



RACL Geartech Ltd.

Formerly Raunaq Automotive Components 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@raclegeartech.com

Monday, 09 October, 2017

REF. NO. RACL/ BSE/ 2017-18

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

Scrip Code No. 520073

SUB : 34th Annual Report of the Company for the financial year ended on 31st March, 2017

Dear Sir,


Pursuant to Regulation 34 (1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Please find enclosed herewith the 34th Annual Report of the company for the Financial Year 2016 - 17, contains the Financial Statements of the Company for the financial year ended 31st March, 2017, including the Audited Balance Sheet as at 31st 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.

This is for your information and records.

Thanking you,

For RACL Geartech Limited

(Formerly Raunaq Automotive Components Limited)


HITESH KUMAR
COMPANY SECRETARY &
COMPLIANCE OFFICER



Encl.: As above

Registered Office

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

CIN: L34300DL1983PLC016136

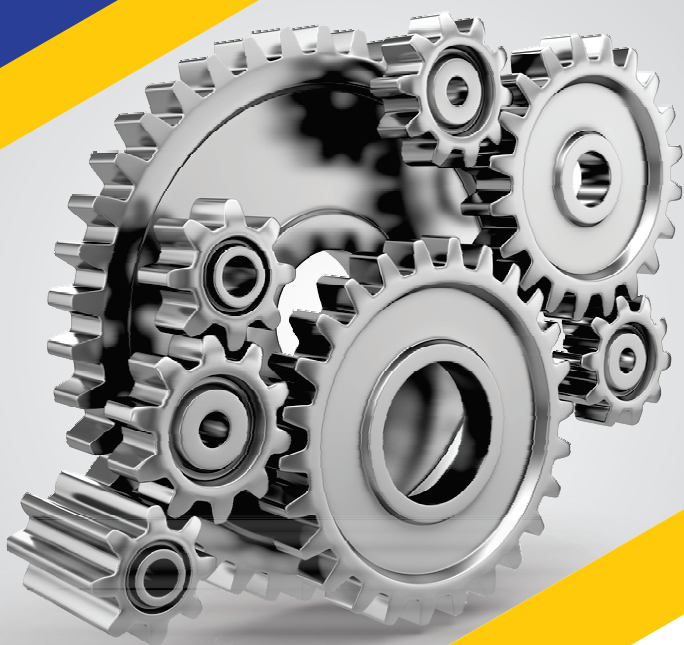
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F-636/00



TS 16949 : 2009
TS 518901 - 000

34th Annual Report 2016-2017



RACL Geartech Limited
(Formerly Raunaq Automotive Components Limited)

WORLD CLASS TECHNOLOGY



Company installed state of the art Laser Welding Technology Imported from "TRUMPF" Germany

CHAIRMAN'S MESSAGE



Dear Shareholders,

I have great pleasure in sharing with you the details of the continued winning momentum of your company at a time when the overall industry volume was static. Demonetization and implementation of BS IV emission norms had their dampening effects in second half of FY 2016-17. Our continuous thrust on developing new market by various productive measures has helped the company to maintain its growth trend. The credit goes to vibrant employees for maintaining their enthusiasm, which had taken proactive measures in developing newer product and markets areas and were responding

admirably to the changes in the business environment. We are grateful to our customers, as well, who have provided us additional business opportunities.

ECONOMIC OVERVIEW

Global economy stagnated in 2016 with GDP growth of 3.1% as per the latest IMF estimates. Economic activity in advanced economies eased moderately compared to the previous year with sluggish performance of the US being the major contributor. Meanwhile, emerging economies performed relatively better.

The good thing is that the modest pick-up in global economic activity which began in the second half of 2016 is gaining momentum this year. Overall growth in advanced economies is projected to come in at 2% in 2017. The developing world is expected to grow at a healthy 4.5% in 2017 with the major support coming from recovery in Russia and Brazil coupled with resilient India and to some extent China. Nonetheless rising protectionist policies, oil price dynamics & geo-political tensions represent the downside risks to growth outlook.

Against this backdrop, India's Gross Value Added (GVA) growth which is expected to expand by 6.7% in FY 2017 is set to increase to around 7.4% in FY 2018 (RBI estimates). However, with faster pace of remonetisation and forecast of normal monsoon by the Indian Meteorological Department, economic activity is going to further recover in the ongoing fiscal.

Apart from this, land mark initiative of GST implementation w.e.f. 1.7.2017, shall boost overall economic situation throughout the industrial segment in a big way. In particular, automotive segment is set to grow at a fast pace, thanks to positive sentiment carved out by the reduced taxation.

PERFORMANCE HIGHLIGHTS

The Financial year 2016-17 was closed with a mixed note. Your over all income in the FY 2016-17 was Rs.116.08 Crores as compared to Rs. 118.15 Crores in the previous year (net of excise duty). The Profit after Tax was Rs. 447.00 lacs as compared to Rs. 370.15 lacs in the previous year thus improving our profitability by 22% as compared to previous year.

EMERGING OPPORTUNITIES :

As widely reported, GST is perceived as the most wide-ranging tax reorganization and targets to make India into "One Nation, One Tax, One Market". The structure proposed under the GST offers an ideal opportunity for



organization to re-engineer their existing supply chain networks to reduce inefficiencies. With its comprehensive integrated service portfolio, RACL is distinctly positioned to be benefitted by the consequent supply chain realignment.

RACL has taken early lead by entering into Aerospace & Defence sector under Government of India "Make-in-India" initiative, which shall definitely enrich the performance of your company in the future.

Off-late there have been many initiatives emerging throughout the globe on E-mobility solution. RACL has been able to engrave its foot print at the initial stage itself. Your company has already established business relations with a leading E-mobility solution provider within India and in active dialogue with many global customers being part of supplier for Gears for Electrical vehicle.

OUR BUSINESS, OPERATIONS AND TECHNOLOGY STRATEGIES:

Looking ahead, your company anticipates many developments in the economic and business environment, some of which are local phenomena and some triggered by global trends. Indian Economy is on the threshold of the next phase of growth, through, government sponsored "Make-in-India" programmes and other investment-led strategies. Concurrently, the business environment in India is expected to undergo a radical transformation with the big push to build quality infrastructure in roads, ports, water ways, airways and railways, nudging the logistics operations simpler and seamless. In the medium term, we can expect acceleration of fleet renewals, road transport becoming more efficient, regulation such as for fully built vehicles and norms in place to stop over loading, all of which should augur well for the domestic commercial vehicle industry. Your company is well equipped to capture the upsides owing to these developments.

BUILDING SUSTAINABLE COMMUNITIES

Your company has a structured framework for corporate governance. Independent directors of the company are renowned professionals in their respective fields. With strong focus on compliance, in line with laws and regulations, they have guided the management in decision-making for ensuring efficiency of operations.

THE FUTURE

All things considered, I believe your company has delivered another year of satisfactory operational and financial performance despite the odds. The bar is now set even higher. I am confident that with the growth strategies and plans in place and ably supported by a determined and passionate team, your company shall continue to excel in the coming years.

I thank you all for the confidence you have continued to maintain in the company, I would like to acknowledge the valuable support and contribution of our extended family of customers, dealers, suppliers, share holders, Bankers and all of our business partners.

Gursharan Singh
Chairman & Managing Director

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Gursharan Singh Chairman & Managing Director	Mr. Anil Sharma Non - Executive Independent Director
Mr. Dev Raj Arya Whole Time Director & CFO	Mr. Raj Kumar Kapoor Non - Executive Independent Director
Mrs. Narinder Paul Kaur Non - Executive Director	Mr. Madan Lal Non - Executive Independent Director
Mr. Shashank Ramesh Anikhind Non - Executive Additional Director	Mr. Rakesh Kapoor Non - Executive Independent Director

Company Secretary & Compliance Officer

Mr. Hitesh Kumar

Corporate Identity Number

CIN: L34300DL1983PLC016136

Statutory Auditors

A. Sachdev & Company, Chartered Accountants
105, Chowdhary Complex, 9, Madhuvan Road, Delhi - 110092

Internal Auditors

Protiviti India Member Private Limited
15th Floor, Tower A, DLF Building No. 5,
DLF Phase III, DLF Cyber City,
Gurgaon – 122002, Haryana, India

Secretarial Auditors

K. K. Malhotra & Company, Company Secretaries
C-2/4, Pragati Market, Ashok Vihar, Phase-II, Delhi-110052

Bankers

Bank of India
RBL Bank Limited
IndusInd Bank Limited

Registered Office

15th Floor, Eros Corporate Tower,
Nehru Place, New Delhi-110019, India
Tel: (011) 66155129

Corporate Office

B-9, Ground Floor, Pinnacle Business Park,
Sector-3, Noida, Uttar Pradesh – 201301, India
Tel: (0120) 4588500, Fax: (0120) 4588513
e-Mail: Info@raclgeartech.com, Web: www.raclgeartech.com

Plants

Unit No. 1

A-3, Industrial Area, Gajraula,
District Amroha, Uttar Pradesh - 244223, India

Unit No. 2

H-201, Sector-63, Noida
District Gautam Budh Nagar,
Uttar Pradesh -201307, India

Registrar & Share Transfer Agents

MAS Services Limited
T-34, 2nd Floor, Okhla Industrial Area,
Phase-II, New Delhi - 110020
Tel: (011) 26387281 / 82 / 83
e-Mail: info@masserv.com, Web: www.masserv.com

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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 **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)

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

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 Special 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 Special 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:

- 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.
- 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.
- 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.
- He is not entitled to payment of any sitting fee for attending meetings of the Board or a Committee thereof.
- 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 2. PHD Chamber of Commerce and Industry	1. RACL Geartech Limited
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 (b) For other persons on a beneficial basis	 (a). 92402 -	 - (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.	<p>The Company has adopted the following measures to improve the profitability:</p> <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

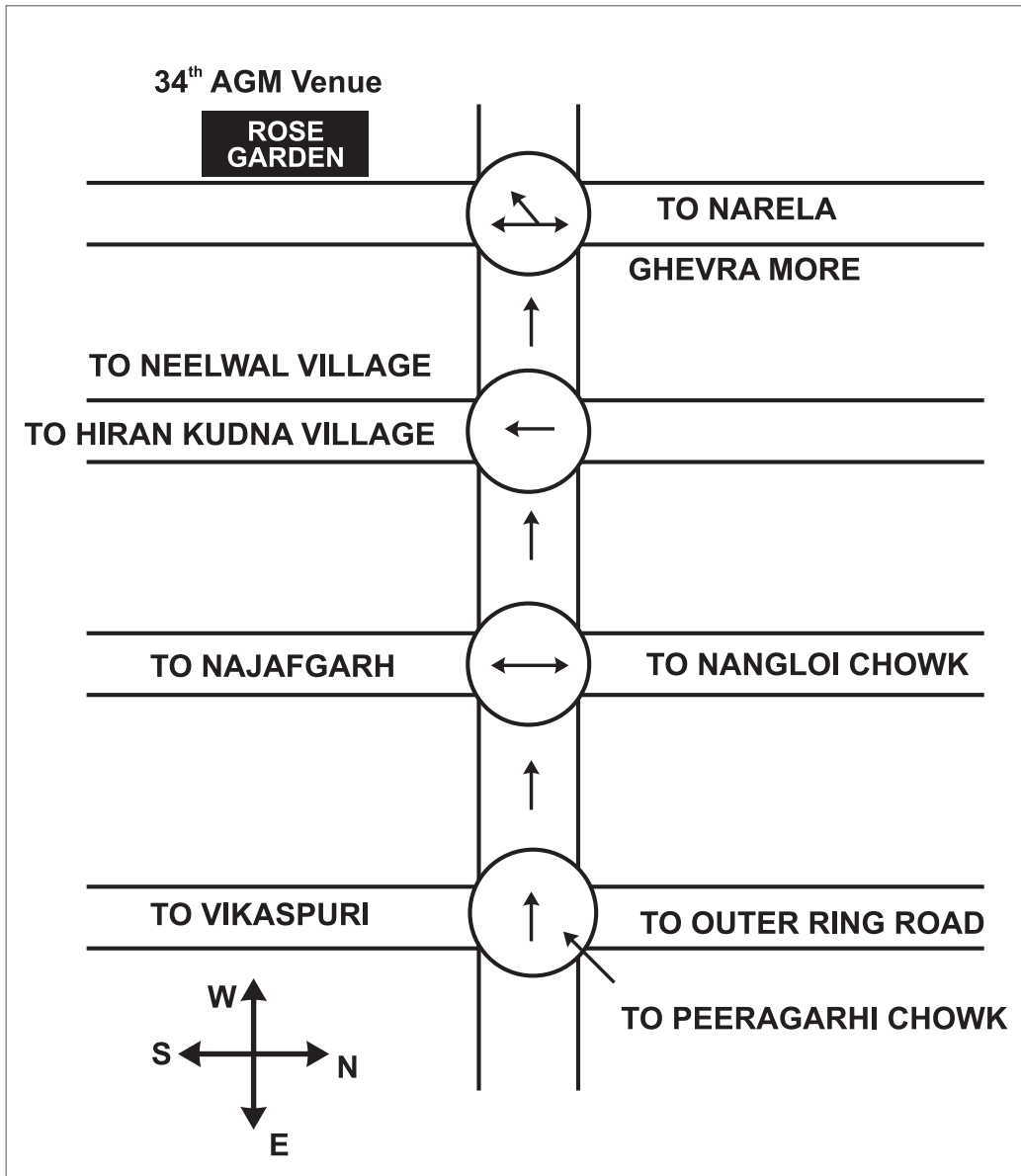
Company Secretary & Compliance Officer

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@raclegeartech.com**

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



DIRECTORS REPORT

TO

THE MEMBERS,

Your Directors take pleasure in presenting the 34th Annual Report together with the Audited financial statements of the Company for the financial year ended 31st March, 2017.

FINANCIAL RESULTS:

(Rs. in Lakhs)

Particulars	2016-17	2015-16
Sales and Other Income	12441	12581
Operational Expenses	10944	10294
Depreciation	400	396
Financial Charges	507	556
Gross Profit/(Loss)	590	569
Provision for Taxes/ Def.Tax Liab/ including earlier years	144	199
Net Profit	446	370
Profit b/f from last year (Reserves)	2154	1784
Profit carried to Balance Sheet	2600	2154

DIVIDEND

The company is on the path of growth and considering the fund requirements for our future plans for up-gradation of plant & machinery / technology up-gradation, the Board of Directors considered it appropriate not to declare any dividend for the current year.

TRANSFER TO RESERVES

An amount of Rs. 446.53 lakhs has been transferred to General Reserve for the Financial Year ended 31st March 2017.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed analysis of the Company's operations in terms of performance in markets, business outlook, Opportunities and Threats, risks and concerns forms part of the Management Discussion and Analysis is incorporated in a separate section of this report.

DIRECTORS' RESPONSIBILITY STATEMENT

In compliance with section 134(5) of the Companies Act, 2013, the Directors of your Company confirm:

- that the applicable Accounting Standards have been followed in the preparation of annual accounts and that there are no material departures;
- that such accounting policies have been selected and applied consistently and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as at 31st March, 2017 and of the profit of your Company for the year ended on that date;

- that proper and sufficient care has been taken for the maintenance of adequate accounting records, in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of your Company and for preventing and detecting fraud and other irregularities;
- that the annual accounts have been prepared on a going concern basis;
- that the internal financial controls to be followed by the Company have been laid down and such internal financial controls are adequate and were operating effectively; and
- that proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Companies Act, 2013, Mr. Dev Raj Arya, Whole-time Director & CFO (DIN 00057582), of the Company retires by rotation at the ensuing Annual General Meeting (AGM) and being eligible, offers himself for reappointment. The brief resume and other details as required under Securities & Exchange of Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 and Secretarial Standards issued by The Institute of Company Secretaries of India are provided in the Notice of Annual General Meeting of the Company. The Board recommends that Mr. Dev Raj Arya, Whole-time Director & CFO (DIN 00057582), may be re-appointed at the ensuing AGM.

During the year under review, there is no change in the compositions of directors.

Necessary resolutions in respect of re-appointment of Mr. Dev Raj Arya, Whole-time Director & CFO (DIN 00057582) have been included in the notice convening the ensuing annual general meeting. Your directors commend his re-appointment.

Mr. Shashank Ramesh Anikhindi (DIN 07787889) has been appointed as an additional director of the Company in Independent category with effect from 27th May, 2017. Your Directors welcome Mr. Shashank Ramesh Anikhindi on the Board of the company.

Mr. Madan Lal, Non-Executive Independent Director of the company will retire at the ensuing Annual General Meeting as per the provisions of the Companies Act, 2013 ("the Act"). The Board Places on record its appreciation of services rendered by Mr. Madan Lal during his tenure as director of the company.

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.

The Board recommends the re-appointments 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.

Declaration by Independent Directors

All the Independent Directors of your Company have made declaration to the Company that they meet all the criteria of independence laid down under section 149(6) of Companies Act, 2013 and regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Relationship between Directors Inter-se

Except Mr. Gursharan Singh, Chairman & Managing Director and Mrs. Narinder Paul Kaur, Non-executive Director, none of the Directors of the company is related to the other Director or to any other employee of the Company.

Familiarisation Programme for Independent Directors

Your Company has adopted 'Familiarisation Programmes for Independent Directors' to familiarise them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. Your Company aims to provide its Independent Directors, insight into the Company enabling them to contribute effectively.

The details of familiarisation programmes may be accessed under the Corporate Governance section of the website http://raclegeartech.com/pdfs/Familiarisation_Programme_for_Independent_Directors.pdf

During the year under review, Independent Directors were apprised on an ongoing basis in the various Board/Committee meetings on macro-economic environment, information on business performance, operations, financial parameters, working capital management, fund flows, update on statutory compliances for Board members, etc. Apart from this, two familiarization programs were conducted in the financial year 2016-17, which were attended by all the Independent Directors. Total number of hours spent by each Independent Director in these programs was four hours.

DISCLOSURES

SHIFTING OF REGISTERED OFFICE

The Registered Office of your Company has been shifted to 15th Floor, Eros Corporate Tower, Nehru Place, New Delhi-110019, INDIA w.e.f. 1st April, 2017.

COMMITTEES OF BOARD

Pursuant to requirement under Companies Act, 2013 and Securities & Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has constituted various Committees of Board such as Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee and Financial Affairs Committee. The details of composition of these Committees are as follows:

Audit Committee

The audit committee of your Company comprises of Mr. Raj Kumar Kapoor, Independent Director as the Chairman and Mr. Anil Sharma, Independent Director and Mr. Rakesh Kapoor, Independent Director as members. Details in respect of the Audit Committee is provided in Corporate Governance Report forming part of the Directors' Report.

Stakeholder Relationship Committee

The Stakeholder Relationship Committee of your Company comprises of Mr. Madan Lal, Independent Director as the Chairman and Mr. Gursharan Singh, Chairman & Managing Director and Mr. Dev Raj Arya, Director & CFO as members. Details in respect of the Stakeholder Relationship Committee is provided in Corporate Governance Report forming part of the Directors' Report.

Nomination and Remuneration Committee

The Nomination and Remuneration Committee comprises of four members. Mr. Rakesh Kapoor, Independent Director as the Chairman and Mr. Anil Sharma, Independent Director, Mr. Madan Lal, Independent Director and Mr. Gursharan Singh, Chairman & Managing Director as other members. Details in respect of the Nomination and Remuneration Committee is provided in Corporate Governance Report forming part of the Directors' Report.

Corporate Social Committee

The Corporate Social Responsibility Committee comprises of three members. Mr. Anil Sharma, Independent Director as the Chairman and Mrs. Narinder Paul Kaur, Non-executive Director and Mr. Dev Raj Arya, Whole - time Director & CFO as other members. Details in respect of the Corporate Social Committee is provided in Corporate Governance Report forming part of the Directors' Report.

Financial Affairs Committee

The Financial Affairs Committee of your Company comprises of Mr. Raj Kumar Kapoor, Independent Director as the Chairman and Mr. Gursharan Singh, Chairman & Managing Director and Mr. Dev Raj Arya, Director & CFO as members. Details in respect of the Financial Affairs Committee is provided in Corporate Governance Report forming part of the Directors' Report.

Number of Meetings of the Board

During the year under review, 4 (four) meetings of the Board of Directors were held, details of which are provided in Corporate Governance Report forming part of the Directors' Report.

Particulars of Loans, Guarantees or Investments

There is no investment made by the company and has not provided any loan, guarantee or securities under section 186 of the Companies Act, 2013.

PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND DIRECTORS

Pursuant to the provisions of the Companies Act, 2013 and regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of the Independent Directors and various committees of directors on parameters such as skills, knowledge, participation in meetings and contribution in field of Management / Finance / Operation / Strategy etc.

Independent Directors in terms of Companies Act, 2013 and regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, carried out performance evaluation of non-independent directors, Chairman of the Board and Board as a whole with respect to skills, knowledge, participation in meetings and Strong outlook towards compliance with Regulations / financial reporting standards etc.

Pursuant to the provisions of the Companies Act, 2013, the nomination and remuneration committee has carried out the performance evaluation of every Director's (including Executive Directors, Non-Executive Directors and Independent Directors etc.) on parameters such as skills, knowledge, participation in meetings and contribution in field of Management / Finance / Operation / Strategy etc.

