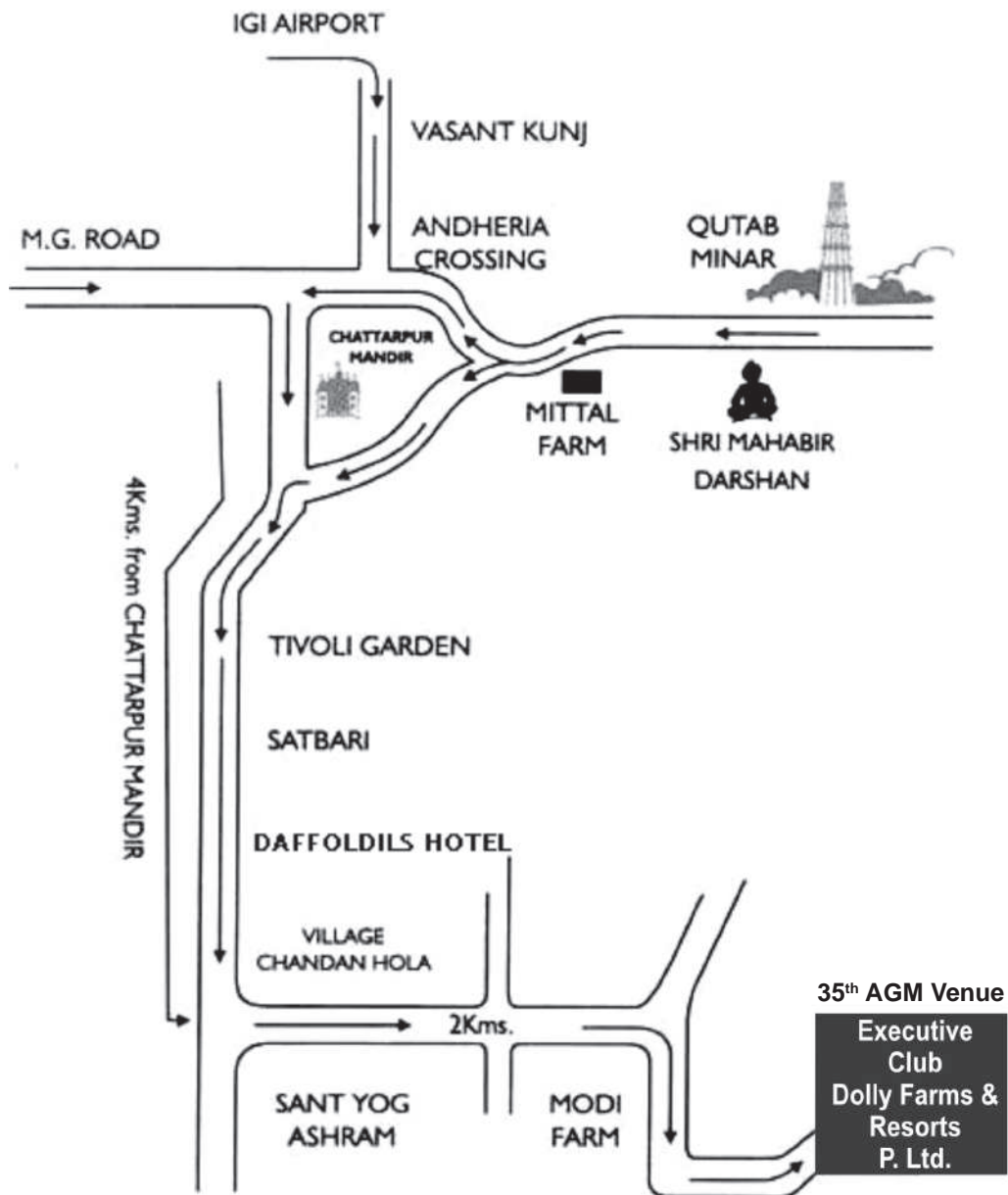
**Sd/-
Hitesh Kumar
Company Secretary & Compliance Officer**

**Place: Noida
Date: 11th August, 2018**

**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 35th ANNUAL GENERAL MEETING

RACL Geartech Limited
The Executive Club, Dolly Farms & Resorts Pvt. Ltd.
439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi-110074
Date: 25th September, 2018 (Tuesday) & Time: 11:00 A.M.