The Board of Directors expressed their satisfaction with the evaluation process.

Whistle Blower Policy/ Vigil Mechanism

Your Company has formulated an “Alert Procedure” to ensure the establishment of vigil mechanism, to provide an avenue to all stakeholders (including employees and directors) to report concerns about unethical behaviour, actual or suspected fraud or violation of the RACL’s Code of Conduct for Directors and Senior Management Personnel. The said policy is also posted on the website of the Company, which may be accessed at the web-link http://raclgeartech.com/pdfs/Vigil_Mechanism_Whistle_Blower_Policy_july2016.pdf

NOMINATION AND REMUNERATION POLICY

In terms of the section 178 of the Companies Act, 2013 and Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 your Company has a Nomination and Remuneration Policy. The aforesaid policy of the Company on director’s appointment and remuneration including criteria for determining qualifications, positive attributes, independence of directors and other matters is annexed as “Annexure - A”. The salient points of said policy is stated in the Corporate Governance report forming part of the Directors’ Report.

Particulars of Employees and Related Disclosures

Details as required under section 197(12) of the Companies Act, 2013, read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016 is annexed as “Annexure - B”.

A statement showing the names of employees drawing remuneration in excess of the limits as set out in section 197(12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of Companies (Appointment and Qualifications of Directors) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016 is annexed as “Annexure - C”.

Extract of Annual Return

The extract of the Annual Return is detailed in form MGT.9, annexed as “Annexure - D”.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The particulars, as prescribed under sub-section 3(m) of section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are provided in “Annexure - E”, which forms part of this report.

CORPORATE SOCIAL RESPONSIBILITY POLICY

The Policy on Corporate Social Responsibility may be accessed on the Company’s website at the link http://raclgeartech.com/pdfs/Corporate_Social_Responsibility_Policy_july2016.pdf

Annual report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been appended as “Annexure - F”, and forms integral part of this Report.

AUDITORS AND AUDITORS’ REPORT

Statutory Auditors

A. Sachdev & Company, Chartered Accountants, were appointed as statutory Auditors at 31st Annual General Meeting (AGM) to hold office till the conclusion of 34th AGM subject to ratification of the appointment by the members at every AGM.

In accordance with the provision of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, A. Sachdev & Company, Chartered Accountants (Firm Registration No. 001307C), completes its term as the Statutory Auditors of the Company at the conclusion of the ensuing Annual General Meeting (“AGM”) of the Company.

Your Directors on recommendation of the Audit Committee, seek approval of the Members at the ensuing AGM of the Company, for appointment of Gianender & Associates, Chartered Accountants [Firm Registration No. 004661N], for an initial term of 3 (Three) consecutive years. Gianender & Associates, Chartered Accountants, have confirmed their eligibility and willingness for appointment as Statutory Auditors of the Company under the provisions of the Companies Act, 2013 and Rules framed thereunder. Accordingly, a resolution, proposing appointment of Gianender & Associates, Chartered Accountants [Firm Registration No. 004661N] as the Statutory Auditors of the Company for a term of 3 (Three) consecutive years, from the conclusion of the 34th Annual General meeting (AGM) until the conclusion of 37th AGM of the Company pursuant to Section 139 of the Companies Act and Rules framed thereunder on such remuneration as may be decided by Board of Directors of the Company, is set out in the resolution included in the Notice convening the AGM of the Company. As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM.

The Board of Directors places on record its appreciation for the services rendered by A. Sachdev & Company, Chartered Accountants, as the Statutory Auditors of the Company.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark or disclaimer.

Secretarial Auditors

As per section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company appointed K. K. Malhotra & Company, Company Secretaries, as Secretarial Auditor of the Company for the financial year ended 31st March, 2017. The Secretarial Audit Report for the financial year ended 31st March, 2017 is annexed as "Annexure - G".

Internal Auditor

Pursuant to provisions of Section 138 of the Companies Act, 2013, the Board of Directors has appointed Protiviti India Member Private Limited [CIN: U93000HR2009PTC057389] as Internal Auditors of the Company, for a period of 2 (Two) financial years i.e. 2017-18 & 2018-19.

Cost Auditors

Pursuant to Companies (Cost Records and Audit) Amendment Rules, 2014 notified by the Ministry of Corporate Affairs (MCA) on 31st December, 2014, the Company shall not be mandatorily required to get its Cost Records for the financial year 2016 - 17 audited in terms of provisions of Section 148 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS

In terms of Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Board of Directors of your Company has approved Related Party Transactions Policy on dealing with Related Party Transactions. The policy may be accessed at the web-link http://raclegeartech.com/pdfs/Related_Party_Transaction_Policy_july2016.pdf

All related party transactions during the financial year were on arm's length basis and were in the ordinary course of business. During the year, there were no material related party transactions made by the Company which could be considered material in accordance with Related Party Transactions Policy of the Company.

RISK MANAGEMENT

The Board of Directors of your Company has laid down a Risk Management Policy for the Company, which provides a risk and controls matrix with identification of risks inherent to the business, corporate governance,

functions and sources of these risks, their possible consequences and control measures to help manage them. Every unit and function is required to deploy the control measures and ensure timely reporting.

In the opinion of the Board, none of the above mentioned risks threaten the existence of the Company.

INTERNAL FINANCIAL CONTROL

The Board of Directors of your Company is satisfied with the Internal Financial Control process. Internal control environment of the Company is reliable with well documented framework to mitigate risks. A detailed analysis is provided in the Management Discussion and Analysis Report.

CORPORATE GOVERNANCE

The Company is committed to maintain and adhere to the highest standards of Corporate Governance practices.

Pursuant to regulation 34 read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Reports on Management Discussion and Analysis and on Corporate Governance have been included elsewhere in this Report as separate sections. A certificate from A. Sachdev & Company, Chartered Accountants, regarding compliance of conditions of Corporate Governance as stipulated in regulation 34 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also been included in the Annual Report.

ENVIRONMENT, HEALTH AND SAFETY

For your Company, the absolute respect of Environment, Health and Safety (EHS) is a priority.

RACL Geartech Limited gives importance to safety, health and well-being of its employees and all the people working for the Company. Your Company is working hard to reduce the number of accidents to Zero. The Company encourages and ensures not only its employees but also its subcontractors working on Company's plants as well as its customers for complying with occupational health and safety measures.

PERSONNEL

Personnel relations with all employees remained cordial and harmonious throughout the year. Your Directors wish to place on record their sincere appreciations for the continued, sincere and devoted services rendered by all the employees of the Company.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

Except as disclosed elsewhere in the Annual Report, there have been no material changes and commitments, which can affect the financial position of the Company between the end of financial year i.e. 31st March, 2017 and the date of this report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an anti-sexual harassment policy (i.e. Prevention of Sexual Harassment at Workplace) in line with the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC)/ Internal Committee has been set up to redress complaints received regarding sexual harassment. All employees (Permanent, contractual, temporary and trainees) are covered under this policy. The company has not received any complaint about sexual harassment during the year 2016-17.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. There is no change in the nature of business of the Company.
3. Issue of equity shares with differential rights as to dividend, voting or otherwise.
4. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
5. Company has no subsidiaries, joint ventures or associate companies which have become or ceased during the year.
6. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
7. During the financial year, company has borrowed an unsecured Loan of Rs. 50 Lakhs from its Directors i.e. Rs. 42 Lakhs from Mr. Gursharan Singh, Chairman & Managing Director and Rs. 8 Lakhs from Mrs. Narinder Paul Kaur, Non Executive Director of the Company as an exempted deposits
8. Unclaimed Shares : As on 31st March, 2017, the Company does not have any unclaimed shares.
9. The annual listing fee for the year under review has been paid to stock exchange i.e. BSE Limited, Mumbai, where your company's shares are listed. The Financial Results of the company can be accessed at the company's website <http://raclgeartech.com/financials.html>

ACKNOWLEDGMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board
For RACL Geartech Limited
(Formerly Raunaq Automotive Components Limited)

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

Sd/-
Gursharan Singh
Chairman and Managing Director

ANNEXURE “A” TO THE DIRECTORS’ REPORT NOMINATION AND REMUNERATION POLICY

Introduction:

In pursuance of the Company’s policy to consider human resources as its invaluable assets, to pay equitable remuneration to all Directors, Key Managerial Personnel (KMP) and employees of the Company, to harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors.

Objective and purpose of the Policy:

The objective and purpose of this policy are:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company’s size and financial position and trends and practices on remuneration prevailing in peer companies, in the Auto Component Industry.
- To carry out evaluation of the performance of Directors, as well as Key Managerial and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage. In the context of the aforesaid criteria the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors.

Effective Date:

This policy shall be effective with retrospective effect from 1st April, 2014.

Constitution of the Nomination and Remuneration Committee:

As per the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing agreement [now it’s, required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015] The Board has changed the nomenclature of Remuneration Committee by renaming it as Nomination and Remuneration Committee on 31st July, 2014. The Nomination and Remuneration Committee comprises of following Directors:

Sr. No.	Committee Chairman & Members
1.	Mr. Rakesh Kapoor, Chairman (Independent Director).
2.	Mr. Anil Sharma, Member (Independent Director).
3.	Mr. Madan Lal, Member (Independent Director).
4.	Mr. Gursharan Singh, Special invitee Member (Chairman and Managing Director).

The Board has the power to reconstitute the Committee consistent with the Company’s policy and applicable statutory requirement.

Definitions

- **Board** means Board of Directors of the Company.
- **Directors** means Directors of the Company.
- **Committee** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
- **Company** means RACL Geartech Limited.
- **Independent Director** means a director referred to in Section 149 (6) of the Companies Act, 2013.
- **Key Managerial Personnel (KMP)** ,in relation to a company, means—
 - (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary;
 - (iii) the Whole-Time Director;
 - (iv) the Chief Financial Officer; and
 - (v) Such other officer as may be prescribed under the applicable statutory provisions / regulations.
- **Senior Management** means who are members of its core management team excluding Board of Directors and all members of the management one level below the Executive Director, including the functional Heads. Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Applicability

- The Policy is applicable to;
- Directors (Executive and Non Executive).
- Key Managerial Personnel.
- Senior Management Personnel.

General

- This Policy is divided in three parts:

Part - A covers the matters to be dealt with and recommended by the Committee to the Board,

Part - B covers the appointment and nomination and;

Part - C covers remuneration and perquisites etc.

- The key features of this Company's policy shall be included in the Board's Report.

PART - A

MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Committee shall:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

PART – B

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

- **Appointment criteria and qualifications:**

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
3. The Company shall not appoint or continue the employment of any person as Whole time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

- **Term / Tenure:**

1. **Managing Director/Whole-time Director:**

- The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five (5) years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

2. **Independent Director:**

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 (five) years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of his/her present term, for one more term of upto 5 (five) years only or such other date as may be determined by the Committee as per regulatory requirement, he / she shall be eligible for appointment for one more term of 5 years only.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director Serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

- **Senior Management Appointment**

In order to carry out day-to-day recruitments/appointments of the Senior Management Personnel the power is delegated to the Chairman & Managing Director, who shall shortlist, finalize, appoint the suitable person and fix the remuneration subject to review, endorsement and approval of the Nomination & Remuneration Committee.

- **Evaluation**

The Committee shall carry out evaluation of performance of every Director at regular interval (yearly).

- **Mechanism/Criteria for evaluating the performance of every Director (Including Independent Directors) and Board:**

The evaluation of performance of every Director (Including Independent Directors) and Board shall be carried out annually based on the criteria of attendance and contributions at Board/Committee Meetings as also for the role played other than at Meetings and other criteria as may deemed fit by the committee time to time.

- **Removal:**

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

- **Retirement:**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

PART - C

POLICY RELATING TO THE REMUNERATION FOR THE WHOLE-TIME DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

- **General:**

1. The remuneration to be paid to the Chairman and Managing Director or Whole Time Director, if any shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder.
2. The remuneration to the KMP (other than Managing Director or Whole Time Director) and Senior Management Personnel will be determined by the Committee (as may be recommended by the Chairman & Managing Director) and subject to the Board approval, if required.
3. Increments to the existing remuneration structure may be recommended by the Committee to the Board which shall be in accordance with the provisions of the Companies Act, 2013, and the rules made thereunder.
4. Where any insurance is taken by the Company on behalf of its Chairman and Managing Director, Joint Managing Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

- **Remuneration to Managing Director, KMP and Senior Management Personnel:**

1. **Remuneration and Perquisites:**

The Managing Director, KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee.

The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

2. Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director or Whole time Director in accordance with the provisions of Schedule V of the Companies Act, 2013.

- **Remuneration to Non- Executive / Independent Director:**

Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof or fee/compensation etc. for any other purpose whatsoever as may be decided by the Board. Provided that the amount of such fees shall not exceed such amount as may be prescribed by the Central Government from time to time.

- **Other employees Remuneration**

The Managing Director and other senior executives (as relevant) will review the remuneration of all other employees not otherwise specified in this policy.

“ANNEXURE B” TO THE DIRECTORS’ REPORT

Details as required under section 197(12) of the Companies Act, 2013, read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016

- Ratio of remuneration of each director to median remuneration of employees and percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year ended 31st March, 2017:

(Amount in Rs.)

S. No.	Name of Director and KMP	Remuneration of Directors and KMP for the financial year ended 31 st March, 2017	Ratio of remuneration of each director to median remuneration of employees	% increase in remuneration for the financial year ended 31 st March, 2017
1.	Mr. Gursharan Singh Chairman & Managing Director	76,45,000	30.60	Nil
2.	Mr. Dev Raj Arya Whole-time Director & CFO	3965000	15.87	Nil
3.	Mr. Raj Kumar Kapoor Independent Director ¹	210000	0.84	35.48
4.	Mr. Anil Sharma Independent Director ¹	195000	0.78	11.42
5.	Mr. Madan Lal Independent Director ¹	168000	0.67	14.28
6.	Mr. Rakesh Kapoor Independent Director ¹	180000	0.72	33.33
7.	Mrs. Narinder Paul Kaur Non-Executive Director ¹	1170000	4.68	45.34
8.	Mr. Hitesh Kumar Company Secretary	457000	N.A.	N.A.

- In case of Independent Director remuneration includes sitting fee for attended the meetings of the Board of Directors and Committees thereof and in case of Non - Executive Director, remuneration includes sitting fee and/ or retainership fees, if any.

2. In the financial year, there was an increase of 9.27% in the median remuneration of employees.
3. There were 483 permanent employees on the rolls of Company as on 31st March, 2017;
4. The average percentile increase made in the salaries of employees other than the managerial personnel in the last financial year 2016-17 was 10 %, whereas there was no percentile increase in the managerial remuneration for the same financial year.
5. It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration policy of the Company.

For and on behalf of the Board
For RACL Geartech Limited
(Formerly Raunaq Automotive Components Limited)

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

Sd/-
Gursharan Singh
Chairman and Managing Director

“ANNEXURE C” TO THE DIRECTORS’ REPORT

Statement pursuant to Section 197(12) of the Companies Act, 2013, read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2016

A. Particulars of top ten employees in terms of remuneration drawn.

Sl. No.	Name	Designation	Remuneration (in Rs.)	Qualification	Experience in RACL Geartech Limited (in years)	Date of Commencement of employment	Age (in years)	Previous employment and Designation
1.	Gursharan Singh	Chairman & Managing Director	76,45,000	Diploma in Mechanical Engineering, PGDM Export Management	29 YRS	15/10/1987	54 YRS	Escort Tractors Ltd. (Ford) Prodt. Engg II
2.	Dev Raj Arya	Whole-time Director & CFO	3965000	LLB, Company Secretary, M.A. in Economics, Cost Accountant	19 YRS	18/08/1997	66 YRS	Vishal Iakto (i) Ltd. Company Secretary (G.M.)
3.	Rajiv Kumar Goel	Associate Vice President	2285600	B.TECH (Mechanical)	26 YRS	01/10/1990	49 YRS	NA
4.	Deepak Saxena	Associate Vice President	1805600	B.E.	21 YRS	01/09/1995	51 YRS	Clutch Auto Ltd., Faridabad, Engineer
5.	Girish Kapoor	General Manager	1645600	Diploma in Mechanical Engineering	26 YRS	01/06/1990	51 YRS	Tirupati Udyog Ltd., Trainee Supervisor Q/C
6.	Yogesh Baweja	General Manager	1603600	M.B.A.(Operations Research), B.E. (Mechanical), 4-year Diploma Tool & Die Making and Certificate course Import & Export Management	4 YRS	01/04/2013	49 YRS	Samtel Group, DGM
7.	Hemant Kumar	Joint General Manager	1454600	AME, Mechanical Engineering, Diploma In Mechanical Engineering	8YRS	18/08/2008	48 YRS	Lumax Industries, Sr. Manager
8.	Naveen Chandra Agarwal	Joint General Manager	1334600	B.TECH (Production)	25 YRS	09/08/1991	50 YRS	Vxl India Ltd., Universal Engg., Faridabad, Engineer (Prod.)
9.	Syed Mustahasan Jalil	Assistant General Manager	1169600	Diploma In Electrical Engineering	9 YRS	08/01/2008	49 YRS	Getrag HI-TECH Gears (India) Pvt. Ltd., Manager (Maintenance)
10.	Anil Kumar Saini	Assistant General Manager	1139600	ITI Draughtsman, Mechanical	24 YRS	28/04/1992	53 YRS	Km Enterprises Delhi, Design Consultant

Notes:

1. Remuneration includes salary and the value of perquisites on the basis of income Tax Rules, wherever applicable.
2. The above named employees are in permanent employment.

3. Except Mr. Gursharan Singh, Chairman & Managing Director, Husband of Mrs. Narinder Paul Kaur, Non-Executive Director of the company, None of the above employee is related to any of the Directors of the Company.
 4. None of the employees by himself or along with his spouse and dependent children holds 2% or more of the equity shares of the Company.
- B. Particulars of employees employed throughout the financial year ended 31st March, 2017 and were in receipt of Remuneration aggregating not less than Rs.1,02,00,000/- per annum and Employed for the part of the financial year ended 31st March, 2017 and were in receipt of Remuneration aggregating not less than Rs. 8,50,000/- per month.
- **NIL**
- C. If employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two (2) percent of the equity shares of the Company.
- **NIL**

For and on behalf of the Board
For RACL Geartech Limited
(Formerly Raunaq Automotive Components Limited)

Sd/-
Gursharan Singh
Chairman and Managing Director

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

“ANNEXURE D” TO THE DIRECTORS’ REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March, 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i) CIN	:	L34300DL1983PLC016136
ii) Registration Date	:	July 14, 1983
iii) Name of the Company	:	RACL Geartech Limited (Formerly Raunaq Automotive Components Limited)
iv) Category / Sub-Category of the Company	:	Public Company Limited by Shares/ Indian Non-Government company
v) Address of the Registered office and contact details	:	15 th Floor, Eros Corporate Tower, Nehru Place, New Delhi – 110 019, India Phone: +91-11-66155129
vi) Whether listed company Yes / No	:	Yes
vii) Name, Address and Contact details of Registrar and Transfer Agent, if any	:	MAS Services Limited T-34, 2 nd Floor, Okhla Industrial Area – II, New Delhi -110020 Phone: +91-11-26387281-82-83 Fax: +91-11-26387384

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S. No.	Name and Description of main products / services	NIC Code of the Product	% to total turnover of the Company
1.	Automotive Gears and Components	Group 293-Manufacture of parts and accessories for motor vehicles	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

The company has no holding, subsidiary and associate company.

IV. SHARE HOLDING PATTERN (equity share capital breakup as percentage of total equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares Held at the beginning of the year (April 1, 2016)				No. of Shares held at the end of the year (March 31, 2017)				% Change during the year *Note1
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoters									
(1) Indian									
a. Individual/ HUF	131626	-	131626	1.33	148322	-	148322	1.49	0.16
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt.(s)	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	37137	-	37137	0.37	37137	-	37137	0.37	-
e. Banks/ FI	1503300	-	1503300	15.14	1503300	-	1503300	15.14	-
f. Any Other(Trust)	3398687	-	3398687	34.22	3398687	-	3398687	34.22	-
Sub Total A(1):-	5070750	-	5070750	51.06	5087446	-	5087446	51.22	0.16
(2) Foreign									
a. NRIs-Individuals	-	-	-	-	-	-	-	-	-
b. Other-Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corporate	-	-	-	-	-	-	-	-	-
d. Banks/ FI	-	-	-	-	-	-	-	-	-
e. Any other	-	-	-	-	-	-	-	-	-
Sub Total A(2):-	-	-	-	-	-	-	-	-	-
Total shareholding of promoter (A)= (A) (1)+ (A)(2)	5070750	-	5070750	51.06	5087446	-	5087446	51.22	0.16
B. Public Shareholding									
1. Institutions									
a. Mutual funds	-	-	-	-	-	-	-	-	-
b. Banks/ FI	500	-	500	0.01	500	-	500	0.01	-

Category of Shareholders	No. of Shares Held at the beginning of the year (April 1, 2016)				No. of Shares held at the end of the year (March 31, 2017)				% Change during the year *Note1
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
c. Central Govt	-	-	-	-	-	-	-	-	-
d. State Govt(s)	-	-	-	-	-	-	-	-	-
e. Venture Capital Funds	-	-	-	-	-	-	-	-	-
f. Insurance Companies	-	-	-	-	-	-	-	-	-
g. FIs	-	-	-	-	-	-	-	-	-
h. UTI	-	-	-	-	-	-	-	-	-
i. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
j. Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B) (1)	500	-	500	0.01	500	-	500	0.01	-
2. Non-institutions									
a. Bodies Corporate									
i. Indian	166010	7701	173711	1.75	424194	7701	431895	4.35	2.6
ii. Overseas	-	1000000	1000000	10.07	-	1000000	1000000	10.07	-
b. Individuals									
i. Individual shareholders holding nominal share capital upto Rs.1 lakh	1338719	672155	2010874	20.25	1793516	663843	2457359	24.75	4.50
ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	486924	101550	588474	5.92	699206	86200	785406	7.91	1.99
c. Any other (specify) NRI	1032159	22600	1054759	10.62	24810	22300	47110	0.47	-10.15

Category of Shareholders	No. of Shares Held at the beginning of the year (April 1, 2016)				No. of Shares held at the end of the year (March 31, 2017)				% Change during the year *Note 1
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
d. Any other (specify) Clearing Member	32232	-	32232	0.32	110734	-	110734	1.11	0.79
e. Any other (specify) NBFCs registered with RBI	-	-	-	-	10850	-	10850	0.11	0.11
f. Any other (specify) Trust	300	-	300	0.01	300	-	300	0.01	-
Subtotal (B)(2)	3056344	1804006	4860350	48.93	3063610	1780044	4843654	48.77	-0.16
Total Public Shareholding (B) = (B)(1) + (B)(2)	3056844	1804006	4860850	48.94	3064110	1780044	4844154	48.78	-0.16
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	8127594	1804006	9931600	100	8151556	1780044	9931600	100	-

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year (April 1, 2016)			Shareholding at the end of the year (March 31, 2017)			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	RACL EMPLOYEES WELFARE TRUST	3398687	34.22	15.10	3398687	34.22	15.10	-
2.	THE PRADESHIYA INDUSTRIAL AND INVESTMENT CORPORATION OF U.P LTD	1503300	15.14	-	1503300	15.14	-	-
3.	GURSHARAN SINGH	68052	0.69	-	92402	0.93	-	0.24
4.	DEV RAJ ARYA	-	-	-	-	-	-	-
5.	AADHAR INFOSYSTEMS PRIVATE LIMITED	37137	0.37	-	37137	0.37	-	-
6.	NARINDER PAUL KAUR	5967	0.06	-	7084	0.07	-	0.01
7.	RAJ ARYA	57607	0.58	-	48836	0.49	-	-0.09
	Total	5070750	51.06	15.10	5087446	51.22	15.10	0.16

(iii) Change in Promoters' Shareholding

Sl. No.	Name	No. of Shares at the beginning (April 1, 2016)	% of total shares of the Company	Date of increase / decrease in shareholding (as per weekly benpos)	Increase / Decrease In shareholding	% change	Reason	Cumulative shareholding during the year	
								No. of Shares	% of total Shares of the Company
1.	GURSHARAN SINGH	68052	0.68					68052	0.68
				May 09, 2016	15350	22.55	Transfer	83402	0.83
				June 03, 2016	4000	4.79	Transfer	87402	0.88
				November 25, 2016	5000	5.72	Transfer	92402	0.93
2.	NARINDER PAUL KAUR	At the end of the year	0.06	March 31, 2017				92402	0.93
				-	-	-	-	5967	0.06
				June 10, 2016	17	0.28	Transfer	5984	0.06
				December 16, 2016	1100	18.38	Transfer	7084	0.07
3.	RAJ ARYA	At the end of the year	0.58	March 31, 2017				7084	0.07
				-	-	-	-	57607	0.58
				February 24, 2017	-2000	-3.47	Transfer	55607	0.55
				March 03, 2017	-1000	-1.79	Transfer	54607	0.54
				March 10, 2017	-1410	-2.58	Transfer	53197	0.53
				March 31, 2017	-4361	-8.19	Transfer	48836	0.49
		At the end of the year		March 31, 2017				48836	0.49

* Except the above mentioned changes, there is no change in shareholding of promoters during the financial year ended 31st March, 2017 and other details of shareholding of promoters provided in the above mentioned point no. (ii).

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

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and holders of GDRs and ADRs):

Sl. No.	Name	No. of Shares at the beginning (April 1, 2016)	% of total shares of the Company	Date of increase /decrease in shareholding (as per weekly benpos)	Increase / Decrease In shareholding	% change	Reason	Cumulative shareholding during the year	
								No. of Shares	% of total Shares of the Company
1.	Middleware Development Limited	1000000	10.07				No change	1000000	10.07
		At the end of the year		March 31, 2017				1000000	10.07
2.	RAJ KUMAR LOHIA	161529	1.63				No change	161529	1.63
		At the end of the year		March 31, 2017			No change	161529	1.63
3.	Equity Intelligence India Private Limited	-	-				-	-	-
				February 02, 2017	100000	100	Transfer	100000	1.01
		At the end of the year		March 31, 2017				100000	1.01
4.	J P S Kanwar	67600	0.68				No change	67600	0.68
		At the end of the year		March 31, 2017				67600	0.68
5.	MANISH VINOD MEHTA	50000	0.50	-			No change	50000	0.50
		At the end of the year		March 31, 2017				50000	0.50
6.	DHEERAJ KUMAR LOHIA	37087	0.37					37087	0.37
				June 03, 2016	4000	10.78	Transfer	41087	0.41
				September 21, 2016	5500	13.38	Transfer	46587	0.46
		At the end of the year		March 31, 2017				46587	0.46
7.	MANOJ DUA	43968	0.44					43968	0.44
				October 28, 2016	-3000	-6.82	Transfer	40968	0.41
				February 03, 2017	5000	12.20	Transfer	45968	0.46
		At the end of the year		March 31, 2017				45968	0.46

Sl. No.	Name	No. of Shares at the beginning (April 1, 2016)	% of total shares of the Company	Date of increase /decrease in shareholding (as per weekly benpos)	Increase / Decrease In shareholding	% change	Reason	Cumulative shareholding during the year	
								No. of Shares	% of total Shares of the Company
8.	O P Chugh	-	-					-	-
				February 03, 2017	45841	100	Transfer	45841	0.46
				February 24, 2017	-2321	-5.06	Transfer	43520	0.43
				March 31, 2017	2321	5.33	Transfer	45841	0.46
				March 31, 2017				45841	0.46
9.	Trupti Uday Merchant	-	-					-	-
				April 8, 2016	10000	100	Transfer	10000	0.10
				July 22, 2016	15000	150	Transfer	25000	0.25
				October 28, 2016	13500	54	Transfer	38500	0.38
				November 04, 2016	1500	3.89	Transfer	40000	0.40
				March 31, 2017				40000	0.40
10.	Rajasthan Global securities Private limited	-	-						
				March 10, 2017	5785	100	Transfer	5785	0.05
				March 17, 2017	5324	92.03	Transfer	11109	0.11
				March 24, 2017	25112	226	Transfer	36221	0.36
				March 31, 2017				36221	0.36
11.	INTEGRATED FINANCIAL SERVICES LTD	36000	0.36					36000	0.36
				March 31, 2017	-36000	-100	Transfer	-	-
				March 31, 2017				-	-

Sl. No.	Name	No. of Shares at the beginning (April 1, 2016)	% of total shares of the Company	Date of increase /decrease in shareholding (as per weekly benpos)	Increase / Decrease In shareholding	% change	Reason	Cumulative shareholding during the year	
								No. of Shares	% of total Shares of the Company
12.	RAUNAK ROONGTA	35484	0.35					35484	0.35
				February 03, 2017	-15000	-42.27	Transfer	20484	0.20
				February 10, 2017	-5000	-24.40	Transfer	15484	0.15
				March 31, 2017	-15484	-100	Transfer	-	-
		At the end of the year		March 31, 2017				-	-
13.	ARENDRA KUMAR	1000000	10.07					1000000	10.07
				January 13, 2017	-74901	-7.49	Transfer	925099	9.31
				January 20, 2017	-12612	-1.36	Transfer	912487	9.18
				January 27, 2017	-231895	-25.41	Transfer	680592	6.85
				February 03, 2017	-550211	-80.84	Transfer	130381	1.31
				February 10, 2017	-130381	-100	Transfer	-	-
		At the end of the year		March 31, 2017				-	-
14.	RAJ KUMAR LOHIA	24678	0.24					24678	0.24
				March 31, 2017	-24678	-100	Transfer	-	-
		At the end of the year		March 31, 2017				-	-

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	No. of Shares at the beginning (April 1, 2016)	% of total shares of the Company	Date of increase /decrease in shareholding	Increase / Decrease In shareholding	% change	Reason	Cumulative shareholding during the year	
								No. of Shares	% of total Shares of the Company
1.	Mr. Gursharan Singh	68052	0.68	-	-	-	-	68052	0.68
				May 09, 2016	15350	22.55	Transfer	83402	0.83
				June 03, 2016	4000	4.79	Transfer	87402	0.88
				November 25, 2016	5000	5.72	Transfer	92402	0.93
				March 31, 2017				92402	0.93
2.	Mrs. Narinder Paul Kaur	5667	0.06	-	-	-	-	5667	0.06
				June 10, 2016	17	0.28	Transfer	5984	0.06
				December 16, 2016	1100	18.38	Transfer	7084	0.07
				March 31, 2017				7084	0.07

* Except the above mentioned Shareholding, there is no shareholding of Directors and Key Managerial Personnel.

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

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(Rs. in lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year on 01.04.2015				
i. Principal Amount	1061	362	-	1423
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1061	362	-	1423
Change in Indebtness during the financial year				
• Addition	1293	-	-	1293
• Reduction	1193	142	-	1335
Net Change	100	(142)	-	(42)
Indebtedness at the end of the financial year on 31.03.2017				
i. Principal Amount	1161	220	-	1381
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1161	220	-	1381

*Excluding working capital limits.

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director (MD), Whole-Time Directors (WTD) and/or Manager:

(Rs. in Lakhs)

S. No.	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
		Mr. Gursharan Singh Chairman & Managing Director	Mr. Dev Raj Arya Whole-Time Director & CFO	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	65.45	38.40	103.85
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961: Medical	2.00	1.25	3.25
	LTA	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-

2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission* -as % of profit -others, specify	9.00	-	9.00
5.	Others, (Retiral Benefits)	-	-	-
6.	Total(A)	76.45	39.65	116.10

Ceiling as per the Act Rs. 1.68 crore per annum for each director (as per Schedule-V).

* As per provision made for payment of commission payable to Chairman and Managing Director.

B. Remuneration to Other Directors:

(Rs. in Lakhs)

S. No.	Particulars of Remuneration	Name of the Director				Total amount
(1) Independent Directors		Mr. Anil Sharma	Mr. Raj Kumar Kapoor	Mr. Madan Lal	Mr. Rakesh Kapoor	
	Fee for attending Board/commit-tee meetings	1.95	2.10	1.68	1.80	7.53
	Commission	-	-	-	-	-
	Others, please	-	-	-	-	-
	Total(1)	1.95	2.10	1.68	1.80	7.53
(2) Other Non-Executive Directors						
		Mrs. Narinder Paul Kaur *				Total amount
	Fee for attending Board/committee meetings	0.90				0.90
	Commission	-				-
	Others, please specify retainership fees)	10.80				10.80
	Total (2)	11.70				11.70
	Total (B)=(1+2)					19.23
	Total Managerial Remuneration (A+B)					135.33

*Overall ceiling as per Act is not applicable.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTG

(Rs. in Lakhs)

S.No.	Particulars of Remuneration	Key Managerial Personnel	Total amount
		Mr. Hitesh Kumar	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	4.44	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961:		
	Medical	0.13	
	LTA	-	4.57
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission	-	-
	-as % of profit		
	-others, specify		
5.	Others, please specify	-	-
Total		4.57	4.57

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There have been no penalties/ punishments/ compounding of offences under Companies Act, 2013.

For and on behalf of the Board
For RACL Geartech Limited
(Formerly Raunaq Automotive Components Limited)

Place: Noida
Date: 14th August, 2017

Sd/-
Gursharan Singh
Chairman and Managing Director

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

“ANNEXURE E” TO THE DIRECTORS’ REPORT

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

(Particulars under section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014

(A) CONSERVATION OF ENERGY

(i) The steps taken or impact on conservation of energy:

- a) High energy HPMV Bulbs have been replaced with LED lights for conservation of electrical energy.
- b) Energy efficient aluminium pressure line have been installed in Heat treatment shop for reducing air pressure losses, which in turn help in conservation of electrical energy.
- c) Centrifugal chip wringer have been installed for extraction of oils from cutting chips, thus conserving mineral oils.
- d) On-line normalizing is being carried out in forging shop, resulting into major saving of electrical energy.

(ii) The steps taken by the company for utilizing alternate sources of energy:

- Self recuperative type burners have been installed in one Sealed Quench Furnace, resulting into saving of 50% LPG consumption on the modified furnace. Remaining furnaces shall be planned in coming years.

(iii) Capital investment on energy conservation equipments:

- Rs.65 Lakhs

(B) TECHNOLOGY ABSORPTION

(i) Efforts made towards technology absorption & development

- a) Dry cut hobbing machine have been installed, for elimination of cutting oil usage. It has brought a major saving in conservation of scarce mineral oils.
- b) Energy efficient motors have been installed at many places to replace the old motors, thus conservation of electrical energy.
- c) Low viscosity cutting oils have been deployed to avoid drag out losses, resulting in saving of cutting oils. These are also helpful in using higher cutting parameters, thus, improving productivity.

(ii) Benefits derived like product improvement, cost reduction, product development or import substitution etc.

- (a) Forging weight optimization initiatives are under process to save steel, which is resulting in reduced raw material consumptions & enabling to support saving of national resources.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

- The details of technology imported:
 - a) High speed dry cut hobbing machine.
 - b) High speed wet cut hobbing machines.
 - c) High speed precision CNC Machining centre.
 - d) Fine pitch Gear hobbing machine.
- Year of import : 2016-17
- Whether the technology been fully absorbed : Yes
- If not fully absorbed, areas where absorption has not taken place and the reasons thereof - N.A.

(iv) The expenditure incurred on research and development - Nil**(C) FOREIGN EXCHANGE EARNINGS**

- Foreign Exchange earned (in terms of actual inflow) : Rs. 5558.19 lakhs
- Foreign Exchange outgo (in terms of actual outflow) : Rs. 430.67 lakhs

For and on behalf of the Board
For RACL Geartech Limited
(Formerly Raunaq Automotive Components Limited)

Place: Noida
Date: 14th August, 2017

Sd/-
Gursharan Singh
Chairman and Managing Director

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

“ANNEXURE F” TO THE DIRECTORS’ REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2016-17

1.	A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the weblink to the CSR Policy and projects or programs	The Company has framed a CSR Policy in compliance with section 135 of the Companies Act, 2013 and the weblink for the same is http://raclgeartech.com/pdfs/Corporate_Social_Responsibility_Policy_july2016.pdf
2.	Composition of the CSR Committee	Mr. Anil Sharma - Independent Director - Chairman Mrs. Narinder Paul Kaur - Non-Executive Director - Member Mr. Dev Raj Arya - Whole-time Director & CFO - Member
3.	Average net profit of the Company for last three financial years	Rs. 456.55 Lakhs
4.	Prescribed CSR expenditure (2% of the amount as in item 3 above)	Rs. 9.13 Lakhs
5.	Details of CSR spent during the financial year	
	(a) Total amount to be spent for the financial year	Rs. 9.13 Lakhs
	(b) Amount unspent, if any	Rs. 4.62 Lakhs
	(c) Manner in which the amount was spent during the financial year	The manner in which the amount was spent is detailed in the Annexure – 1.
6.	Reasons for not spending the prescribed amount	The projects undertaken under Annexure-1 could not be implemented fully as these were under the infancy stage and may be completed in the current financial year. The unspent amount of Rs 4.62 Lakhs of last financial year will be incurred in the current financial year 2017-18.
7.	A responsibility statement of the CSR Committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company.	The implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company. The CSR Committee has taken all initiatives to ensure that all the identified projects are in line with the Companies Act, 2013 or CSR Policy of the company. Proper monitoring and review mechanism is in place and is led by the Chairman of the CSR Committee, who is an Independent Director.

Place : Noida Date : 14 th August, 2017	Sd/- Gursharan Singh Chairman & Managing Director DIN : 00057602	Sd/- Anil Sharma Chairman of CSR Committee DIN : 00157911
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Annexure: 1

Manner in which the amount was spent during the financial year 2016-17

Rs. in Lakhs								
Sl. No	CSR Activity or activity identified	Sector in which the project is covered	Project or Program (1) Local area or other; (2) Specify the State and district where projects or program was undertaken	Amount outlay or (Budget) Project or program wise	Amount spent on the projects or programs Sub-heads:		Cumulative Expenditure upto the reporting period	Amount spent direct or through implementing agency
					Direct Expenditure on projects or programmes	Over heads		
1.	Promoting Education	Clause(ii) promoting education	Noida, U.P and Gajraula, U.P	-	0.97	-	-	Direct
2.	Empowering Women	Clause(iii) Empowering Women	5 villages in Ri-bhoi district, Meghalaya	-	2.00	-	-	Through North East Centre for Technology Application and Research (NECTAR)
3.	Eradicating Hunger	Clause(i) Eradicating Hunger	Gajraula, U.P	-	1.00	-	-	Direct
4.	Eradicating poverty	Clause(i) Eradicating poverty	Noida, U.P	-	0.54	-	-	Direct
Total Expenditure					4.51			

For and on behalf of the Board
For RACL Geartech Limited
(Formerly Raunaq Automotive Components Limited)

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

Sd/-
Gursharan Singh
Chairman and Managing Director

“ANNEXURE G” TO THE DIRECTORS’ REPORT

Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST March, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST March, 2017

To,
The Members,
RACL Geartech Limited
(Formerly Raunaq Automotive Components Limited)
15th Floor, Eros Corporate Tower, Nehru Place
New Delhi -110019
CIN: L34300DL1983PLC016136

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by RACL Geartech Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by RACL Geartech Limited for the period ended on 31st March, 2017 according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made there under;
- II. The Securities Contracts (Regulation) Act, 1956 (**‘SCRA’**) and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**‘SEBI Act’**) to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Employee Stock option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 **(Not applicable to the company during the Audit Period);**
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the company during the Audit Period);**
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the company during the Audit Period);**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the company during the Audit Period);**

We further report that with respect to the compliance of the below mentioned laws, we have relied on the compliance system prevailing in the company and on the basis of representation received from the management: -

- I. The Employees State Insurance Act, 1948
- II. Employees Provident Fund and Miscellaneous Provisions Act, 1952.
- III. Environment Protection Act, 1986 and other environmental Laws.
- IV. Air (Prevention and Control of Pollution) Act, 1981.
- V. Factories Act, 1948.
- VI. Industrial Dispute Act, 1947.
- VII. Payment of Wages Act, 1936 and other applicable labour laws.
- VIII. Other laws as applicable to the Company other than taxation laws.

We have also examined compliance with the applicable clauses/provisions of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India have been followed by the Company.
- ii. SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 etc. mentioned as above

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.



We further report that the members in pursuance to section 180(1)(c) of the Companies Act, 2013 had approved borrowing limits to the extent of Rs. 75 crores and under Section 180(1)(a) approved creation of charges to the extent of the aforesaid borrowing limits.

Place: New Delhi
Date: 27.07.2017

For K.K. Malhotra & Co.
Company Secretaries

Sd/-
K.K. Malhotra (Proprietor)
FCS No. 1410, C.P No. 446

Note: This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.



Annexure - A

To,
The Members,
RACL Geartech Limited
(Formerly Raunaq Automotive Components Limited)
15th Floor, Eros Corporate Tower, Nehru Place
New Delhi - 110019
CIN: L34300DL1983PLC016136

Our Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy of effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi
Date: 27.07.2017

For K.K. Malhotra & Co.
Company Secretaries

Sd/-
K.K. Malhotra (Proprietor)
FCS No. 1410, C.P No. 446

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

RACL Geartech Limited having a fully integrated manufacturing set up, offers complex engineering solutions in the field of Transmission Gears & Shafts, Sub-assemblies, Precision Machined Parts and Industrial Components to domestic as well as global markets. RACL provides unique and innovative automotive products and services that deliver superior measurable values to all stakeholders.

RACL has a clear vision for the future and we are working with passion to achieve it. Our mission is to enrich people's lives, building trust with our employees, customers, dealers, partners, shareholders and world at large.

RACL longstanding investment in building people's skills and capabilities is essential to maintain leadership position in a competitive market in financial year 2016-17, the company introduced learning interventions and have established the concept, which includes focus on:

- Customer first.
- A sense of Ownership.
- Developing leadership skills.
- Teamwork & self discipline.
- Aspiration for Innovation and for techniques.

a) The Global Economy 2016-17

Barring an escalation of political tensions in key regions we expect the macro-environment to begin to stabilize allowing pent-up demand in the automotive market to be realized, putting growth in countries like Russia, Brazil, Thailand and South Africa back into positive territory. A resurgent middle class in these markets will result in accelerating growth.