ADDENDUM OF NOTICE OF THE 35TH ANNUAL GENERAL MEETING (AGM) OF RACL GEARTECH LIMITED:

This Addendum of the Notice is hereby given that w.r.t. the Notice of 35th Annual General Meeting (AGM) of the members of RACL Geartech Limited will be held on Tuesday, the 25th September, 2018, at 11.00 A.M. at The Executive Club, Dolly Farms & Resorts Pvt. Ltd., 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi - 110074, India to transact the following additional business:

SPECIAL BUSINESS:

Item No. 6- Issue and allotment of equity shares of the Company on a preferential allotment basis through private placement:

To consider and if thought fit, to pass the following resolutions as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 42 and 62 of the Companies Act, 2013, as amended from time to time (“Act”), and all other applicable provisions, if any, of the Act, and in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended from time to time (“Allotment Rules”), all other applicable provisions, if any, of the Allotment Rules, and in accordance with the Companies (Share Capital and Debentures) Rules, 2014, as amended from time to time (“Capital Rules”), all other applicable provisions, if any, of the Capital Rules, subject to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended from time to time (“ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“SEBI Listing Regulations”), any other rules / regulations/ guidelines, if any, prescribed by the Securities and Exchange Board of India, the Reserve Bank of India and other competent authorities, institutions bodies and/ or any other regulatory and statutory authorities, institutions or bodies (hereinafter collectively referred to as the “Competent Authorities”) enabling provisions of the Memorandum and Articles of Association of the Company and the listing agreement entered into between the Company with BSE Limited (“BSE”), where the equity shares of the Company are listed (“Listing Agreement”), subject to required approvals, consents, permissions and/or sanctions of the Competent Authorities and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred on the Board by this resolution) the consent of the members of the Company be and is hereby accorded to issue, offer and allot 3,50,000 (Three Lakhs Fifty Thousands) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten Only) each (“Equity Shares”) on preferential allotment basis through private placement, at a price of Rs. 67.50/- (Sixty-Seven Rupees Fifty Paise Only) (including a premium of Rs. 57.50/- (Fifty-Seven Rupees Fifty Paise Only) per Equity Share aggregating to Rs. 2,36,25,000/- (Rupees Two Crores Thirty-Six Lakhs Twenty-Five Thousands Only), which is higher than the price arrived at in accordance with the ICDR Regulations or such other issue price as may be determined as per the provisions of ICDR Regulations or other applicable acts(s)/ Regulation(s), to the following subscriber:

Sr. No.	Details of Subscriber	Number of Equity Shares (Face value of Rs. 10/- per share)	Consideration (including premium) (In Rs.)
1.	Mr. Gursharan Singh, Promoter / Chairman & Managing Director Address: D-98, Sector-36, Noida, Gautam Budh Nagar, Uttar Pradesh - 201301, India	3,50,000	2,36,25,000

RESOLVED FURTHER THAT in accordance with the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of the price of the Equity Shares to be issued and allotted as above shall be 26th August, 2018, being the date falling 30 (thirty) days prior to the date of 35th Annual General Meeting to be held on 25th September, 2018.

RESOLVED FURTHER THAT the aforementioned issue and allotment shall be made on following terms and conditions:



- a) The said Equity Shares shall be listed on the BSE Limited on which the existing equity shares of the Company are listed.
- b) The Equity Shares shall only be allotted in dematerialized form to the Subscriber, within a period of 15 (Fifteen) days from the date of passing of this Special Resolution,
provided that where any application for any approval or permission by any Competent Authority is pending, the period of 15 (Fifteen) days shall be counted from the date of receiving such approval or permission, as the case may be or such other extended period as may be permitted under ICDR Regulations or other applicable acts(s)/ Regulation(s).
- c) The said Equity Shares to be allotted to the Subscriber shall be freely transferable from the date of allotment, subject to applicable lock-in requirements as prescribed by the ICDR Regulations and other applicable laws, as applicable from time to time.
- d) The monies received by the company from the Subscriber for application of the Equity Shares pursuant to this private placement shall be kept by the company in a separate bank account and shall be utilized by the Company in accordance with the provisions of Section 42 of the Companies Act, 2013 or other applicable provisions of other acts(s)/ Regulation(s).