Financial year 2016-17 was a mixed bag for automotive business because of US elections, referendums in Britain and Italy, rise of populism across Europe, India's currency reforms etc. all led to increased uncertainty in the global outlook. Though, growth continued across most of emerging Asia Pacific, the biggest markets in Eastern Europe, Latin America as well as the Middle East and Africa contracted under pressure from unfavorable macroeconomic conditions. However, 2017-18 is likely to see a reversal of fortunes with markets that were in decline in 2016-17.

Dynamic economic growth in large emerging markets like China and India has significantly improved the economic prospects for large swaths of population, but gains in income and especially wealth have been concentrated at the top of the social classes. While we have seen middle income and wealthy households make significant gains in terms of percentage growth since the 2008 recession.

Income and wealth inequality are a common feature of emerging markets and make these markets particularly susceptible to macroeconomic shocks. A small but growing middle class is reliant on rapid economic growth for wealth accumulation necessary for major purchases like automobiles. A deterioration in the macroeconomic prospects and political instability has an immediate adverse effect on light vehicle sales as consumers lack the wealth cushions to absorb shocks. Economic decline was the main story in some of the biggest emerging markets in Latin America, Middle East and Africa, as well as Russia and Thailand, where a toxic mix of persistently low commodity prices and political factors severely limited the ability of consumers to make major purchases.

Indian Automotive Sector/ Environment

The Indian auto industry is one of the largest in the world. The industry accounts for 7.1 per cent of the country's Gross Domestic Product (GDP). The Two Wheelers segment is the leader of the Indian Automobile market owing to a growing middle class and a young population. Moreover, the growing interest of the companies in exploring the rural markets further aided the growth of the sector.

The Government of India encourages foreign investment in the automobile sector and allows 100 per cent FDI under the automatic route.

Some of the major initiatives taken by the Government of India are:

- a) The Government of India plans to introduce a new Green Urban Transport Scheme with a central assistance of about Rs. 25,000 crore (US\$ 3.75 billion), aimed at boosting the growth of urban transport along low carbon path for substantial reduction in pollution and providing a framework for funding urban mobility projects at National, State and City level with minimum recourse to budgetary support by encouraging innovative financing of projects.
- b) Government of India aims to make automobiles manufacturing the main driver of "Make in India" initiative, as it expects passenger vehicles market to triple by 2026, as highlighted in the Auto Mission Plan (AMP) 2016-26.
- c) The Government plans to promote eco-friendly cars in the country i.e. CNG based vehicle, hybrid vehicle and electric vehicle.
- d) The government has formulated a Scheme for Faster Adoption and Manufacturing of Electric and Hybrid Vehicles in India, under the National Electric Mobility Mission 2020 to encourage the progressive induction of reliable, affordable and efficient electric and hybrid vehicles in the country.

b) OPPORTUNITIES & THREATS :

Some of the major opportunities in the automobile sector are as follows:

- a) Increasing demand for VFM (Value for Money) Vehicles means more demand of automotive components. The reason of increased demand is basically VFM products would be fuel efficient & high mileage vehicles.
- b) **Growth shifting to Asian Markets:** Although American & European market is the pulse of this Industry, but the focus is shifting to developing markets like China, India and other Asian nations because of the rise in disposable income, changing lifestyle & stable economic conditions.
- c) **Continuous product innovation & technological advancement:** With the advent of E-vehicles & alternative fuel such as Shell gas, CNG and others, Automobile Companies are increasing R & D expenditure to drive the next phase of growth through use of renewable sources of energy.
- d) **Manufacturing facilities in Asian nations to control cost:** In order to control cost to manage shrinking margins, big international brand automobile companies are building their manufacturing facilities in developing nations like India, China because these nations have cheap workforce, are high in resources & are nearer to developed economies.

Some of the major threats/weaknesses in the automobile sector are as follows:

1. **Vehicles recalled:** Controversies relating to recalling vehicles on account of some technical dis-functionality or non-abidance to Government led rules is becoming very common.
2. **Bargaining power of consumers:** Over the last 3-4 decades the automobile market has shifted from demand to supply market. Availability of large number of variants, stiff competition between them and long list of alternatives to choose from has given power to customers to choose whatever they like.

3. **Growth rate of Automobile industry** is the in the hands of the government due to regulations on taxation front, no entry of outside vehicles in the state, decreasing number of validity of registration period and volatility in the fuel prices. These factors always affect the growth of the industry.

All these factors leads to lesser demand of automotive components.

c) Segment-wise performance

The Company has one line of business namely manufacturing of gears, shafts and other automotive component parts. The Company has no unit (plant) of production outside India, therefore, there is no geographical segment and no production segment wise information is required.

d) Outlook

Domestic demand in India has mostly been positive with light vehicle sales in the country rising. In addition to domestic sales, exports have also been in focus on the higher side, leading to further growth in production.

However, with the recent demonetization of old large denomination rupee notes in November 2016, sales of vehicles have plummeted.

Never-the-less this is expected to be only a temporary situation. India's economy is expected to grow at a robust pace in the coming years, as most economic indicators predict a positive outlook driven by strong consumer demand and supported by a large pipeline of economic reforms by the Indian Government, including the introduction of the common nation-wide Goods and Service Tax (GST).

e) Risks & Concerns

The company is exposed to external and internal risks associated with the business. The operations of the company are directly dependent on the Automotive manufacturer's (OEMs) growth and business plans. General economic conditions impact the automotive industry and in turn, the operations as well. To counter these risks, company continues to broaden the product portfolio, increase customer base and geographic reach. The company is exposed to strong competitive pressures from both domestic and overseas. RACL established reputation, close customer relationships, ability to provide higher level of engineering, design support and relentless drive for improvement gives it a competitive edge. The company is also exposed to financial risk from changes in interest rates and foreign exchange rates etc.

In order to address the aforesaid risks the company has implemented adequate risk management approach. The Audit Committee of the Company periodically reviews the risk assessment and risk management process. A periodical audit is conducted by the Internal Auditors in all the areas to ensure that the company's control mechanism is properly followed and all statutory requirements are duly complied.

f) Internal Control Systems and their adequacy

The Company has an Internal Control process which aims at providing reasonable assurance on reliability of financial information, compliances with laws and regulations in force and realisation and optimisation of operations. It ensures documentation and evaluation of unit and entity level controls through existing policies and procedures, primarily to identify any significant gaps and define key actions for improvement. Installation of Compliance Mantra system (a software based compliance system) to doubly ensure the enforcement of compliances and various laws on the company.

The Company's internal controls are supplemented by an extensive programme of internal audits, review by management and documented policies, guidelines and procedures. Internal Auditors reports its findings to the Audit Committee and to the Board of Directors. The internal controls are designed to ensure that financial and other records are reliable for preparing financial information and other data, and for maintaining accountability of assets.

The Audit Committee and the Board of Directors review internal controls and the progress of implementation of the recommendations of internal audits. The management actively implements the recommendations of such reviews.

g) Performance of the Company

In the Financial Year 2016-17, the company achieved an overall income of Rs. 116.77 crores from operations as compared to Rs. 118.15 crores in 2015-16. The company achieved an operating profit of Rs. 5.90 crores (PBT) as compared to Rs. 5.69 crores (PBT) in last year. The company has made a provision of Rs. 1.44 crores on account of Income Tax / Deferred Tax Liabilities.

The company has MAT credit of Rs. 98.34 Lakhs which shall be utilized/ adjusted for payment of Income Tax in future. Company has a Reserve & Surplus of Rs. 45.83 crores as on 31.03.2017 as compared to Rs. 34.82 crores in last year.

The Company continues to make concerted efforts at leveraging relationships with existing customers as well as widening the customer base by adding new customers. The company added BRP Rotax GMBH & Co. KG. and BIW Burger Industriewerk GMBH & Co. KG. in terms of new customers in the financial year 2016-17. However, there were significant requirements for new product development of existing clients. The wider product portfolio was important to build the export business.

RACL Geartech Limited (RACL) continues to service a strong customer base, many of these customers are global players with a domestic presence in India. The Company continues with its effort to strengthen and cement relationships with these customers in the domestic market and explore opportunities to service their global needs. RACL remains positioned globally as a cost competitive manufacturer with focus on quality. Continuous efforts are being undertaken to maintain the highest delivery standards in terms of 'on time' and 'in full'. The larger customer base with wider product portfolio, which is fast emerging as the need of the markets today, increases the challenges on this front. It has introduced a degree of flexibility in its production equipment and is continuously working on improving its planning systems.

EXPORT

In line with the economic trend seen in last year, Export sales of the company leading to fall by approximately 6 % from 58.99 crores in financial year 2015-16 to Rs. 55.58 crores in financial year 2016-17.

The global markets are under stress, RACL has miniscule share of the global pie and there is ample scope and opportunities to grow exports aggressively.

h) HUMAN RESOURCES EFFICIENCY

The Company believes in the philosophy of that employees are its real strength and contribution of the participative management is the real force for growth and development of any organization.

Company has taken sufficient steps to impart practical training to its work force at all levels. A separate cell in HR function has already been created for imparting such training in the plant itself. In order to encourage the senior staff, they are being deputed to attend Conferences, Seminars, In-house Workshops, so that they are satisfied and bring in knowledge and skills to RACL for mutual benefits.

The permanent employees strength on pay rolls of your Company as on the end of financial year 31st March, 2017 was 483.

i) Cautionary Note

This Management Discussion and Analysis statement contains, what could be regarded as forward-looking statements and information. These statements include forecasts and estimates as well as the assumptions on which they are based, statements related to projects, objectives and expectations concerning future operations, products and services or future performance. The readers are hereby cautioned and advised that these forward-looking statements are subject to numerous risks and uncertainties that are difficult to foresee and actual outcomes might differ.

For and on behalf of the Board
For RACL Geartech Limited
(Formerly Raunaq Automotive Components Limited)

Place: Noida
Date: 14th August, 2017

Sd/-
Gursharan Singh
Chairman and Managing Director

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

REPORT ON CORPORATE GOVERNANCE

In terms of Regulation 34 (3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter also referred to as "Listing Regulations"], this Report along with the Management Discussion and Analysis Report on Company's (RACL Geartech Limited, hereinafter also referred to as the 'Company' or 'RACL') compliance on Corporate Governance provisions applicable to listed companies in India.

Company's philosophy on Corporate Governance

In rapidly changing business and technological environment, your Company regularly reviews its strategic direction, operational efficiency and effectiveness, reliable reporting and compliances and such measures so as to meet various stakeholders' expectations and long term sustainability.

The Company's philosophy on Corporate Governance revolves around principles of ethical governance and is aimed at conducting of business in an efficient and transparent manner and in meeting its obligations to shareholders and other stakeholders. This objective is achieved by adopting corporate practices based on principles of transparency, accountability, fairness and integrity to create long term sustainable value for all its stakeholders.

Board of Directors

For RACL Geartech Limited corporate governance begins at the top of its Governance structure, its Board of Directors, which comprises of experts who are committed to the key underlying principles and values that constitute the best standards of corporate governance.

A. Composition of the Board

The strength of the Board of Directors as on 31.03.2017 was 7 (seven), of the total 7 (seven) Directors, 2 (Two) Directors are Promoters & Executive Directors, 5 (five) Directors are non-executive, including 4 (four) independent directors and 1(one) (woman director).

Mr. Shashank Ramesh Anikhindi (DIN 07787889) has been appointed as an additional director of the Company in Independent category with effect from 27th May, 2017. Your Directors welcome Mr. Shashank Ramesh Anikhindi on the Board of the company.

B. Brief particulars of the Directors seeking appointment or reappointment in the forthcoming AGM

1. Mr. Gursharan Singh (DIN 00057602)- Chairman & Managing Director

Mr. Gursharan Singh is a diploma holder in Mechanical Engineering with PGDM in export management. 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 had been re-appointed Chairman & Managing Director w.e.f. 23.8.2012 and has been heading this office since then.

Mr. Gursharan Singh is a Key Managerial person in terms of Section 203 of the Companies Act, 2013.

Except Mrs. Narinder Paul Kaur, Non Executive Director and Mr. Prabh Mehar Singh, Manager - CBA son of Mrs. Narinder Paul Kaur, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the appointment of Mr. Gursharan Singh, as Chairman & Managing Director.

2. Mr. Dev Raj Arya (DIN 00057582) - Whole time Director & CFO

Mr. Dev Raj Arya 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.

Mr. Dev Raj Arya is a Key Managerial person in terms of Section 203 of the Companies Act, 2013.

None of the directors of the company is considered to be interested in the proposed appointment.

3. Mr. Shashank Ramesh Anikhindi (DIN 07787889) - Independent Director

An inspiring leader in the Indian Automobile circuit for the last 38 years, with key skills in 'Institution and Team Building', Organizing of Businesses for exponential growth of the 'Top' and 'Bottom' lines, proven track record for growth and success, grooming and development of highly inspired and motivated leaders, managers and team players.

A Mechanical Engineer, with a PG in Industrial Management, Shashank, 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. An effective & innovative professional, with a high level of commitment and passion,

He has been the lead towards development of 3 vehicles from scratch of which 2 are already in the market, has made contracts for technology transfer with a number of overseas companies, and has been actively involved in Global sourcing to & from the company.

He has introduced concepts of Total Cost, Supply Chain Benchmarking, Total Cost of ownership, amongst other innovative practices and has worked extensively in Value Engineering, Cost Optimization, value chain optimization, Outsourcing of Quality/ manufacturing amongst others.

None of the directors of the company is considered to be interested in the proposed appointment.

4. Mr. Raj Kumar Kapoor (DIN 00110338) - Independent Director

Mr. Raj Kumar Kapoor aged about 67 years is a B.Tech (Chemical Engg.) and MBA (Delhi University). 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. As on date he has been holding the office of Independent Director of the Company and he is also Chairman of the Audit Committee constituted by the Board of the company.

He is working as Chief Executive Officer (CEO) in the Alchemist Assets Reconstruction Company Limited (AARC).

None of the directors of the company is considered to be interested in the proposed appointment.

5. Mr. Rakesh Kapoor (DIN 00015358) - Independent Director

Mr. Rakesh Kapoor aged about 62 years is a 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. Mr. Rakesh Kapoor 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 is also on the Board of the Following Companies:

1. Ugar Sugar Works Limited.
2. New Habitat Housing Finance & Development Limited.

He is working as Chief Executive Officer (CEO) and whole time director in the New Habitat Housing Finance & Development Limited.

None of the directors of the company is considered to be interested in the proposed appointment.

6. Mr. Anil Sharma (DIN 00157911) - Independent Director

Mr. Anil Sharma aged about 69 years is an Engineering Graduate, BE (Electrical), from University of Roorkee, having Post Graduate Diploma in Management from All India Management Association, New Delhi. Mr. Anil Sharma 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. As on date he has been holding office of Independent Director on the Board of Directors of the Company and he is also a Member of Audit Committee and Remuneration Committee of the Company.

None of the directors of the company is considered to be interested in the proposed re-appointment.

C. Attendance of Directors at Board Meetings, last Annual General Meeting and their directorships and committee positions

Details of attendance of the Directors at Board Meetings, last Annual General Meeting and their directorships and committee positions during the financial year under report is as under:

Sl. No.	Name of Director	Category / Designation	Number of Board Meetings		Attendance at the last AGM held on 28.09.2016	Number of outside Directorships of public companies ¹ (As on March 31, 2017)	Number of Outside Board-level Committees ² where chairperson or member (As on March 31, 2017)	
			Held during tenure	Attended			Member	Chairman
1.	Mr. Gursharan Singh	Promoter & Executive Director (Chairman & Managing Director)	4	4	yes	1	-	-
2.	Mr. Dev Raj Arya	Promoter & Executive Director (Whole time Director & CFO)	4	4	yes	-	-	-
3.	Mr. Anil Sharma	Non-Executive Independent Director	4	4	yes	-	-	-
4.	Mr. Madan Lal	Non-Executive Independent Director	4	4	yes	3	3	1
5.	Mr. Raj Kumar Kapoor	Non-Executive Independent Director	4	4	yes	-	-	-
6.	Mr. Rakesh Kapoor	Non-Executive Independent Director	4	4	yes	2	1	1
7.	Mrs. Narinder Paul Kaur	Non-Executive Director/Woman Director	4	4	yes	-	-	-

1 Excludes foreign directorships and private limited companies

2 Audit Committee and the Stakeholders Relationship Committee.

As mandated by Regulation 26(1) of Listing Regulations, none of the Directors is a member of more than 10 (ten) Board-level committees of public limited Indian companies, nor are they Chairperson of more than 5 (five) committees in which they are directors.

Disclosure of relationships between directors inter-se;

Except Mr. Gursharan Singh, Chairman & Managing Director and Mrs. Narinder Paul Kaur, Non-executive Director (wife of Mr. Gursharan Singh), none of the Directors of the Company is related to the other Director.

D. Number of Board Meetings

During the financial year ended 31st March, 2017, the Company held 4 Board meetings on – 28th May, 2016, 6th August, 2016, 11th November, 2016 and 6th February, 2017.

E. Board Procedure

The Board Meetings of the Company are convened by the Company Secretary on the direction of the Chairman. Sufficient notice in writing is given to all Directors for the Board Meetings and/or other Committee Meetings. All important matters concerning the working of the Company alongwith requisite details are placed before the Board.

F. Information supplied to the Board

The Board has complete access to all information of the Company, including inter-alia, the information to be placed before the Board of Directors as required under the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015. The important decisions taken at the Board / Board Committee meetings are communicated to the concerned Departments / Divisions.

G. Compliance reports of all laws applicable to the Company

The periodical reports submitted by the Internal Auditors and by the concerned executives of the Company with regard to compliance of all laws applicable to the Company including steps taken by the Company to rectify instances of non-compliances, if any, are being reviewed by the Audit Committee and the Board of Directors at their respective meetings.

H. Code of Conduct and Ethics

In accordance with Regulation 17(5) of Listing Regulations, the Company's Board of Directors have laid down a 'Code of Conduct for Directors and Senior Management Personnel' of the Company. Duties of independent directors as laid down in the Companies Act, 2013 have been incorporated in the code. The Code is posted on the Company's website - www.raclgeartech.com

The purpose of this 'Code of Conduct' is to promote conduct of business ethically in an efficient and transparent manner and to meet its obligations to shareholders and all other stakeholders.

The Chairman & Managing Director, Mr. Gursharan Singh has made a declaration that members of the Board and Senior Management Executives have affirmed compliance with the Companies 'Code of Conduct for Directors and Senior Management Personnel' for the financial year ended 31st March, 2017.

Your Company understands reputation and integrity can only be built by continuously reinforcing ethical rules and procedures.

The development of the integrity culture is a key priority for the Company.

RACL Vigil Mechanism

In accordance with Section 177 of the Companies Act, 2013 and Regulation 22 of Listing Regulations, your

Company has a “Vigil Mechanism / Whistle Blower Policy”, which encourages its stakeholders (including employees and directors) who have concerns about any actual or potential violation of the legal and regulatory requirements, unethical process, incorrect or misrepresentation of any financial statements and reports, any claim of theft or fraud, and any claim of retaliation, to come forward and express his/ her concerns without fear of punishment or unfair treatment.

Through this procedure employees are encouraged to raise integrity concerns and feel confident that they can do so without any fear of retaliation. It is affirmed that, during the year under review no personnel has been denied access to the Audit Committee.

Alert Procedure available on the Company’s website and the weblink for the same is http://raclgeartech.com/pdfs/Vigil_Mechanism_Whistle_Blower_Policy_july2016.pdf

Policy for Determination of Materiality of Event or Information

RACL Geartech Limited in compliance to Regulation 30 of Listing Regulations, has a “Policy for Determination of Materiality of Event or Information” and Board has also authorized key managerial personnels – Mr. Gursharan Singh, Chairman & Managing Director and Mr. Dev Raj Arya, Director & CFO of the company for determining materiality of an event or information and authorized Mr. Gursharan Singh, Chairman & Managing Director, Mr. Dev Raj Arya, Director & CFO and Mr. Hitesh Kumar, Company Secretary & Compliance Officer of the company for making disclosure for the same to the Stock Exchange.

The policy aims to ensure compliance with corporate governance principles by promoting disclosure and transparency. During the year, the Company has made disclosures to Stock Exchange at the time of occurrence of the event/ information and where applicable, made periodic disclosures on the associated material developments.

Policy for Determination of Materiality of Event or Information is available under corporate governance section on the website http://raclgeartech.com/pdfs/Policy_for_Determination_of_Materiality_of_Event_or_Information.pdf

Document Preservation and Archival Policy

The Board of RACL Geartech Limited in compliance to Regulation 9 of Listing Regulations, has a “Document Preservation and Archival Policy”, The policy establishes guidelines for management, for preservation, archival and destruction of documents by the company. This policy sets out Data Retention Schedule for Company Documents and the related procedures to be followed to ensure compliance with this Policy. Retention periods are based on legal, tax, audit and defined business needs.

Document Preservation and Archival Policy is available under corporate governance section on the website http://raclgeartech.com/pdfs/Document_Preservation_and_Archival_Policy.pdf

Remuneration to Directors

Details of remuneration to Directors, both executive and non-executive, during the financial year ended 31st March, 2017 are as under:

A. Non-Executive Directors

(Amount in Rs.)