RESOLVED FURTHER THAT the Board be and is hereby entitled to vary, modify or alter any of the foregoing terms and conditions to conform to those as may be prescribed by the Competent Authorities or otherwise as the Board may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares, on preferential allotment basis, as may be required to be issued and allotted to the Subscriber and that the said Equity Shares shall rank, in all respects, pari-passu with the existing equity shares of the Company including but not limited to, dividend and other corporate benefits.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may at its discretion deem necessary, proper, desirable or expedient for such purpose, including issue and finalization of the private placement offer letter in the prescribed format of the Form PAS-4, finalizing the form of application, entering into arrangements for listing, trading, depository services and such other arrangements and agreements, as may be required, and also to seek listing of the said Equity Shares on BSE, with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of the said Equity Shares and in complying with any regulations, as it may in its absolute discretion deem fit and for matters connected therewith or incidental thereto, without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of Directors and / or to one or more Directors and / or officer(s) of the Company.”

**By order of the Board
For RACL Geartech Limited
Sd/-**

**Hitesh Kumar
Company Secretary & Compliance Officer**

**Place: Noida
Date: 30th August, 2018**

**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 ADDENDUM OF THE NOTICE OF 35TH ANNUAL GENERAL MEETING OF RACL GEARTECH LIMITED

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

Item No. 06. Issue and allotment of equity shares of the Company on a preferential allotment basis through private placement:

Details required under Section 102 of the Companies Act, 2013, and Regulation 73 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

The Company has achieved substantial growth in business specifically in export business in last few years by virtue of long term business tie up with select global automotive manufacturers in Europe and Japan. The Company had to carry out substantial investments towards creating desired infrastructure and manufacturing capabilities to cater to delivery and quality requirements of global customers. Export business required latest technologies and equipments. Moreover, export business has very high receivables time. Company has already approached to the bankers for additional funds for procurement of Plant & Machinery and other latest Technology, Equipments. Bankers of the company keep on advising to raise the equity capital which is a permanent source of funds to come over this situation.

With a view to raise permanent funds in the company, the Board of Directors of the company contemplates to raise additional equity capital to meet the needs of the business for operational and general corporate requirements, the Board has approved, subject to the approval of the members/shareholders, the allotment and issue of up to allot 3,50,000 (Three Lakhs Fifty Thousands) equity shares of the Company of the face value of Rs. 10/- (Rupees Ten only) each ("Equity Shares") on preferential allotment basis through private placement, at a price of Rs. 67.50/- (Sixty-Seven Rupees Fifty Paise Only) (including a premium of Rs. 57.50/- (Fifty-Seven Rupees Fifty Paise Only) per Equity Share aggregating to Rs. 2,36,25,000/- (Rupees Two Crores Thirty-Six Lakhs Twenty-Five Thousands Only), which is higher than the price arrived at in accordance with the ICDR Regulations or such other issue price as may be determined as per the provisions of ICDR Regulations, as amended from time to time, or other applicable acts(s)/ Regulation(s) and on such terms and conditions and at such time as mentioned in the resolution at Item No. 06 of this Notice.

Under Section 42 and Section 62 of the Companies Act, 2013 ("Companies Act"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 ("Allotment Rules"), and the Companies (Share Capital and Debentures) Rules, 2014 ("Capital Rules"), a company may, by Special Resolution, authorize the issue of shares on a private placement and preferential basis, subject to the conditions prescribed thereunder. The Board has accordingly decided to seek the approval of the members of the Company by Special Resolution for the issue of the aforesaid Equity Shares to the following Subscriber:

Sr. No.	Details of Subscriber	Number of Equity Shares (Face value of Rs. 10/- per share)	Consideration (including premium) (In Rs.)
1.	Mr. Gursharan Singh, Promoter/Chairman & Managing Director Address: D-98, Sector - 36, Noida, Gautam Budh Nagar, Uttar Pradesh - 201301, India	3,50,000	2,36,25,000

Details as required under the provisions of the Companies Act, 2013, ICDR Regulations or other applicable acts(s)/ Regulation(s), are furnished as under:

Details as required under Rule 13 of the Capital Rules and Rule 14 of the Allotment Rules of the Companies Act, 2013 are stated below:

Sr. No.	Particulars	Details
1.	The objects of the issue	Raising of additional funds for the business, operational and general corporate requirements of the Company, including for funding working capital of the Company.
2.	The total number of securities to be issued	3,50,000 Equity Shares
3.	The price or price band at/within which the allotment is proposed	Rs. 67.50/- (Sixty-Seven Rupees Fifty Paise Only) (including a premium of Rs. 57.50/- (Fifty-Seven Rupees Fifty Paise Only)
4.	Basis or justification on which the price has been arrived at	As per ICDR Regulations
5.	Relevant date with reference to which the price has been arrived at	26 th August, 2018
6.	The class or classes of persons to whom the allotment is proposed to be made	Promoter/ Director/ Key Managerial Personnel
7.	Intention of promoters, directors or key managerial personnel to subscribe to the offer	Mr. Gursharan Singh, Promoter/ director/ key Managerial Personnel of the company is subscribing to the said offer.
8.	The proposed time within which the allotment shall be completed	Within 15 days from the date of the approvals and permissions from the Competent Authorities
9.	The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them	Mr. Gursharan Singh, Promoter/ Chairman & Managing Director 33,85,689 (Thirty-Three Lakhs Eighty-Five thousands Six Hundreds Eighty-Nine) Equity Shares 32.92% of Total Issue Capital.
10.	The change in control, if any, in the company that would occur consequent to the preferential offer	No change in control
11.	The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	NA
12.	The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	NA

Details as required under Companies Act, 2013 and ICDR Regulations are set out below:

Shareholding Pattern of the issuer (Company) before (pre-issue) and after (post-issue) the preferential issue of equity shares involved in the present resolution are stated below:

S.No.	Category	Pre Issue Shareholding (as on 30.06.2018)		Post Issue Shareholding	
		No. of Shares Held	% of Total share-holding	No. of Shares Held	% of Total Share-holding
(A)	Promoter's Holding				
(1)	Indian:				
(a)	Individuals	3273169	32.96	3623169	35.24
(b)	Body Corporate and Financial Institution	1540437	15.51	1540437	14.98
	Sub-Total (A)(1)	4813606	48.47	5163606	50.22
(2)	Foreign Promoters	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-
	Total Promoter's Holding (A)=(A)(1)+(A)(2)	4813606	48.47	5163606	50.22
(B)	Non-Promoter's Shareholding:				
(1)	Institutional Investors				
(a)	Mutual Fund / UTI / Insurance Co's/ Foreign Institutional Investors (FII)	-	-	-	-
(b)	Financial Institutions/ Banks	500	0.01	500	0.01
	Sub-Total (B)(1)	500	0.01	500	0.01
(2)	Non-Institution:				
(a)	Private Corporate Bodies	226327	2.28	226327	2.20
(b)	Directors including KMP and their relatives	-	-	-	-
(c)	Indian Public (Individuals)	3748297	37.74	3748297	36.45
(d)	Others (including NRIs)	1142870	11.50	1142870	11.12
	Sub-Total (B)(2)	5117494	51.52	5117494	49.77
	Total Non-Promoter's Shareholding (B) = (B)(1)+(B)(2)	5117994	51.53	5117994	49.78
	GRAND TOTAL (A+B)	9931600	100	10281600	100

Details as required under the ICDR Regulations are set out below:

a) Object of the preferential issue:

The proceeds of the preferential offer are proposed to be used for the business, operational and general corporate requirements of the Company, including for funding working capital of the Company.

b) Proposal/Intention of the promoters, Directors or Key Managerial Personnel of the Issuer (Company) to subscribe to the offer:

Mr. Gursharan Singh, Promoter/ director/ key Managerial Personnel of the company is subscribing to the offer.

c) Shareholding Pattern before and after issue of the Subscription Shares:

Shareholding Pattern before and after issue of the Subscription Shares is stated above and the part of this explanatory statement.

d) Proposed time limit within which Preferential issue/allotment will be completed:

The proposed allotment of the Equity Shares will be completed within 15 days period from the later of:

- (i) Date of passing of the Special Resolution; and (ii) the receipt of approval / permission from any regulatory authority(ies) / competent authority(ies) (If required).

e) Identity of [the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control] the proposed allottee, the percentage of post preferential issue capital that may be held by him and change in control, if any, in the issuer (Company) consequent to the preferential issue:

Sr. No.	Particulars	Subscriber
1	Details of the Subscriber	Mr. Gursharan Singh, Promoter / Chairman & Managing Director Address: D-98, Sector - 36, Noida, Gautam Budh Nagar, Uttar Pradesh - 201301, India
2.	Category / Class of Subscriber	Promoter/ Director/ Key Managerial Personnel
3	Number of Equity shares and percentage (%) of total shareholding held by the proposed allottee (Investor) prior to preferential issue.	30,35,689 (Thirty Lakhs Thirty-Five Thousands Six Hundreds Eighty-Nine) Equity Shares, 30.57% of Total Issue Capital.
4	Number of Equity shares and percentage (%) of post preferential issue capital that may be held by the proposed Allottee (Investor)	33,85,689 (Thirty-Three Lakhs Eighty-Five Thousands Six Hundreds Eighty-Nine) Equity Shares 32.92% of Total Issue Capital.
5.	Change in Control	There will be no change in the control or Composition of the Board of Directors of the company consequent to the said issuances.