Sl. No.	Name of the Director	Position	Sitting Fee	Commission/ Retainership fees	Total
1	Mr. Anil Sharma	Independent Director	195000	Nil	195000
2	Mr. Madan Lal	Independent Director	168000	Nil	168000
3	Mr. Raj Kumar Kapoor	Independent Director	210000	Nil	210000
4	Mr. Rakesh Kapoor	Independent Director	180000	Nil	180000
5	Mrs. Narinder Paul Kaur	Non-Executive/Woman Directors	90000	1080000	1170000

Notes:

- In addition to the sitting fees, for attending the Board and/ or Committee meetings, in terms of the approval of Shareholders by way of Special Resolution was passed by the shareholders at their meeting held on September 30, 2015. Such of the non-executive Directors resident in India are entitled to remuneration by way of fees (including retainership fees) or commission of such amount, proportion and manner, as may be determined by the Board (including Nomination & Remuneration Committee) not exceeding in the aggregate 1% (one percent) of the net profits of the Company in a financial year computed in the manner laid down in Section 197 of the Companies Act, 2013 (in the case, if services rendered by Non executive Directors are of a professional nature then one percent limit shall not apply).
- The criteria for payments, including the extent, amount, proportion and manner of payment, to non-executive Directors, resident in India, is determined by the Board of Directors (including Nomination & Remuneration Committee).

B. Executive Directors

(Rs. in Lakhs)

Sl. No.	Name of the Director	Designation	Salary	Perquisites & Allowances	Bonus/ Commission	Total
1	Mr. Gursharan Singh	Chairman & Managing Director	42.00	25.45	9.00*	76.45
2	Mr. Dev Raj Arya	Whole-time Director & CFO	24.00	15.65	Nil	39.65

* As per provision made for payment of commission payable to Chairman and Managing Director.

Notes:

- Notice period and severance fees: Six months' notice or Six months' salary in lieu of notice may be given by the Company; and Six months' notice may be given by the Executive Directors (or such shorter notice as may be agreed) subject to terms of their employment.
- The other terms and conditions of the payment of remunerations and provisions of other facilities as set out in the statement annexed to the Notice of convening 34th Annual General Meeting.

Shareholding of Directors

None of the Directors and Key Managerial Personnel of the Company was holding shares in the Company as at the beginning of the year, during the year and at the end of the year, except the following:

Sr. No.	Name of the Directors	As on 31.03.2017	As on 31.03.2016
1.	Mr. Gursharan Singh	92402	68052
2.	Mr. Dev Raj Arya*	Nil	Nil
3.	Mrs. Narinder Paul Kaur	7084	5967

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

Committees of the Board of Directors

A. Audit Committee

The Company has an adequately qualified and independent Audit Committee. As on March 31, 2017, the composition of the Committee is as under:

Sl. No.	Name of Director	Category
1	Mr. Raj Kumar Kapoor	Independent Director - Chairman
2	Mr. Anil Sharma	Independent Director - Member
3	Mr. Rakesh Kapoor	Independent Director - Member

The above composition duly meets the requirement under Regulation 18 of Listing Regulations.

The Chairman & Managing Director, Whole-time Director (F) & Chief Financial Officer, Internal Auditors and the representatives of Statutory Auditors are invitees to the relevant meetings of the Audit Committee.

During the year under review, the terms of reference of the Audit Committee were in accordance with Section 177 of the Companies Act, 2013 read with the rules framed thereunder and Regulation 18 read with Part C of Schedule II of Listing Regulations.

The Audit Committee acts as a link between the management, external and internal Auditors and the Board of Directors.

During the financial year ended 31st March, 2017, the Company held four (4) Audit Committee meetings on – 28th May, 2016, 6th August, 2016, 11th November, 2016 and 6th February, 2017. The attendance of the Audit Committee Members at the said meetings is detailed below:

Sl. No.	Names of Director	Number of Meetings held during their tenure	Number of Meetings attended
1	Mr. Raj Kumar Kapoor	4	4
2	Mr. Anil Sharma	4	4
3	Mr. Rakesh Kapoor	4	4

Mr. Raj Kumar Kapoor, Chairman, Mr. Anil Sharma and Mr. Rakesh Kapoor, member of Audit Committee attended the last Annual General Meeting of the Company.

B. Nomination and Remuneration Committee

In terms of section 178 of the Companies Act, 2013 read with the rules framed thereunder, the Board of Directors of the Company have constituted Nomination and Remuneration Committee. The composition of the Nomination and Remuneration Committee is as under:

Sl. No.	Name of Director	Category
1	Mr. Rakesh Kapoor	Independent Director- Chairman
2	Mr. Anil Sharma	Independent Director- Member
3	Mr. Madan Lal	Independent Director- Member
4.	Mr. Gursharan Singh	Member

Your Company also has a Nomination and Remuneration Policy annexed with the Directors report as “Annexure – A”.

The terms of reference of Nomination and Remuneration Committee are in accordance with Regulation 19 read with Part D of Schedule II of Listing Regulations.

The duties and responsibilities of the Nomination and Remuneration Committee include:

- Formulating criteria for determining qualifications, positive attributes and independence of a director.
- Identifying potential persons for appointment as Directors, Key Managerial Personnel (KMP) and other Senior Management positions.
- Recommending to the Board a policy, relating to the remuneration of the Directors, Senior Management, KMP and other employees, as may be applicable
- Formulating criteria for evaluation of Independent Directors and the Board and carry out evaluation of every Director's performance.
- Devising a policy on Board diversity.
- Ensuring that level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully.
- Ensuring the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and remuneration payable to Directors, Senior Management, Key Managerial Person involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

During the financial year ended March 31, 2017, the Company held 2 Nomination and Remuneration Committee meetings on August 06, 2016 and November 11, 2016. The attendance of the Nomination and Remuneration Committee Members at the said meetings is detailed below:

Sl. No.	Names of Director	Number of Meetings held during their tenure	Number of Meetings attended
1.	Mr. Rakesh Kapoor	2	2
2.	Mr. Anil Sharma	2	2
3.	Mr. Madan Lal	2	2
4.	Mr. Gursharan Singh	2	2

Performance Evaluation for Independent Directors

Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Board of Director and the Nomination and Remuneration Committee has carried out the annual performance evaluation of all the Independent Directors of the company on parameters such as skills, knowledge, participation in meetings and contribution in field of Management / Finance / Operation / Strategy etc.

C. Stakeholders Relationship Committee

The Board of Directors have constituted a “Stakeholders Relationship Committee” in terms of the Companies Act, 2013 and Listing Regulations.

The present composition of the Committee is as under:

Sl. No.	Name of Director	Category
1	Mr. Madan Lal	Independent Director- Chairman
2	Mr. Gursharan Singh	Member
3	Mr. Dev Raj Arya	Member

During the financial year ended March 31, 2017, the Company held 15 Stakeholders Relationship Committee meetings on Ist Quarter - 09-05-2016, 16-05-2016, 20-06-2016, 27-06-2016, IInd Quarter -11-07-2016, 25-07-2016, 01-08-2016, 08-08-2016, IIIrd Quarter - 07-11-2016, 14-11-2016, 05-12-2016, 26-12-2016, and IVth Quarter - 02-01-2017, 16-01-2017, 06.03.2017.

The Committee is responsible for all matters concerning the share transfers, transmissions, issue of duplicate share certificates and attending to the grievances of the shareholders. The terms of reference of the Committee, in addition to those which are already entrusted by the Board, also includes terms of reference, as per section 178 of the Companies Act, 2013, Regulation 20 read with Part D of Schedule II of Listing Regulations or any other laws/rules, as applicable or amended from time to time.

In terms of Regulation 6 of Listing Regulations, Mr. Hitesh Kumar, Company Secretary is the ‘Compliance Officer’, who may also be contacted for any matter of share transfers/ transmissions, non-receipt of Annual Reports and other related matters.

There was no complaint pending for resolution as at April 01, 2016. During the financial year ended 31st March, 2017, the Company received 3 complaints from shareholders and the same was resolved at that time to the satisfaction of the shareholders. The Company through its Registrars and Share Transfer Agents, MAS Services Limited is extending full support to the investors of the company. There were no shares pending for transfer and no complaints of shareholders pending as at 31st March, 2017.

D. Corporate Social Responsibility (CSR) Committee

In terms of section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has Corporate Social Responsibility Committee (CSR Committee).

The composition of the committee is as under:-

Sl. No.	Names of Director	Category	Number of Meetings held during their tenure	Number of Meetings attended
1.	Mr. Anil Sharma	Independent Director- Chairman	2	2
2.	Mrs. Narinder Paul Kaur	Member	2	2
3.	Mr. Dev Raj Arya	Member	2	2

During the financial year ended March 31, 2017, the Company held 2 Corporate Social Responsibility Committee meetings on May 28, 2016 and February 06, 2017. The attendance of the Corporate Social Responsibility Committee Members at the said meetings is abovementioned.

The terms of reference of the Corporate Social Responsibility Committee are in accordance with section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014. It's mandate include recommending to the Board of Directors a CSR Policy, expenditure to be incurred on CSR and monitor CSR activities & Any other matter that may be referred by the Board from time to time or as may be necessary for compliance with the Companies Act, 2013 or Rules made there under or any other statutory laws of India.

E. Financial Affairs Committee

The Board of Directors have constituted a "Financial Affairs Committee", The present composition of the Committee is as under:

Sl. No.	Name of Director	Category	Number of Meetings held during their tenure	Number of Meetings attended
1	Mr. Raj Kumar Kapoor	Independent Director- Chairman	6	5
2	Mr. Gursharan Singh	Member	6	6
3	Mr. Dev Raj Arya	Member	6	6

During the financial year ended 31st March, 2017, the Company held 6 Financial Affairs Committee meetings on 16th June 2016, 28th July 2016, 28th September 2016, 19th December 2016, 31st December 2016 and 25th March 2017. The attendance of the Financial Affairs Committee Members at the said meetings is abovementioned.

The Committee is responsible for all the matters related to arrangement of funds including borrowing from banks or financial institutions or others, for working capital or other requirements of the company. The terms of reference of the Committee, which are entrusted by the Board of Directors or amended from time to time.

F. Independent Directors meeting

In compliance with Regulation 25(3) of Listing Regulations, a meeting of independent directors was held on 31st March, 2017, without the attendance of non-independent directors and members of management. All the independent directors were present in the meeting except Mr. Raj Kumar Kapoor, Independent Director, having expressed his inability to attend the meeting. The independent directors in that meeting reviewed/assessed:

- performance of non-independent directors and the Board as a whole;
- performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
- quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Familiarisation programme for Independent Director

Your Company has adopted a 'Familiarisation Programme for Independent Directors' to familiarise them with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. Your Company aims to provide its Independent Directors, insight into the Company enabling them to contribute effectively.

The details of familiarisation programmes may be accessed under the Corporate Governance section of the website http://raclegeartech.com/pdfs/Familiarisation_Programme_for_Independent_Directors.pdf During the year under review, Independent Directors were apprised on an ongoing basis in the various Board/Committee meetings on macro-economic environment, information on business performance, operations, financial parameters, working capital management, fund flows, update on statutory compliances for Board members, etc. Apart from this, two familiarization programs were conducted in the financial year 2016-17, which were attended by all the Independent Directors. Total number of hours spent by each Independent Director in these programs was four hours.

General Body Meetings

The details of Annual General Meetings held during the last three years are given below:

Annual General Meetings			
S.No.	Date	Time	Venue/Location
1	September 30, 2014	11.00 AM	Shivam Garden, Bawana Road, Narela, Delhi – 110 040
2	September 30, 2015	11.00 AM	Shivam Garden, Bawana Road, Narela, Delhi – 110 040
3	September 28, 2016	11.00 AM	Shivam Garden, Bawana Road, Narela, Delhi – 110 040

Special resolutions passed in Annual General Meetings (AGM) during last three years are as follows:

30th September, 2014

- Approval for issue of equity shares on preferential basis.
- Approval for borrowing money in excess of the aggregate of the paid up share capital and free reserves of the Company.

30th September, 2015

- Approval for adoption new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.
- Approval for the change of name of the company.
- Approval for the payment of remuneration to Non-executive Directors.
- Approval for the payment of remuneration to Mr. Gursharan Singh, Chairman & Managing Director.
- Approval for the payment of remuneration to Mr. Dev Raj Arya, Whole time Director & CFO.
- Approval for the Alteration to the Capital Clause (Clause V) of the Memorandum of Association of the Company.

28th September, 2016

- Approval for Increase in borrowing limits from Rs. 50 Crores (Rupees Fifty Crores) to Rs. 75 Crores (Rupees Seventy Five Crores) or the aggregate of the paid up share capital and free reserves of the Company, whichever is higher.
- Approval for Creation of Charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings.
- Approval for To keep Register and Index of Members at other place instead of Registered office of the company.

Resolutions by Postal Ballot

Whether Special Resolutions were put through Postal ballot last year: No

Details of voting pattern	Not Applicable
Persons who conducted the postal ballot exercise	Not Applicable
Whether Special resolutions are proposed to be conducted through postal ballot	Not Applicable

None of the Special Resolutions is proposed to be conduct through postal Ballot. Therefore, Procedure for postal ballot shall not be applicable.

DISCLOSURES

The Company is in compliance with all the applicable the mandatory requirements of Listing Regulations and/ or any other regulations and guidelines of SEBI. The Company has adopted non mandatory requirements wherever necessary. Also the Company's financial statements are free from any qualifications by the Auditors.

Further, the Company has complied with the corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 (2) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. and there is no non-compliance of any requirement of corporate governance report as specified in Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

No material financial and commercial transactions were reported by the management to the Board, in which the management had any personal interest that either had or could have had a conflict with the interest of the Company at large.

No penalties or strictures have been imposed by SEBI, Stock Exchanges or any other statutory authority on matters relating to capital markets during the last three years.

The status on compliance with discretionary requirements as specified in Part - E of Schedule - II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as below:-

A. Shareholders rights

Quarterly/ Half yearly / Annually financial results are published in leading newspapers and uploaded on company's website www.raclgeartech.com

B. Audit Qualification

The Auditors report on the company's financial statements does not contain any qualification.

C. Reporting of Internal Auditor

The Internal Auditors directly report to the Audit Committee and Bord of Directors of the company.

Materially significant related party transactions

In terms of Regulation 23 of Listing Regulations, your Company has Related Party Transaction Policy on dealing with Related Party Transactions. The policy may be accessed at the web-link http://raclegeartech.com/pdfs/Related_Party_Transaction_Policy_july2016.pdf

All related party transactions during the financial year were on arm's length basis and were in the ordinary course of business. During the year, there were no material related party transactions made by the Company that may have any potential conflict with the interest of the company.

Code of Conduct for Prevention of Insider Trading

In view of Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, a Code of Conduct to Regulate, Monitor and Report Trading by Insiders was adopted by the company.

The Code lays down guidelines which advise management and staff on procedures to be followed and disclosures to be made while dealing with Securities of the Company and cautions them of the consequences of violations.

Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.

Disclosures of Risk Management

The Company has laid down procedures to inform the members of the Board about the risk assessment and minimization procedures. The Company has framed the risk assessment and minimization procedure, which is periodically reviewed by the Board.

Proceeds from public issue, rights issue, preferential issue, FCCB issue

During the year, the Company has not raised any funds from public issue, rights issue, preferential issue and FCCB issue.

Management Discussion and Analysis

Management Discussion and Analysis report forms part of the Directors' Report has been stated elsewhere in the report.

Means of Communication

Financial Results:

The Company intimates Un-audited as well as Audited financial results to the Stock Exchange i.e. BSE Limited, immediately after the Board meetings at which they are approved. The results of the Company are also published in at least one prominent national and one regional newspaper having wide circulation. Normally the results are published in The Financial Express (English) in all editions and Jansatta (Hindi). The financial results are also displayed on the Company's website www.raclgeartech.com

BSE Corporate Compliance & Listing Centre (the 'Listing Centre'):

BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance report, among others are filed electronically on the Listing Centre.

Financial Period: 1st April, 2016 to 31st March, 2017

For the Financial Year 1st April, 2016 to 31st March, 2017 Quarterly results were announced on:

- August 06, 2016.
- November 11, 2016.
- February 06, 2017.

For the Financial Year 1st April, 2016 to 31st March, 2017 Audited results were announced on:

- May 27, 2017.



News Release etc.

The official news releases etc. are displayed on the Company's website www.raclgeartech.com

Website

The website www.raclgeartech.com contains basic information about the company and contains a separate dedicated section 'INVESTORS' where Company's shareholders' information is available. Information required to be disseminated on the website as per Regulation 46 of Listing Regulations are available in their respective sections on the website of the Company. The full Annual Report, shareholding pattern and Corporate Governance Report and various policies etc. are also available in their respective sections on the said website.

CEO/ CFO Certification

In terms of Regulation 17(8) read with Part B of Schedule II of Listing Regulations, Mr. Gursharan Singh, Chairman & Managing Director and Mr. Dev Raj Arya, Whole-time Director & Chief Financial Officer have given annual certification on financial reporting and internal controls to the Board. The said annual certificate given by them is published in this report.

Compliance Certificate

Compliance Certificate for Corporate Governance from Statutory Auditors of the Company is annexed herewith.

The Board's Report (including Corporate Governance Report and Management Discussion and Analysis Report) has been placed before the Board at its meeting held on 14th August, 2017 and the same was approved.

General Shareholder Information

A Annual General Meeting (AGM)

Date	: Thursday, the 28 th day of September, 2017
Time	: 11:00 A.M.
Venue	: ROSE Garden, NH-10, Main Rohtak Road, Ghevra More, Delhi - 110 041, India

B Financial Calendar : April 1 to following March 31 period

Announcement of financial results for April 1, 2017 to March 31, 2018

- Quarter ending June 30, 2017 : Upto August 14, 2017
- Quarter ending September 30, 2017 : Upto November 14, 2017
- Quarter ending December 31, 2017 : Upto February 14, 2018
- Financial year ending on March 31, 2018 and for the fourth quarter ending on that date : Upto May 30, 2018

C Dates of Book Closure : From September 22, 2017 to September 28, 2017 (both days inclusive).

D Dividend Payment date : The Company is on the path of growth and considering the fund requirements for our future plans for up-gradation of plant & machinery / technology up-gradation, the Board of Directors considered it appropriate not to declare any dividend for the current year.

E Listing on Stock Exchange : BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001. India

F Listing Fee : Annual Listing Fee for the year 2016-17 and 2017-18, as applicable has been paid to the Stock Exchange.

G Company Identification Number : L34300DL1983PLC016136

H Stock Code/ Symbol

BSE Limited : 20073 for physical and 520073 for demat scrips

ISIN Number for NSDL and CDSL : INE704B01017

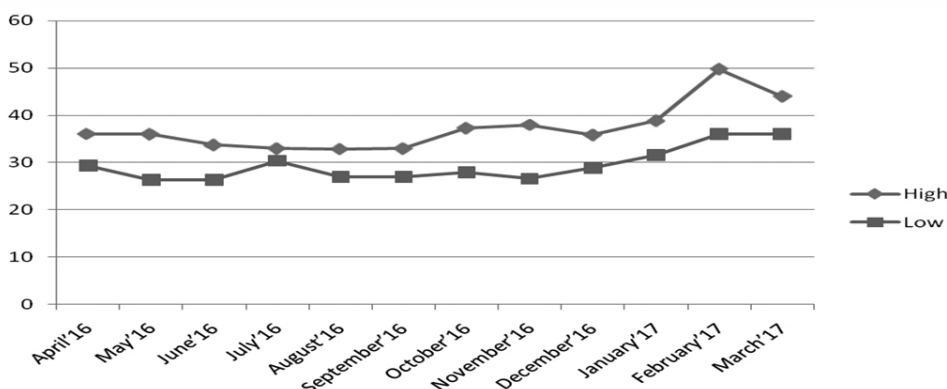
I Market Price Data

(a) Monthly High-Low price of Equity Shares at BSE and comparison with BSE Sensex :

Month	RACL Geartech Limited Share prices on BSE		S&P BSE SENSEX	
	High (Rs.)	Low (Rs.)	High	Low
April'16	36	29.3	26100.54	24523.20
May'16	35.95	26.3	26837.20	25057.93
June'16	33.7	26.3	27105.41	25911.33
July'16	33	30.35	28240.20	27034.14
August'16	32.8	27	28532.25	27627.97
September'16	32.95	27	29077.28	27716.78
October'16	37.25	27.9	28477.65	27488.30
November'16	37.95	26.55	28029.80	25717.93
December'16	35.8	28.9	26803.76	25753.74
January'17	38.8	31.5	27980.39	26447.06
February'17	49.65	36	29065.31	27590.10
March'17	43.9	36	29824.62	28716.21

(Source www.bseindia.com)

RACL Geartech Limited, High and Low Share prices on BSE



Performance in comparison to broad based indices such as BSE Sensex.

The shares of the company are not considered by the Stock Exchange in their index fluctuations.

J Shareholding pattern as on March 31, 2017

Sl. No.	Category	Number of Equity Shares held	Percentage(%)
1	Promoters Shareholding- REW T	3398637	34.22
	PICUP	1503300	15.14
	Individuals/other Bodies corporate (Including Person acting in concert)	185459	1.86
	Total Promoter's Holding (A)	5087446	51.22
2	Insurance Companies	-	-
3	Financial Institutions and Banks	500	0.01
4	UTI and other Mutual Funds	-	-
5	Foreign Institutional Investors	-	-
6	Corporate Bodies	431895	4.34
7	Non-resident Indians, Overseas Corporate Bodies and Foreign Nationals	1047110	10.54
8	General Public and NBFC	3253615	32.77
9	Others - Clearing Member	110734	1.11
10	Others - Trust	300	0.01
	Total Public Shareholding (B)	4844154	48.78
	Grand Total (A+B)	9931600	100

K Distribution of Holdings as on 31st March, 2017

Category	Number of Shareholders	(%) Percentage of Shareholders	Number of Shares	(%) Percentage of Shareholding
1-500	6419	87.751	1034790	10.419
501-1000	446	6.097	390950	3.936
1001-2000	189	2.584	296429	2.985
2001-3000	86	1.176	226504	2.281
3001-4000	26	0.355	93602	0.942
4001-5000	38	0.519	180129	1.814
5001-10000	66	0.902	490512	4.939
10001 and above	45	0.615	7218684	72.684
TOTAL	7315	100	9931600	100

L Share Transfer System

To expedite the process of share transfer, The Board of the Directors has delegated the powers for transfer/ Transmission/ Dematerialization/ Rematerialisation to the Committee of Directors i.e. Stakeholders Relationship Committee/ MAS Services Limited [Share Transfer Agents (RTA)]/Company Secretary. Which conduct the above activities and their reports is submitted to the Board of Directors on regular interval.

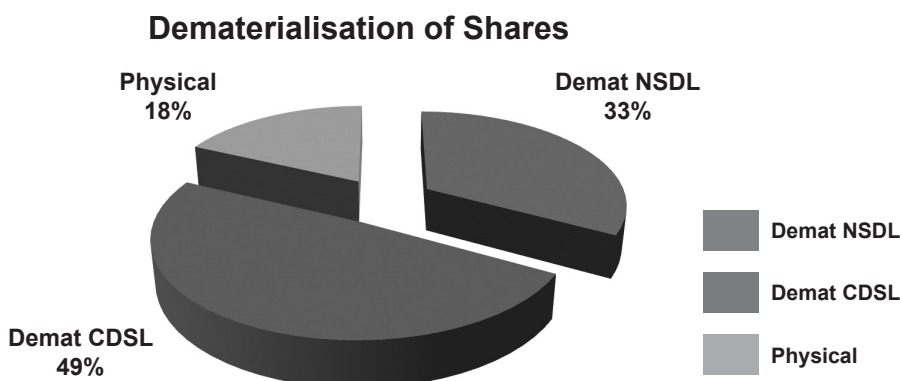
The Company has appointed MAS Services Limited as its Registrars and Share Transfer Agents. All share transfers and related operations/ matters are conducted and monitored by MAS Services Limited, which is registered with the SEBI.

The Company's Registrars, MAS Services Limited have adequate infrastructure to serve the shareholders and process the share transfers. In compliance with the Listing Regulations, every six months the share processing system is audited by a practicing Company Secretary and a Certificate to that effect is issued file with the Stock Exchange. The Company's scrip forms part of the SEBI's compulsory demat segment.

Investor correspondence should be addressed to the Registrars and Share Transfer Agents or the Company, as per contact details as given at the end of the Report.

M Dematerialisation of shares and liquidity

The Company's scrip forms part of the compulsory demat segment for all investors. To facilitate the investors in having an easy access to the Demat System, the Company has signed up with both the Depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The connectivity has been established through the Company's Registrars and Share Transfer Agents i.e. MAS Services Limited. As at March 31, 2017, a total of 8151556 equity shares of the Company, constituting 82.07% of the paid-up share capital, stand dematerialized and the remaining 17.93% in physical form.



N Share Capital Reconciliation Report

As stipulated by the SEBI, a qualified Practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted Capital with NSDL and CDSL and the total issued and listed capital. The Audit is carried out every quarter and the Report thereon is submitted to the Stock Exchange i.e. BSE Limited and is also placed before the Board of Directors. The Report inter-alia confirms the total listed and paid up share capital of the Company with the aggregate of the total dematerialised shares and those in the physical mode.

Unclaimed Shares

As on 31st March, 2017, the company does not have any unclaimed shares.

O Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, Conversion date and likely impact on Equity

The Company does not have any outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments.

P Commodity Price Risk/foreign exchange risk and hedging activities

Despite Company being a Net Foreign Exchange earner, it does not absolve the Company from Foreign Exchange Risk due to time difference of Inflows and Outflows.



Though the company has been in export business (sale of gears) but it always realizes the invoice value of its goods by way of bill discounting from RBL Bank Limited and IFCI Factors, has a natural hedging against Foreign Exchange Exposure. The Company does not over expose itself against foreign currency; however there is natural risk of minor exchange fluctuation and company keeps a close watch on the exchange rate movement.

Q Plant Locations of RACL Geartech Limited (Formerly Raunaq Automotive Components Limited)

The Company has plants/ manufacturing locations listed hereunder:

UNIT-I : A-3, Industrial Area, Gajraula,
District Amroha, Uttar Pradesh - 244223, India

UNIT-II : H-201, Sector-63, Noida
District Gautam Budh Nagar,
Uttar Pradesh -201307, India

R Address for Correspondence/ Investor Complaints

Registrar to an issue and Share Transfer Agents
MAS Services Limited
T-34, 2nd Floor, Okhla Indl. Area, Phase-II, New Delhi - 110 020
Tel: (011) 26387281 / 82 / 83
Fax: (011) 26387384 E-mail : info@masserv.com
Website: www.masserv.com

COMPANY

Registered Office:

RACL Geartech Limited
(Formerly Raunaq Automotive Components Limited)
15th Floor, Eros Corporate Tower, Nehru Place
New Delhi - 110 019
Tel. No.: (011) 66155129
Website: www.raclgeartech.com

Contact Person:

Mr. Hitesh Kumar
Company Secretary & Compliance Officer

Tel. No. : (011) 4588500
Fax No. : (011) 4588513
E-mail : investors@raclegeartech.com

**For and on behalf of the Board
For RACL Geartech Limited**

(Formerly Raunaq Automotive Components Limited)

**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@raclegeartech.com**

**Sd/-
Gursharan Singh
Chairman and Managing Director**

CEO & CFO CERTIFICATE

The Board of Directors,

RACL Geartech Limited

(Formerly Raunaq Automotive Components Limited)

We, Gursharan Singh, Chairman & Managing Director and Dev Raj Arya, Whole-time Director & Chief Financial Officer, certify that:

- a) We have reviewed the financial statements and cash flow statement for the financial year ended on March 31, 2017 and to the best of our knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, there are no transactions entered into by the Company during the financial year ended on March 31, 2017 which are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take, to rectify these deficiencies.
- d)
 - i. There has not been any significant change in internal control over financial reporting during the financial year ended on March 31, 2017;
 - ii. There has not been any significant change in accounting policies during the financial year ended on March 31, 2017, requiring disclosure in the notes to the financial statements; and
 - iii. We are not aware of any instance of significant fraud during the financial year ended on March 31, 2017 with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

for RACL Geartech Limited

(Formerly Raunaq Automotive Components Limited)

Sd/-

Gursharan Singh
Chairman & Managing Director

Sd/-

Dev Raj Arya

Place: Noida

Date: 14th August, 2017

Whole-time Director & Chief Financial Officer



DECLARATION BY THE MANAGING DIRECTOR

(Under regulation 34(3) read with schedule V of SEBI (Listing Obligations and Disclosure Requirements Regulations 2015)

I, Gursharan Singh, Chairman & Managing Director of RACL Geartech Limited (Formerly Raunaq Automotive Components Limited), hereby declare that all the members of the Board of Directors and the senior management personnel have affirmed compliance with the Company's "Code of Conduct for Directors and Senior Management Personnel" for the financial year ended on 31st March, 2017.

**For and on behalf of the Board
For RACL Geartech Limited**
(Formerly Raunaq Automotive Components Limited)

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

**Sd/-
Gursharan Singh
Chairman and Managing Director**

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

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of RACL Geartech Limited (Formerly Raunaq Automotive Components Limited)

We have examined the compliance of conditions of Corporate Governance by RACL Geartech Limited ("the Company"), for the year ended March 31, 2017, as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligation and Disclosure requirements) Regulations, 2015 ('the Regulations').

Management's responsibility

The Company's management also takes full responsibility of the compliance of conditions of Corporate Governance as stipulated in the Regulations.

Auditors' responsibility

Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the Compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We conducted our engagement in accordance with the 'Guidance Note on Audit Reports and Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India. Our responsibility is to certify bases on the work done.

Conclusion

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the aforementioned Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For and on behalf of

A. Sachdev & Co.,
Chartered Accountants
Firm Regn.No.001307C

Sd/-
B.K. AGARWAL
Partner
Membership No.90771

Place: Noida

Date: 14th August, 2017

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF RACL Geartech Limited
(Formerly Raunaq Automotive Components Limited)

Report on the (Standalone) Financial Statements

We have audited the accompanying financial statements of RACL Geartech Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Management and Board of Directors of the Company is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we enclosed in the annexure statement on the matters specified in paragraph 3 and 4 of the said Order to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e. There are no observations or comments on the financial transactions or matters which have any adverse effect on the functioning of the company.
 - f. On the basis of the written representations received from the directors as on 31st March, 2017 taken on record, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - g. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-A".
 - h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The company has no pending litigation which would impact its financial position;
 - ii. The company did not have any long-term contract including derivative contract for which there were any material foreseeable losses;
 - iii. There were no amount which were required by the company to be transferred to the Investor Education and Protection Fund.
 - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified bank notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management. (Refer Note No. 44 to the Financial Statements)

For A SACHDEV & CO.
Chartered Accountants
FRN 001307C

Sd/-

B.K. AGARWAL
Partner
M. No. 090771

Place: Noida
Date : 27th MAY, 2017

Annexure to the Independent Auditor's Report of RACL Geartech Limited for the Year ended as on 31st March , 2017**Annexure referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our report on even date:-**

- i. a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
b) According to the information and explanations given to us, the Fixed Assets have been physically verified by the management at the end of the financial year and all discrepancies have been properly dealt with in the Books of Accounts.
c) The title deeds of immovable properties are held in the name of the company.
- ii. The inventories, except for stocks lying with third parties where certificates confirming stocks have been received in respect of most of the stocks hold, have been physically verified by the management during the year at reasonable interval. According to information & explanations given to us, the discrepancies noticed on verification between the physical stock and books record, have been properly dealt with in the Books of Accounts.
- iii. According to information & explanations given to us, The Company has not granted any loans, secured or unsecured to companies, firms, limited liabilities partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, reporting under clause (a) to (c) of Para 3(iii) are not applicable.

The Company has been pursuing civil suit against Mr. JPS Kanwar for the recovery of Rs. 488.88 lacs outstanding against him and the same shall be deemed as income of the company as and when received.
- iv. The Company has not entered into any transaction in respect of loans, investments, guarantee and securities, which attracts compliance to the provisions of the sections 185 and 186 of the Companies Act, 2013. Therefore the paragraph 3(iv) of the Order is not applicable to the company.
- v. In our opinion and according to information and explanations given to us the Company has not accepted deposits in terms of the provisions of section 73 to 76 of the Companies Act, 2013 and rules framed there under. Therefore the paragraph 3(v) of the Order is not applicable to the company.
- vi. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013.
- vii. a) According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has been generally regular in depositing undisputed statutory dues including provident fund, employee state insurance, income tax, service tax, value added tax, cess and other statutory dues during the year with the appropriate authorities. As on 31st March 2017, there are no undisputed statutory dues payables for period exceeding for a period more than six month from the date they become payable.
b) According to the information and explanations given to us, there were no statutory dues pending in respect of income tax, sales tax, VAT, custom duty and cess etc. on account of any dispute.
- viii. In our opinion and according to information and explanations given to us the Company has not defaulted repayment of loans or borrowing to the banks, financial institutions and Government. Company has not raised any money by issue of debentures and has not borrowed any money from Financial Institution or Government.

- ix. Money raised by way of term loan were applied for the purpose for which it was raised. The Company has not raised money by way of initial public offer or further public offer.
- x. According to the information and explanation given to us by the management which have been relied by us, there were no frauds on or by the company noticed or reported during the period under audit.
- xi. In our opinion, the managerial remuneration paid or provided by the company are in accordance with the provision of section 197 read with Schedule V of the Companies Act 2013.
- xii. The company is not a Nidhi Company, therefore para 3(xii) of the Order is not applicable.
- xiii. In our opinion and according to the information provided to use, the transaction entered with the related parties are in compliance with section 177 and 188 of the Act and are disclosed in the financial statements as required by the applicable accounting standards.
- xiv. Company has not made any preferential allotment of shares or debentures during the year.
- xv. According to the information provided to us, the company has not entered into any non-cash transaction with directors or the persons connected with him covered under section 192 of the Companies Act 2013. Therefore, paragraph 3(xv) of the Order is not applicable to the company.
- xvi. According to the information provided to us, the company is not required to be registered under section 45IA of the Reserve Bank of India Act, 1934. Therefore, paragraph 3(xvi) of the Order is not applicable to the company.

For A SACHDEV & CO.
Chartered Accountants
FRN 001307C

Sd/-

B.K. AGARWAL
Partner
M. No. 090771

Place: Noida
Date : 27th MAY, 2017

Annexure-A

Annexure referred to in paragraph 2 under the heading “Report on Other Legal and Regulatory Requirements” of our report on even date:-

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of RACL Geartech Limited (“the Company”) as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for my / our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the

company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For A SACHDEV & CO.
Chartered Accountants
FRN 001307C

Sd/-

B.K. AGARWAL
Partner
M. No. 090771

Place: Noida
Date : 27th MAY, 2017

BALANCE SHEET AS ON 31st March, 2017

(Rs.in Lakhs)

	Note No.	"As at 31 st March, 2017"	"As at 31 st March, 2016"
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	1	993.16	993.16
Reserves and surplus	2	4,583.44	3,482.28
Non-current liabilities			
Long-term borrowings	3	953.67	765.01
Deferred tax liabilities (Net)	4	611.22	570.44
Other long terms liabilities	5	-	-
Long-term provisions	6	500.05	402.39
Current liabilities			
Short-term borrowings	7	1,732.21	1,585.17
Trade payables	8	1,565.96	1,405.59
Other current liabilities	9	683.00	1,295.58
Short-term provisions	10	229.13	188.40
TOTAL		11,851.84	10,688.02
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	11	7,001.24	6,182.02
Intangible assets		3.84	-
Capital work-in-progress	11	7.27	-
Intangible assets under development		-	-
Non-current investments		-	-
Deferred tax assets (net)		-	-
Long-term loans and advances	12	31.75	31.61
Other non-current assets		-	-
Misc Expenditure (to the extent not w/o)	13	264.55	262.62
Current assets			
Current investments			
Inventories	14	2,661.55	2,657.25
Trade receivables	15	1,082.53	854.96
Cash and cash equivalents	16	120.65	128.89
Short-term loans and advances	17	405.45	375.86
Other current assets	18	273.01	194.81
TOTAL		11,851.84	10,688.02

Significant Accounting Policies & notes to accounts are forming integral part of Balance sheet. As per our separate report of even date.

For A. Sachdev & Co.
Chartered Accountants
FRN 001307C

By Order of the Board
For RACL Geartech Ltd (formerly Raunaq Automotive Components Ltd.)

Sd/-
B.K AGARWAL
(Partner) M.No :90771

Sd/-
GURSHARAN SINGH
(Chairman & M.D.)

Sd/-
MADAN LAL
(Director)

Sd/-
ANIL SHARMA
(Director)

Sd/-
D.R. ARYA
(Director & CFO)

Sd/-
RAJ KUMAR KAPOOR
(Director)

Sd/-
RAKESH KAPOOR
(Director)

Place: Noida
Date : 27th May, 2017

Sd/-
NARINDER PAUL KAUR
(Director)

Sd/-
SHASHANK RAMESH ANIKHINDI
(Additional Director)

Sd/-
HITESH KUMAR
(Company Secretary)

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2017

(Rs.in Lakhs)

	Particulars	Note No.	2016-17	2015-16
I.	Revenue from operations	20	11,607.39	11,774.15
II.	Other income	21	70.50	40.49
III.	Total Revenue (I + II)		11,677.89	11,814.64
IV.	Expenses:			
	Cost of materials consumed	22	4,032.16	4,462.98
	Changes in inventories of finished goods work-in-progress and Stock-in-Trade	23	186.77	(28.26)
	Employee benefits expense	24	1,898.03	1,755.77
	Finance costs	25	506.56	555.81
	Depreciation and amortization expense	26	400.19	395.85
	Other expenses	27	4,063.56	4,103.67
	Total expenses		11,087.27	11,245.82
V.	Profit before exceptional and extraordinary items and tax (III-IV)		590.62	568.82
VI.	Exceptional items			
VII.	Profit before extraordinary items and tax (V - VI)		590.62	568.82
VIII.	Extraordinary Items			-
IX.	Profit before tax (VII- VIII)		590.62	568.82
X.	Tax expense:			
	(1) Current Tax			-
	Previous year Tax paid		(16.53)	-
	Tax payable		160.32	165.06
	Less: Mat credit entitlement		40.48	-
	(2) Deferred tax Assets/(Liabilities)	4	(103.31) (40.78)	(165.06) (33.61)
XI.	Profit (Loss) for the period from continuing operations (VII-VIII)		446.53	370.15
XII.	Profit/(loss) from discontinuing operations		-	-
XIII.	Tax expense of discontinuing operations		-	-
XIV.	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV.	Profit (Loss) for the period (XI + XIV)		446.53	370.15
XVI.	Earnings per equity share:			
	(1) Basic	28	4.50	3.73
	(2) Diluted		4.50	3.73

Significant Accounting Policies & notes to accounts are forming integral part of Balance sheet. As per our separate report of even date.

For A. Sachdev & Co.
Chartered Accountants
FRN 001307C

By Order of the Board
For RACL Geartech Ltd (formerly Raunaq Automotive Components Ltd.)

Sd/-
B.K AGARWAL
(Partner) M.No :90771

Sd/-
GURSHARAN SINGH
(Chairman & M.D.)

Sd/-
MADAN LAL
(Director)

Sd/-
ANIL SHARMA
(Director)

Sd/-
D.R. ARYA
(Director & CFO)

Sd/-
RAJ KUMAR KAPOOR
(Director)

Sd/-
RAKESH KAPOOR
(Director)

Place: Noida
Date : 27th May, 2017

Sd/-
NARINDER PAUL KAUR
(Director)

Sd/-
SHASHANK RAMESH ANIKHINDI
(Additional Director)

Sd/-
HITESH KUMAR
(Company Secretary)

SIGNIFICANT ACCOUNTING POLICIES AND NOTES FORMING PART OF ACCOUNTS

A BASIS FOR PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention in accordance with the applicable Accounting Standards and the provisions of the Companies Act, 2013, as adopted consistently by the Company. All income and expenditure having a material bearing on the financial statements is recognized on accrual basis except otherwise stated hereunder.

B GOING CONCERN DISCLOSURE

The accounts under consideration have been drawn up on going concern basis.

C REVENUE RECOGNITION

Revenue from sale of goods/services is recognized when the sale/services have been completed, with the passing of the title. Return of goods if any are recognized in the year of return. Turnover represents invoiced amount of goods sold and services including excise duty but excluding sales tax.

D FIXED ASSETS AND DEPRECIATION

- a) Fixed Assets are stated at cost less accumulated depreciation and impairment losses if any, except land which has been revalued during the year.
- b) Consequent to implementation of Companies Act, 2013 the Company has adopted the useful life of Assets specified in Schedule II of the said Act except Plant & machinery for which the useful life has been ascertained by a Technical Team of the company & the same has also been verified by the management of the company. Depreciation has been provided on Straight line method.

E INVENTORIES :

Valuation of Inventories are made as under :-

- i. Raw Material at cost
- ii. Work in progress is valued at factory cost.
- iii. Scrap materials are valued at net realizable value.
- iv. All other inventories are valued at cost or net realizable value whichever is lower.
- v. The cost formulae used is weighted average cost formulae & applicable excise has been added in the stock of Finished goods .

F FOREIGN CURRENCY TRANSACTIONS :

In respect of Export Sales in foreign currency, the sales are accounted for at the exchange rate prevailing as on the date of transaction. The receivables as on the Balance Sheet date are accounted for at the closing rate. Any difference arising due to exchange rate fluctuation is treated as revenue income /expense at the time the remittances are received. The accounting is in line with the AS- 11.

G EXCISE DUTY :

Excise duty is accounted for at the time of despatches. Excise duty realizable from customers is credited to Sales Account. Unutilized amount of Excise Duty Deposit is shown under Loans & Advances.

The provision for excise duty on the finished goods as on 31.03.2017 has been included in the closing stock of finished goods and the same amount of excise has been included in excise duty payable in current liabilities.

H EMPLOYEES BENEFITS :

Company's contributions paid/ payable during the year to Provident Fund and Employees' State Insurance Corporation (ESIC) are recognized in the Profit & Loss Account, Provident Fund contributions are made to a Trust administered by the company. The interest rate payable to the members of this trust shall not be lower than the statutory rate of interest declared by the Central Government under the Employees Provident Fund and Miscellaneous Provisions Act, 1952 and shortfall, if any, shall be made good by the company. The remaining contributions are made to a Government Administered Employee Pension Fund towards which the company has no further obligations beyond its monthly contributions.