f) Undertaking that the Issuer (Company) shall re-compute the price of the specified securities (equity shares) in terms of the provision of these regulations where it is required to do so:

The issuer (Company) hereby undertakes that it shall re-compute the price of the specified securities (equity shares) in terms of the provisions of the ICDR Regulations, in case it is required to do so.

g) Undertaking that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the specified securities (equity shares) shall continue to be locked-in till the time such amount is paid by the proposed allottee (Investor).

The company undertakes that if the amount payable on re-computation of the price is not paid within the time stipulated in the ICDR Regulations, the specified securities (equity shares) shall continue to be locked-in till the time such amount is paid by the proposed allottee (Investor).

h) Pricing of the Issue:

The Equity Shares will be issued at a price of Rs. 67.50/- (Sixty-Seven Rupees Fifty Paise Only) (including a premium of Rs. 57.50/- (Fifty-Seven Rupees Fifty Paise Only) being a price arrived at as per the provisions stipulated in the ICDR Regulations. Since, the Equity Shares have been listed on a recognized stock exchange for more than 26 weeks and accordingly, the Company shall not be required to recompute the price per Equity Share.

The "Relevant Date" for the purpose of calculating the price of the Equity Shares shall be 26th August, 2018, being the date 30 (Thirty) days prior to the date of 35th Annual General Meeting for passing of this Special Resolution, being 25th September, 2018.

"Stock Exchange" shall mean BSE Limited.

i) LOCK-IN

The equity shares to be allotted on preferential basis shall be subject to lock-in period as provided in the ICDR Regulations and other applicable provisions of any other act(s) or regulation(s), for the time being in force.

j) Other disclosures

- i. Neither the Company, nor the Promoters or the Directors are categorized as willful defaulters by any bank or financial institution or consortium thereof or others, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India or others.
- ii. The Subscriber has not sold Equity Shares of the Company in the six months preceding the Relevant Date.
- iii. No equity shares shall be issued to promoter on preferential basis, for consideration other than cash.

k) Approvals

The company is taking necessary steps to obtain all the requisite approvals from all the appropriate authorities including stock exchange, SEBI, ROC or any other regulatory authorities as may be applicable, for the proposed preferential issue of equity shares of the company.

l) Certificate from Statutory Auditors:

A copy of the certificate from the Gianender & Associates, Statutory Auditors of the Company, certifying that the present preferential allotment of equity shares being made in accordance with the requirements contained in the SEBI (Issue of Capital & Disclosure Requirements), Regulations 2009, the SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2011 and other applicable provisions of any other act(s) or regulation(s), as amended up to date, shall be available for inspection by the members at the registered office of the Company on any working day till the date of the 35th Annual General Meeting, i.e., 25th September, 2018, during business hours between 10.00 A.M. to 12.00 A.M. and also available at the place of 35th AGM of the company at the scheduled time.

Accordingly, Item No. 6 is proposed to obtain necessary approval of the members of the company in terms of the provisions of the Companies Act, 2013 and SEBI (ICDR) Regulations, 2009 or other applicable acts(s)/ Regulation(s).

The Board believes that the preferential offer to aforesaid subscriber will be in the best interest of the company and its members.



Except Mr. Gursharan Singh himself, Mrs. Narinder Paul Kaur, Non-executive Director and Mr. Prabh Mehar Singh, Manager - BA, 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. 6 of the addendum of Notice of 35th AGM.

The Board commends approval of the resolution set out in Item No. 6 of addendum of the Notice of 35th AGM as a Special Resolution by the members/ shareholders of the company.

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

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

**Place: Noida
Date: 30th August, 2018**

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

NOTES AND OTHER NECESSARY INFORMATIONs FOR THE MEMBERS OF THE COMPANY w.r.t. this Addendum of notice are mentioned in the Notice of 35th Annual General Meeting (AGM) of the members of RACL Geartech Limited.

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

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

**Place: Noida
Date: 30th August, 2018**

**Regd. Office: 15th Floor, Eros Corporate Tower,
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RACL Geartech 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 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 35th Annual General Meeting of members of the Company, to be held on Tuesday, the 25th September, 2018 at 11:00 A.M. at The Executive Club, Dolly Farms & Resorts Pvt. Ltd., 439, Village Shahoorpur, P.O. Fatehpur Beri, New Delhi - 110074, India and/ or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolu- tion No.	Resolution	Vote*	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31 March, 2018, including the Audited Balance Sheet as at 31 March, 2018, 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.	To consider and appoint a Director in place of Mrs. Narinder Paul Kaur (DIN: 02435942), Non-Executive Director, who retires by rotation and being eligible, offers herself for re-appointment.		
3.	To ratify the appointment of Gianender & Associates, Chartered Accountants [Firm Registration No. 004661N], Statutory Auditors of the Company, and to fix their remuneration.		

Special Business			
4.	Renewal of the borrowing limits from Rs. 75,00,00,000/- (Rupees Seventy Five Crores) to Rs. 100,00,00,000/- (Rupees one hundred Crores) or the aggregate of the paid up share capital and free reserves of the Company, whichever is higher.		
5.	Renewal of the limits of Creation of charges /mortgages/ hypothecation or otherwise on the movable or immovable properties of the Company in respect of borrowings, in terms of the provisions of section 180 (1) (a) of the Companies Act, 2013.		

* 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 2018.

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp here

Notes:

1. 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.
2. The proxy form should be signed across the revenue stamp as per specimen signature(s) registered with the Company/Depository Participant.

Addendum of the Proxy Form of 35th Annual General Meeting of RACL Geartech Limited

Resolu- tion No.	Resolution	Vote*	
		For	Against
Special Business			
6.	Issue and allotment of equity shares of the Company on a preferential allotment basis through private placement.		



RACL Geartech Limited

CIN : L34300DL1983PLC016136

Regd. Off. : 15th Floor, Eros Corporate Tower, Nehru Place, New Delhi-110019, INDIA

Tel : 011-66155129, Fax : 0120-4588513

e-Mail : info@raclgeartech.com Website : www.raclgeartech.com

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN	NO. OF SHARES

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	From 09.00 A.M. (IST) on 22 nd September, 2018
End of remote e-voting	Upto 05.00 P.M. (IST) on 24 th September, 2018

The remote e-voting will not be allowed beyond the aforesaid date & time and the remote e-voting module shall be disabled by National Securities Depository Limited (NSDL) thereafter.

The cut-off date (i.e. the record date) for the purpose of remote e-voting is 18th September, 2018.

----- TEAR HERE -----



RACL Geartech Limited

CIN : L34300DL1983PLC016136

Regd. Off. : 15th Floor, Eros Corporate Tower, Nehru Place, New Delhi-110019, INDIA

Tel : 011-66155129, Fax : 0120-4588513

e-Mail : info@raclgeartech.com Website : www.raclgeartech.com

ATTENDANCE SLIP

35th Annual General Meeting, 25th September, 2018

Regd. Folio No. / DP ID - Client ID : _____

Name & Address of First/Sole Shareholder
(In Block Letters) : _____

Name of Proxy (if any)
(In Block Letters) : _____

No. of Shares held : _____

I/We hereby record my/our presence at the 35th Annual General Meeting of the Company on Tuesday, the 25th day of September, 2018, at 11:00 A.M. at The Executive Club, Dolly Farms and Resorts Pvt. Ltd., 439, Sahoorpur, P. O. Fatehpur Beri, New Delhi - 110074, (INDIA).

*Strike out whichever is not applicable.

Signature of Member/Proxy/Representative*

Notes:

- Member / Proxy who wish to attend the meeting must bring this attendance slip to the meeting and handover at the entrance duly filled in and signed.
- Electronic copy of the Annual Report 2017-18 and Notice of the 35th Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose e-Mail address registered with the Company/Depository Participant(s) unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the (AGM) can print copy of this Attendance Slip.
- Physical copy of the Annual Report 2017-18 and Notice of the 35th AGM along with Attendance Slip and Proxy Form is sent in the permitted mode to all the members whose e-Mail is not registered or have requested for a hard copy.

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 35th 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 22nd September, 2018 (09.00 A.M.) and ends on 24th September, 2018 (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 18th September, 2018, 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 - 109078**" 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 35th 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 35th 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. 18th September, 2018.
- 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. 18th September, 2018, 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. 18th September, 2018 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), Proprietor, 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.raclegeartech.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.