Defined benefit contributions and other long term employee benefits are provided on the basis of actuarial valuation made at the end of each financial year. Actuarial gain or loss arising from such valuation are charged to revenue in the year in which they arise.

I DEVELOPMENT EXPENDITURE

The development expenditure includes the amount spent on development of prototype of samples in terms of the raw material consumed, consumption of major tools, loose tools and the amount spent in terms of machine hour rate multiplied by development time spent on individual machine.

J PROVISION FOR CURRENT AND DEFERRED TAX

- (i) Provision for Current tax is made with reference to taxable income computed for the accounting period for which the financial statements are prepared by applying the tax rates relevant to the respective "Previous Year". Minimum Alternate Tax (MAT) eligible for set-off in subsequent years (as per tax laws), is recognized as an asset by way of credit to the Profit and Loss Account only if there is convincing evidence of its realization. At each Balance Sheet date, the carrying amount of MAT Credit Entitlement receivable is reviewed to reassure realization.
- (ii) Deferred Tax resulting from "timing difference" between book and taxable profit for the year is accounted for using the current tax rates. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be adjusted in future. However, in case of deferred tax assets (representing unabsorbed depreciation or carry forward losses) are recognized, if and only if there is a virtual certainty that there would be adequate future taxable income against which such deferred tax assets can be realized.

K IMPAIRMENT OF ASSETS

The carrying amount of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of the assets exceeds the recoverable amount. An impairment loss is charged to the Profit and Loss Account in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

L EARNINGS PER SHARE (EPS)

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the year. For the purpose of calculating Diluted Earning per Share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential Equity Shares.

Notes on financial statements for the year ended 31st March , 2017

The previous year figures have been regrouped/reclassified, wherever necessary to conform to the current year presentation.

(Rs. in Lakhs)

1	Share Capital	As at 31 st March , 2017		As at 31 st March ,2016	
		Number	Rs in lacs	Number	Rs in lacs
	<u>Authorised</u>				
	Preference shares	-	-	-	-
	Equity Shares of ₹10/- each	20,000,000	2,000.00	20,000,000	2,000.00
	<u>Issued & Subscribed</u>				
	preference shares	-	-	-	-
	Equity Shares of ₹10/- each	10,940,000	1,094.00	10,940,000	1,094.00
	<u>Paid up</u>				
	preference shares	-	-	-	-
	Equity Shares of ₹10/- each	9,931,600	993.16	9,931,600	993.16
	<u>Subscribed but not fully Paid up*</u>				
	preference shares	-	-	-	-
	Equity Shares of ₹10/-each, not fully paid up				
	Total	9,931,600	993.16	9,931,600	993.16

* 10,08,400 equity shares were forfeited through Board Resolution passed in Board Meeting on 21st April, 2003.

1.2	Particulars	Number Equity Shares	
		31.03.2017	31.03.2016
	Shares outstanding at the beginning of the year	9,931,600	9,931,600
	Shares Issued during the year	-	-
	Shares bought back during the year	-	-
	Shares outstanding at the end of the year	9,931,600	9,931,600

1.3 List of shareholders having more than 5% of equity shares

Name of Shareholder	As at 31 st March , 2017		As at 31 st March ,2016	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
RACL Employee Welfare Trust	3,398,687	34.22	3,398,687	34.22
PICUP	1,503,300	15.14	1,503,300	15.14
Middle Ware Development Limited	1,000,000	10.07	1,000,000	10.07
Mr.Arender Kumar	-	-	1,000,000	10.07

1.4 No. of buyback of shares undertaken during the year. NIL

1.5 Unpaid Calls

By Directors	NIL	NIL	NIL	NIL
By Officers	NIL	NIL	NIL	NIL

1.6 There is only one class of shares of company (i.e Equity shares)

1.7 The company does not have any Holding ,Subsidiary or Associates of holding company.

1.8 Company has forfeited 1008400 equity shares of Rs. 10/- each (on 21.04.2003) and 1900000 convertible share warrants having paid up value of Re. 1/- each (on 19.04.2010).

(Rs. in Lakhs)

2 Reserves & Surplus	As at 31st March, 2017	As at 31st March, 2016
a. Capital Reserves		
Opening Balance	2.00	2.00
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	2.00	2.00
b. Capital Redemption Reserve		
Opening Balance	-	-
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	-	-
c. Securities Premium Account		
Opening Balance	181.50	181.50
Add : Securities premium credited on Share issue	-	-
Less : Premium Utilised for various reasons	-	-

Premium on Redemption of Debentures	-	-
For Issuing Bonus Shares	-	-
Closing Balance	181.50	181.50
d. Debenture Redemption Reserve		
Opening Balance	-	-
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	-	-
e. Revaluation Reserve		
Opening Balance	1,102.69	1,102.69
(+) Current Year Transfer (on land)	654.63	-
(-) Written Back in Current Year	-	-
Closing Balance	1,757.32	1,102.69
f. Share Options Outstanding Account		
Opening Balance	-	-
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	-	-
g. Share Forfeiture Account		
Opening Balance	41.95	41.95
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	41.95	41.95
h. Surplus		
Opening balance	2,154.14	1,783.99
(+) Net Profit/(Net Loss) For the current year	446.53	370.15
(+) Transfer from Reserves	-	-
(-) Proposed Dividends	-	-
(-) Interim Dividends	-	-
(-) Transfer to Reserves	-	-
(-) Depreciation	-	-
Closing Balance	2,600.67	2,154.14
Total	4,583.44	3,482.28

(Rs. in Lakhs)

3	<u>Long Term Borrowings</u>	As at 31st March, 2017	As at 31st March, 2016
	<u>Secured</u>		
	(a) Bonds/debentures	-	-
	(b) Term loans from banks	840.36	525.97
	(c) Deferred payment liabilities		
	(d) Deposits	-	-
	(e) Loans and advances from related parties	-	-
	(f) Long term maturities of finance lease obligations	-	-
	Sub Total-(A)	840.36	525.97
	In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (b) & (e)		
	1. Period of default	-	-
	2. Amount	-	-
	<u>Unsecured</u>		
	(a) Bonds/debentures	-	-
	(b) Term loans	-	-
	(c) Deferred payment liabilities	-	-
	(d) Deposits	-	-
	(e) Loans and advances from related parties	-	-
	(f) Long term maturities of finance lease obligations	-	-
	(g) Other loans and advances (specify nature)	113.31	239.04
	Sub Total-(B)	113.31	239.04
	Total-(A+B)	953.67	765.01

3.1 There has been no default in repayment of Bank loans and interest.

3.2 Secured term loans from Banks have been guaranteed by whole time directors.

3.3 **Maturity Profile of term loans & other loans are as set out below:** (Rs. in Lakhs)

	FY 2018-19	FY 2019-20	FY 2020-21	FY 2021-22	FY 2022-23
	331.21	268.87	245.24	103.10	5.25

3.4 Loans from Bank of India , Noida Branch and Indusind Bank Ltd are secured on paripassu basis in the following manners:

- First charge by way of hypothecation on entire Stocks and Book Debts of the company.
- First charge over entire Fixed Assets of the company excluding Land and Building & Vehicles (both present & future).
- Extension of EQM of company's land and building at Gajraula U.P.

The above loans are also secured by personal guarantee (joint & serveral) of Shri Gursharan Singh and Shri D.R.Arya.

(Rs. in Lakhs)

4	Deferred Tax liability (Net)	As at 31 st March, 2017	As at 31 st March, 2016
	Deferred tax liabilities on		
	Accumulated depreciation	703.24	635.34
	Bank & other charges	-	-
	Development Expenses	87.56	81.14
		790.80	716.48
	Less :		
	Deferred Tax assets on		
	Provision for gratuity & leave encashment	179.58	146.04
	Provision for Doubtful debts and advances	-	-
	Provision on Profit & loss on sale of Fixed Assets	-	-
	Net deferred tax liabilities	611.22	570.44

(Rs. in Lakhs)

5	<u>Other Long Term Liabilities</u>	As at 31 st March, 2017	As at 31 st March, 2017
	(a) Trade Payables	-	-
	(b) Others	-	-
	Total	-	-

(Rs. in Lakhs)

6	<u>Long Term Provisions</u>	As at 31 st March, 2017	As at 31 st March, 2017
	(a) Provision for employee benefits (Refer note no 24.1)		
	Superannuation (unfunded)		
	Gratuity (unfunded)	378.62	293.54
	Leave Encashment (unfunded)	121.43	108.85
	ESOP / ESOS	-	-
	(b) Others (Specify nature)	-	-
	Total	500.05	402.39

(Rs. in Lakhs)

7	Short Terms Borrowings	As at 31st March, 2017	As at 31st March, 2016
	<u>Secured</u>		
	(a) Loans repayable on demand		
	from banks	1,977.21	1,815.17
	:Less amount transferred from Cash Credit account to Fixed Deposit account	(245.00)	(230.00)
	(b) Loans and advances from related parties	-	-
	(c) Deposits	-	-
	(d) Other loans and advances (specify nature)	-	-
	Total	1,732.21	1,585.17
	In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (a) (b) & (d)		
	1. Period of default	NIL	NIL
	2. Amount	NIL	NIL
	<u>Unsecured</u>		
	(a) Loans repayable on demand	-	-
	(b) Loans and advances from related parties	-	-
	(c) Deposits	-	-
	(d) Other loans and advances (specify nature)	-	-
	Total		
	In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (a) (b) & (d)		
	1. Period of default	-	-
	2. Amount	-	-
	Total	1,732.21	1,585.17

7.1 Loans from Bank of India , Noida Branch and Indusind Bank Ltd are secured on paripassu basis in the following manners:

- First charge by way of hypothecation on entire Stocks and Book Debts of the company.
- First charge over entire Fixed Assets of the company excluding Land and Building & Vehicles (both present & future).
- Extension of EQM of company's land and building at Gajraula U.P.

The above loans are also secured by personal guarantee (joint & several) of Shri Gursharan Singh and Shri D.R.Arya.

(Rs. in Lakhs)

8	Trade Payables	As at 31 st March, 2017	As at 31 st March, 2016
	Due to SSIs	-	-
	Due to MSME	-	-
	Due to other than SSIs/MSME	1,250.48	700.26
	Add: Cheques issued but not present in the bank	315.48	705.33
	Total	1,565.96	1,405.59

(Rs. in Lakhs)

9	Other Current Liabilities *	As at 31 st March, 2017	As at 31 st March, 2016
	(a) Current maturities of long-term debt	427.19	657.29
	(b) Current maturities of finance lease obligations	-	-
	(c) Interest accrued but not due on borrowings	-	-
	(d) Interest accrued and due on borrowings	-	-
	(e) Advance received from customers	2.45	6.12
	(f) Unpaid dividends	-	-
	(g) Application money received for allotment of securities and due for refund #	-	-
	(h) Unpaid matured deposits and interest accrued thereon	-	-
	(i) Unpaid matured debentures and interest accrued thereon	-	-
	(j) Other payables	253.36	632.17
	Total	683.00	1,295.58

(Rs. in Lakhs)

10	Short Term Provisions	As at 31 st March, 2017	As at 31 st March, 2016
	(a) Provision for employee benefits		
	Salary & Reimbursements	148.00	118.16
	Contribution to PF		
	Gratuity (Funded)	42.45	33.92
	Leave Encashment (funded)	38.68	36.32
	Superannuation (funded)	-	-
	ESOP /ESOS	-	-
	(b) Others (Taxes payable)	-	-
	Total	229.13	188.40

11 (Rs.in lakhs)

	Gross Block						Accumulated Depreciation				Net Block	
	Balance as at 1 April 2016	Additions	Disposal	Revaluations/(Impairments)	Balance as at 31st March 2017	Balance as at 1 April 2016	Depreciation charge for the year	Adjustment due to revaluations	On disposals	Balance as at 31st March 2017	Balance as at 1 April 2017	Balance as at 31 March 2016
Fixed Assets												
Tangible Assets												
Land	1,144.37	654.63	-	-	1,799.00	-	-	-	-	-	1,799.00	1,144.37
Buildings	983.17	44.37	-	-	1,027.54	288.07	31.19	-	-	319.26	708.28	695.10
Plant and Equipment	7,181.48	559.81	374.03	-	7,367.26	3,068.03	347.18	-	310.99	3,104.22	4,263.04	4,113.45
Furniture and Fixtures	33.98	-	-	-	33.98	30.41	-	-	-	30.41	3.57	3.57
Vehicles	85.11	9.32	-	-	94.43	23.70	8.05	-	-	31.75	62.68	61.41
Office equipment	212.21	14.31	7.11	-	219.41	156.51	8.00	-	7.11	157.40	62.01	55.70
Electrical Installation	184.54	-	-	-	184.54	76.12	5.76	-	-	81.88	102.66	108.42
Total	9,824.86	1,282.44	381.14	-	10,726.16	3,642.84	400.18	-	318.10	3,724.92	7,001.24	6,182.02
Intangible Assets												
		3.84			3.84						3.84	
Capital Work In Progress												
	-	7.27	-	-	7.27	-	-	-	-	-	7.27	3.96
Total	9,824.86	1,293.55	381.14		10,737.27	3,642.84	400.18	-	318.10	3,724.92	7,012.35	6,185.98

(Rs. in Lakhs)

12	Long Term Loans and Advances	As at 31 st March, 2017	As at 31 st March, 2016
	a. Capital Advances	-	-
		-	-
	b. Security Deposits	31.75	31.61
	Secured, considered good		
	Unsecured, considered good		
	Doubtful		
	Less: Provision for doubtful deposits	-	-
	c. Loans and advances to related parties (refer Note 2)	-	-
	Total	31.75	31.61

(Rs. in Lakhs)

	As at 31 st March, 2017	As at 31 st March, 2016
Directors *	-	-
"Other officers of the Company **"	-	-
Firm in which director is a partner *	-	-
Private Company in which director is a member	-	-

(Rs. in Lakhs)

13	Misc Exp. to the extent not written off	As at 31 st March, 2017	As at 31 st March, 2016
	Total	264.55	262.62

(Rs. in Lakhs)

14	Inventories	As at 31 st March, 2017	As at 31 st March, 2016
	a. Raw Materials and components (Valued at Cost)	255.43	215.48
	Goods-in transit		
		255.43	215.48

b. Work-in-progress (Valued at Factory Cost) Goods-in transit	462.39	645.23
	462.39	645.23
c. Finished goods (Valued at cost or net realizable value whichever lower) Goods-in transit	94.57	98.33
	94.57	98.33
d. Stock-in-trade (Valued at _____) Goods-in transit	-	-
	-	-
e. Stores and spares (Valued at cost or net realizable value whichever is lower) Goods-in transit	341.37	335.28
	341.37	335.28
f. Loose Tools (Valued at cost or net realizable value whichever is lower) Goods-in transit	1180.58	1,027.89
	-	-
	1,180.58	1,027.89
g. Scrap	0.35	0.52
h. Jigs & fixtures	326.86	334.52
	327.21	335.04
Total	2,661.55	2,657.25

(Rs. in Lakhs)

15	Trade Receivables	As at 31st March, 2017	As at 31st March, 2016
	Trade receivables outstanding for a period less than six months from the date they are due for payment. Secured, considered good Unsecured, considered good Unsecured, considered doubtful Less: Provision for doubtful debts	1082.53 -	854.96 -
	Total	1,082.53	854.96
	Trade receivables outstanding for a period exceeding six months from the date they are due for payment Secured, considered good Unsecured, considered good Unsecured, considered doubtful	 -	 -

Less: Provision for doubtful debts	-	-
Total	-	-
Total	1,082.53	854.96

The company has taken an advance of Rs.2022.95 lakhs from RBL Ltd against trade receivable. The above figures are exclusive of RBL Ltd advances. The above advance is secured in following manner's:-

- Second Charge on the entire current movable & fixed assets of the company.
- Personal Guarantee of Mr. Gursharan Singh & Mr. D.R.Arya.

Trade Receivable stated above include debts due by:

(Rs.in Lakhs)

Particulars	As at 31 st March, 2017	As at 31 st March, 2016
Directors *	-	-
Other officers of the Company *	-	-
Firm in which director is a partner *	-	-
Private Company in which director is a member	-	-
Total	-	-

*Either severally or jointly

(Rs.in Lakhs)

16	Cash and cash equivalents	As at 31 st March, 2017	As at 31 st March, 2016
	a. Balances with banks*	2.28	38.73
	This includes:		
	Earmarked Balances (eg/- unpaid dividend accounts)		
	Margin money	113.23	84.41
	Security against borrowings	-	-
	Guarantees	-	-
	Other Commitments	-	-
	Bank deposits with more than 12 months maturity	-	-
	b. Cheques, drafts on hand	-	-
	c. Cash on hand*	5.14	5.75
	d. Others (specify nature)	-	-
	Total	120.65	128.89

16.1 The margin money on Letter of Credit is secured by pledging of Term Deposit Receipts to the schedule Bank.

(Rs. in Lakhs)

17	Short-term loans and advances	As at 31 st March, 2017	As at 31 st March, 2016
	a. Loans and advances to related parties		
	b. Others (specify nature)		
	Capital Advances		
	Balances with excise authorities & other authorities		
	Secured, considered good	94.88	79.97
	Unsecured, considered good		
	Balance with income tax Authorities(MAT)	98.34	138.82
	Unsecured, considered good		
	Total	405.45	375.86

(Rs. in Lakhs)

Short-term loans and advances	As at 31 st March, 2017	As at 31 st March, 2016
Directors *	-	-
Other officers of the Company *	-	-
Firm in which director is a partner	-	-
Private Company in which director is a member	-	-
Total	-	-

*Either severally or jointly

(Rs. in Lakhs)

18	Other current assets (specify nature)	As at 31 st March, 2017	As at 31 st March, 2016
	Advance recoverable in cash or kind or value to be received	273.01	194.81
	Total	273.01	194.81

(Rs. in Lakhs)

19	Contingent liabilities and commitments (to the extent not provided for)	As at 31 st March, 2017	As at 31 st March, 2016
	(i) Contingent Liabilities		
	(a) Claims against the company not acknowledged as debt	-	-
	(b) Guarantees	-	-
	(c) Outstanding amount of letter of Credit	-	-
	Total	-	-
	(ii) Commitments		
	(a) Estimated amount of contracts remaining to be executed on capital account and not provided for	-	-
	(b) Uncalled liability on shares and other investments partly paid	-	-
	(c) Other commitments (specify nature)	-	-
	Total	-	-
	Total	-	-

20	Revenue from operations	(Rs. in Lakhs)	
	Particulars	2016-17	2015-16
	Sale of products-Domestic	6345.71	6191.88
	Sale of products-Export	5558.19	5899.40
	Sale of services	-	-
	Other operating revenues	466.29	441.48
	Less:		
	Excise duty	(762.80)	(758.61)
	Total	11,607.39	11,774.15

21	Other income		
	Particulars	2016-17	2015-16
	Interest on deposits	7.16	4.46
	Dividend Income	-	-
	Net gain/loss on sale of investments	-	-
	Other non-operating income	63.34	36.03
	(net of expenses directly attributable to such income)		
	Total	70.50	40.49

22 Cost of Raw Material & Packing Material consumed

Particulars	2016-17	2015-16
Opening stock	215.48	237.98
Add:Purchases	4072.11	4,440.48
Less: Closing stock	(255.43)	(215.48)
Total	4,032.16	4,462.98

23 Change in inventories

Particulars	2016-17	2015-16
Closing Stock		
Finished stock	94.57	98.33
Material in transit	-	-
Work in progress	462.39	645.23
Scrap	0.35	0.52
	557.31	744.08
Less:		
Opening Stock		
Finished stock	98.33	197.43
Material in transit	-	3.31
Work in progress	645.23	514.60
Scrap	0.52	0.48
	744.08	715.82
(Inc)/dec in stock	186.77	(28.26)

(Rs. in Lakhs)

24 Employee Benefits Expense	2016-17	2015-16
(a) Salaries and incentives	1512.35	1,427.98
(b) Contributions to Provident Fund	28.32	24.75
(c) Gratuity fund contributions	139.74	118.43
Directors Remuneration	112.85	113.60
(e) Social security and other benefit plans for overseas employees	-	-
(f) expense on Employee Stock Option Scheme (ESOP) and Employee Stock Purchase Plan (ESPP),	-	-
(g) Staff welfare expenses	104.77	71.01
Total	1,898.03	1,755.77

24.1 Details in respect of Gratuity and Leave Encashment are as under : (Rs. in Lakhs)

Liability to be recognized in Balance Sheet as at 31.03.2017	Gratuity	Leave Encashment	Gratuity	Leave Encashment
Fair Value of Plan Assets	421.07	160.11	327.46	145.17
Net Assets / (Liability)	(421.07)	(160.11)	(327.46)	(145.17)

Reconciliation of Opening and Closing Balances of obligation

Change in defined Benefit Obligation

Obligation as at 01.04.2016	327.46	145.17	279.73	94.68
Current Service Cost	21.75	9.42	16.82	10.77
Interest Cost	28.07	11.45	24.35	9.62
Actuarial Losses / (Gain)	62.18	(1.68)	17.94	39.06
Benefit Paid	(18.39)	(4.25)	(11.38)	(8.96)
Obligation as at 31.3.2017	421.07	160.11	327.46	145.17

Expenditure to be recognized during the year

Current Service Cost	21.75	9.42	16.82	10.77
Interest Cost	28.07	11.45	24.35	9.62
Expected Return on Plan Assets	62.18	(1.68)	17.94	39.06
Net Actuarial Losses/(Gain) Recognized during the year	112.00	19.19	59.11	59.45
Total expenditure included in "Employees Emoluments"				
Assumptions				
Discount Rate (per annum)	7.50%	8.00%	7.50%	8.00%
Expected Rate of Return on Assets (per annum)	6.00%	5.00%	6.00%	5.00%
Salary Escalation Rate	0.00%	0.00%	0.00%	0.00%

Finance cost

(Rs. in Lakhs)

25 Particulars	2016-17	2015-16
Interest expense	331.24	271.29
Other borrowing costs	175.32	284.52
Total	506.56	555.81

Depreciation and Amortisation

26	Particulars	2016-17	2015-16
	Depreciation As per Note 11	400.19	395.85
	Less: Adjusted from Reserve & Surplus	-	-
	Total	400.19	395.85

Other Expenses

27	Particulars	2016-17	2015-16
	Stores & Spares consumed	397.67	377.55
	Loose Tools consumed	463.98	444.93
	Power,Oil & Lubricants & LPG for furnance	1,077.09	1,145.19
	Repairs & Maint.(Plant & Machinery)	140.43	127.97
	Outside vendoring	1,102.06	1,086.26
	Others	212.41	174.41
		3,393.64	3,356.31
	Less : Transferred to Development Expenses	(41.90)	(28.67)
	Sub Total (A)	3,351.74	3,327.64

(Rs. in Lakhs)

ADMINISTRATIVE, SELLING & OTHER EXPENSES	2016-17	2015-16
Travelling & Conveyance	58.85	58.24
Vehicle Running & Maintenance	55.54	75.83
Telephone, Telex & Communication	22.62	22.11
Repairs & Maintenance :		
- Building	3.86	6.64
- Others	0.12	2.14
Freight & Forwarding	83.33	108.18
Rent	80.38	51.74
Printing & Stationery	7.84	7.25
Discount on sales/Warranty claims	7.84	26.49
Electricity & Water	10.65	7.15
Auditors Remuneration	1.50	1.25
Bad Debts W/off	-	5.01
Misc. Expenses	326.77	359.87
Misc.Expenses written off	52.52	44.13
Sub Total (B)	711.82	776.03
Total (A+B)	4,063.56	4,103.67

(Rs. in Lakhs)

28	Earning Per Share	2016-17	2015-16
	Net profit after tax as per statement of Profit & Loss attributable to Equity Shareholder	446.53	370.15
	Weighted average no of shares	9931600	9931600
	Nominal Value of Shares	10	10
	Basic Earning Per Share	4.50	3.73

29	Expenditure in Foreign currency	2016-17	2015-16
	Raw Material /Tools	122.60	63.25
	foreign Travelling	24.30	31.23

30 Payment to Statutory Auditors

Payments to the auditor as	2016-17	2015-16
a. auditor	1.50	1.25
b. for taxation matters	-	-
c. for company law matters	-	-
d. for management services	-	-
e. for other services	-	-
f. for reimbursement of expenses	-	-
Total	1.50	1.25

31	Earnings in Foreign currency	2016-17	2015-16
	Export of goods on CIF basis	5558.19	5899.40

32 Where in respect of an issue of securities made for a specific purpose, the whole or part of the amount has not been used for the specific purpose at the balance sheet date, Indicate below how such unutilized amounts have been used or invested.

NIL

33 Major expenditure on development of new components, where the benefit of such work is expected to accrue over an extended period and is not exhausted during the period covered by the Profit & Loss Account is treated as deferred revenue expenditure and written off over a period of five years. Accordingly 20% of such expenditure has been charged to revenue account and balance carried over to be charged in the subsequent years.

34 The company has been pursuing the civil suit against Mr. JPS Kanwar for the recovery of Rs.488.88 lacs & the same shall be deemed to be income of the company as & when received.

- 35 The Company has initiated the process of obtaining confirmation from suppliers who have registered themselves under the Micro Small Medium Enterprises Development Act, 2006 (MSMED Act, 2006). Further no interest during the year has been paid or payable under the terms of the MSMED Act, 2006.
- 36 The company had sent balance confirmation letters to the customers. The company has received balance confirmations from some of the parties.

37 Consumption of Raw Material (Rs. in Lakhs)

	As at 31st March, 2017		As at 31st March ,2016	
	Numbers	Value	Numbers	Value
Forging (Bought Out)	4,300,149.00	3,376.49	4,383,627.00	3,869.08
Steel (Bought Out)(In Kgs)	859,165.749	474.26	693,211.36	389.92

38	CIF Value of Imported Machines/Spares	As at 31st March 2017	As at 31st March 2016
	Machine/Spare Part	283.77	187.21

- 39 In the opinion of the Board of Directors, Current Assets Loans and Advances shall have a value on realization,value on realization, in the ordinary course of business at least equal to the amount at which they are stated in the balance sheet.
- 40 Accounting Standard 17 that relates to segmental reporting is not applicable as the company does not have any identifiable segment as defined in Accounting Standards. Moreover, the company deals only in the automotive components meant for two wheeled, three wheeled and four wheeled vehicles.
- 41 Accounting Standard 19 for lease accounting is not applicable as there were no lease transaction.
- 42 Previous year figures has been regrouped/rearranged.

43 RELATED PARTY DISCLOSURE

- (i) As per Annexure
- (ii) As per Annexure

Annexure - 43 (i)

Details of KMP		
	Name of KMP	Designation
1	Mr. Gursharan Singh,	Chairman & Managing Director
2	Mr. Dev Raj Arya,	Director & CFO
3	Mr. Hitesh Kumar,	Company Secretary

	Nmae of Relatives	Relations
1	Mrs. Narinder Paul Kaur	Wife of Mr. Gursharan Singh,
2	Ms. Ravnita Singh	Daughter of Mr. Gursharan Singh,
3	Mr. Prabh Mehar Singh	Son of Mr. Gursharan Singh,

Annexure 43 (ii)

Transaction carried out with related parties referred in 43 (i), in ordinary course of Business:

Particulars	Subsidiary Companies		Joint Venture		Associates		Key Managerial Personnel (KMP)		Relatives of KMP		Enterprises over which KMP & their relatives have significant influence		Grand Total	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Remuneration & Perks							120.67	123.61	19.80	13.33	-	-	140.47	136.94
Directors Sitting Fees							-	-	0.90	0.85	-	-	0.90	0.85
Investment in Share Capital/ Share application money														
Purchase of Goods/ Services														
Sale of Goods/Services														
Rent received														
Advance received for sale of investment														
OUTSTANDINGS														
Receivables														
Payable														

Disclosure in respect of Material Related Party transactions during the year:

1. Remuneration & Perks include payment to Mr. Gursharan Singh, Chairman & Managing Director Rs.76.45 Lakhs (Prev. Year Rs.79.35 Lakhs), Mr. Dev Raj Arya, Director & CFO Rs.39.65 lakhs(Prev. Year Rs.41.05 Lakhs) , Mr. Hitesh Kumar, Company Secretary Rs. 4.57 lakhs (Prev.Year Rs.3.21 lakhs), KMP's of the Company .
2. Remuneration & Perks paid to Mrs. Narinder Paul Kaur (as retainership fees). Rs.10.80 Lakhs (Prev. Year Rs.7.20Lakhs), Ms. Ravnita Singh Rs. 1.91 lakhs, Date of Cessation 31.07.2016 (Prev. Year Rs. 5.49 Lakhs) and Mr. Prabh Mehar Singh Rs. 7.09 lakhs (Prev. Year Rs.0.64 lakhs), Relatives of KMP.
3. Director Sitting Fees is Paid to Mrs. Narinder Paul Kaur, Non executive Director Rs. 0.90 lakhs (Prev. Year Rs.0.85 lakhs)

44 The details of Specified Bank Notes (SBN) held and transacted during the period from 08th November 2016 to 30th December 2016.

Particulars	SBNs (Rs.)	Other denomination notes (Rs.)	Total (Rs.)
Closing cash in hand as on 08.11.2016	2,11,000	136,744	347,744
(+) Permitted receipts	37,500	1,458,349	1,495,849
(-) Permitted Payments	0	15,01,079	1,501,079
(-) Amount deposited in Banks	246,500	0	246,500
Closing cash in hand as on 30.12.2016	2,000	94,014	96,014

RACL Geartech Limited (Formerly Raunaq Automotive Components Limited)
CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

(Rs. in Lakhs)

	Year ended 31 st Mar, 2017	Year ended 31 st Mar, 2016
A) CASH FLOW FROM OPERATING ACTIVITIES:		
NET PROFIT BEFORE TAX AND EXTRAORDINARY ITEMS	590.62	568.82
Adjustments for:		
Depreciation	400.19	395.85
Miscellaneous expenses written off	52.52	44.13
Interest	506.56	555.81
Operating Profit before Working Capital Changes	1,549.89	1,564.61
Changes in Working Capital		
Decrease/(Increase) in Inventories	(4.30)	(137.48)
Decrease/(Increase) in Sundry Debtors	(227.57)	839.97
Decrease/(Increase) in Loan & Advances	(78.20)	(51.20)
(Decrease)/Increase in Current Liabilities	(411.48)	(433.17)
Cash Generated From Operations	828.34	1,782.73
Interest paid	(506.56)	(555.81)
Cash Flow before Extraordinary Items	321.78	1,226.92
Tax paid during the Year	(144.09)	(198.67)
Net Cash Flow from Operating Activities	177.69	1,028.25
B) CASH FLOW FROM INVESTING ACTIVITIES:		
Inflow/(Out flow)		
Purchase of Fixed Assets(Net)	(575.89)	(578.14)
Development Expenses	(54.45)	(86.11)
Net Cash Flow from investing Activities	(630.34)	(664.25)
C CASH FLOW FROM FINANCING ACTIVITIES:		
Inflow/(Outflow)		
Repayment of Long Term Borrowings	-	-

(Decrease)/Increase in Non-current liabilities	327.10	(53.84)
(Increase)/Decrease fresh share issued	-	-
Increase/(Decrease) in Cash Credit Utilisation	147.04	(331.17)
(Increase)/Decrease loan for short term & long term advances	(29.73)	51.54
Increase/(Decrease) in long term liabilities	-	-
Loan from Car finance Co	-	-
Net cash flow from financing activities	444.41	(333.47)
D. NET (INC.)/DEC. IN CASH AND CASH EQUIVALENT: (A+B+C)	(8.24)	30.53
Opening Balance of Cash and Cash Equivalents	128.89	98.36
Closing Balance of Cash and Cash Equivalents	120.65	128.89

We have verified the above cash flow statement of RACL Geartech Ltd (Formerly Raunaq Automotive Components Ltd. Audited Financial Statements for the year ended 31st March, 2017 and found the same in accordance therewith and also with the requirement of clause 32 of the listing agreement with Stock Exchanges.

For A. Sachdev & Co.
Chartered Accountants
FRN 001307C

By Order of the Board
For RACL Geartech Ltd (formerly Raunaq Automotive Components Ltd.)

Sd/-
B.K AGARWAL
(Partner) M.No :90771

Sd/-
GURSHARAN SINGH
(Chairman & M.D.)

Sd/-
MADAN LAL
(Director)

Sd/-
ANIL SHARMA
(Director)

Sd/-
D.R. ARYA
(Director & CFO)

Sd/-
RAJ KUMAR KAPOOR
(Director)

Sd/-
RAKESH KAPOOR
(Director)

Place: Noida
Date : 27th May, 2017

Sd/-
NARINDER PAUL KAUR
(Director)

Sd/-
SHASHANK RAMESH ANIKHINDI
(Additional Director)

Sd/-
HITESH KUMAR
(Company Secretary)



RACL Geartech Limited
(Formerly Raunaq Automotive Components Limited)



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, Ghevra 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.



RACL Geartech Limited
(Formerly Raunaq Automotive Components Limited)



TS 16949-2009
TS 518901-000



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

Dear Shareholder,

SUB: Registration / Updation of e-Mail address for receipt of communication / documents through electronic mode

We draw your attention to our earlier communications requesting you to register your email address with the Company / Depository Participant(s) so that the Annual Reports, Financial Statements, Notices and any communication can be sent to you through electronic mode. We notice from our records that you are yet to register your email address with the company.

We once again request you to register / update your email address in the manner explained below and support the 'Green Initiative' launched by the Ministry of Corporate Affairs, The same will be deemed to be your registered email address for serving Notices/ Financial Statements / Annual Reports / documents and any other correspondence including those covered under Sections 134 and 136 of the Companies Act, 2013.

If you hold shares in:

- a) Electronic form – Please intimate / update your email address to your Depository Participant (s).
- b) Physical form – Please intimate / update your email address by sending a duly signed letter quoting the name of first / sole holder and folio no.(s) to the Registrars and Share Transfer Agents of the Company or to the Company's Investor Relations Department, at the address given hereunder:

Registrars and Share Transfer Agents

MAS Services Limited

T-34, 2nd Floor, Okhla Indl. Area, Phase-II,
New Delhi - 110 020
Tel: (011) 26387281 / 82 / 83
Fax: (011) 26387384
E-mail : info@masserv.com
Website: www.masserv.com

Company

RACL Geartech limited

(Formerly Raunaq Automotive Components Limited)
Investor Relations,
Secretarial Department,
15th Floor, Eros Corporate Tower,
Nehru Place, New Delhi – 110019, India
E-mail : investors@raclgeartech.com



website www.raclgeartech.com We would like to clarify that even after registering your email address as above, you may still request for a physical copy of above referred communication and the same will be sent to you free of cost. Also, all such documents will also be available on the Company's website www.raclgeartech.com

In view of the many benefits of holding securities in electronic form, we urge you to dematerialize your shares, in case you hold the same in physical form, by approaching the Depository Participant(s) of your choice.

Yours sincerely,

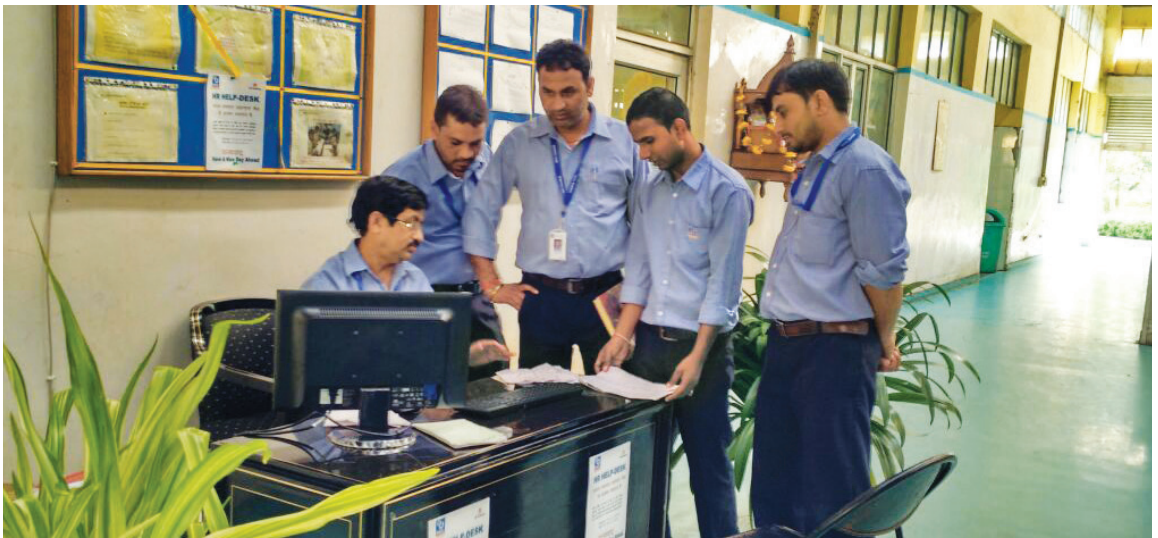
HITESH KUMAR
(COMPANY SECRETARY & COMPLIANCE OFFICER)

HR INITIATIVES



We, at RACL Geartech limited, firmly believe in employee satisfaction and motivation through various employee connected interventions. We have started with the concept of **“HR HELP-DESK”**. It is a platform designed to hear employee’s concerns pertaining to admin related queries. It is a first of its kind concept wherein the employees can directly interact with the HR team without having to wait for their availability. The representatives from HR department are available at the shop floor every day on a pre set schedule.

The HR team closely monitors the issues recorded at the helpdesk and works proactively to ensure that it gets resolved without unforeseen delays.



WINNING MOMENTS



CMD & CFO with Noida Plant Team

Best Vendor for Delivery Adherence

RACL bagged the **“Best Vendor for Delivery Adherence”** award from Yamaha Motor. This is the second consecutive year that Yamaha Motor selected us for its award out of its pool of suppliers, acknowledging RACL’s commitment to provide consistent and high-performance solutions. The award was presented by Officials of Yamaha in vendors meet held on 28th February, 2017, at Greater Noida.

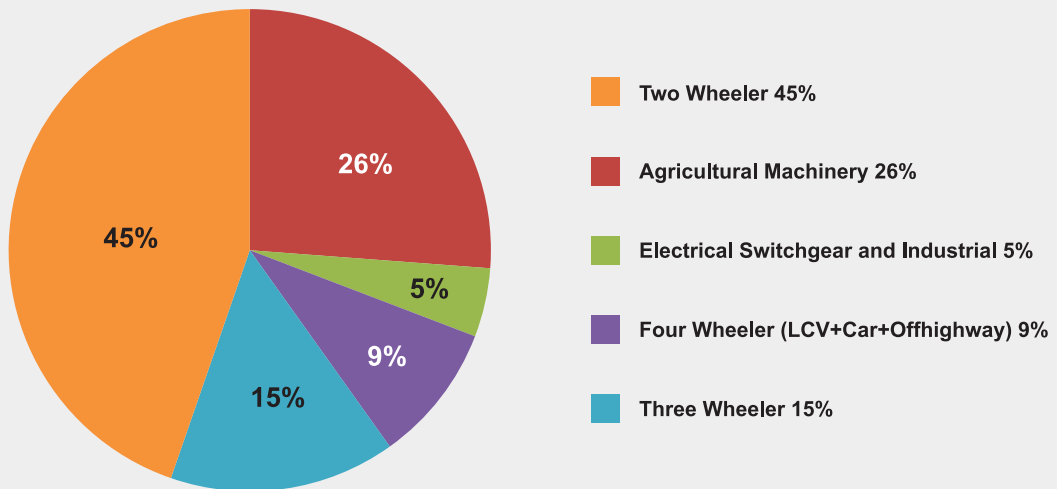


CMD with participants at Event (Japan)

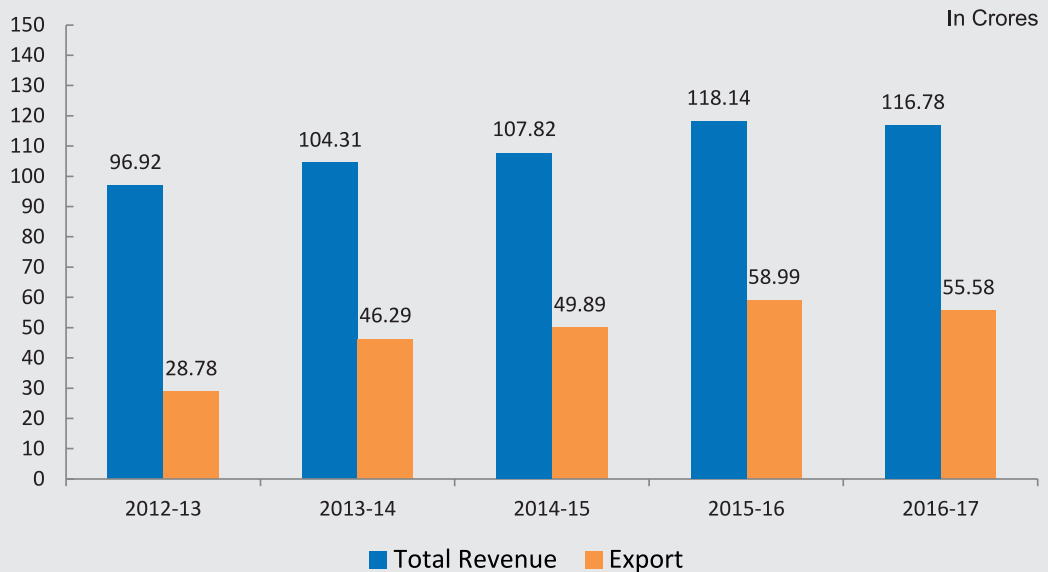
Kaizen Journey

RACL won Bronze Trophy in the Kaizen world-cup, an inter country competition between the suppliers of Kubota in Japan held on 25th January, 2017. 13 Teams from 8 different countries participated in the event. Our team which was representing India came third and was awarded with a Bronze Trophy.

Business Segment Financial Year 2016-17



Total Revenue & Export Performance (Last 5 Years)





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New Delhi-110019, India