



## NOTICE

### TO THE MEMBERS OF THE COMPANY

**NOTICE** is hereby given that the 49<sup>th</sup> Annual General Meeting (AGM) of the Members of Raunaq International Limited will be held as under:

Day : Friday  
Date : 29<sup>th</sup> August, 2014  
Time : 11:30 A.M.  
Venue : HUDA Convention Centre  
Sector-12  
Faridabad-121007 (Haryana)

to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited accounts of the Company for the year ended March 31, 2014 together with Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To re-appoint M/s V.P. Jain & Associates (ICAI Registration No. 015260N), Chartered Accountants, as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the third consecutive Annual General Meeting of the Company in the calendar year 2017 (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General meeting) and fix their remuneration.

#### SPECIAL BUSINESS:

4. To consider appointment of Mr. V.K. Pargal, Director of the Company, as an Independent Director on the Board of the Company and if thought fit, pass the following resolution as **Ordinary Resolution**, with or without modification(s):

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. V.K. Pargal (holding DIN 00076639), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. V.K. Pargal as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the 54<sup>th</sup> Annual General meeting of the Company in the calendar year 2019."

5. To consider appointment of Mr. Satya Prakash Mangal, Director of the Company, as an Independent Director on the Board of the Company and if thought fit, pass the following resolution as **Ordinary Resolution**, with or without modification(s):

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Satya Prakash Mangal (holding DIN 01052952), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Satya Prakash Mangal as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the 54<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019."

6. To consider and approve the payment of remuneration to Mr. Sachit Kanwar, Joint Managing Director of the Company, for further period of 2 (Two) years w.e.f 1<sup>st</sup> June, 2014 of his present tenure and if thought fit, pass the following resolution(s) as **Special Resolution**, with or without modification(s):

**"RESOLVED THAT** pursuant to the provisions under Section 196, 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") including any statutory amendments, modifications or re-enactment thereof and subject to the approval of the Central Government, if required in case the Company approaches the Central Government for the proposed remuneration over and above the minimum remuneration as per Schedule V, and further subject to such other requisite approvals, as may be required in this regard, the consent of the Shareholders be and is hereby accorded for the payment of remuneration to Mr. Sachit Kanwar, Joint Managing Director of the Company for a further period of 2 (Two) years of his tenure w.e.f. 1<sup>st</sup> June, 2014 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement which forms part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the remuneration as set out in the explanatory statement which forms part of this resolution, payable to Mr. Sachit Kanwar, Joint Managing Director for a further period of 2 (Two) years of his tenure w.e.f. 1<sup>st</sup> June, 2014, is subject to the condition that:

- a. the total remuneration payable in any financial year by way of salary, perquisites, commission and other allowances shall not exceed the overall limit of five percent (5%) of the net profits of the Company as applicable to each of the Managing/Whole-time Directors of the Company and/or ten percent (10%) of the net profits of the Company for all Managing/Whole-time Directors in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V including any statutory amendments, modifications or re-enactments thereof, as may be made thereto and for the time being in force or

**Registered Office:** 20 K.M. Mathura Road, P.O. Amar Nagar, Faridabad -121003, Haryana

**Tel.:** +91 (129) 4288888, **Fax:** +91 (129) 4288823-22 **E-mail:** [info@raunaqintl.com](mailto:info@raunaqintl.com), **Website:** [www.raunaqinternational.com](http://www.raunaqinternational.com)

**CIN:** L51909HR1965PLC034315

- b. if the Remuneration exceeds the limits as prescribed in the provisions of Section 197, 198 and Schedule V of the Companies Act, 2013, the remuneration payable shall be specifically approved by the Central Government.

**RESOLVED FURTHER THAT** notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequacy of profits in any financial year, the salary, perquisites and statutory benefits (except commission), as set out in the explanatory statement which forms a part of this resolution, be paid as minimum remuneration to Mr. Sachit Kanwar, Joint Managing Director subject to the approval of Central Government, if required.

**RESOLVED FURTHER THAT** in absence of the approval of the Central Government for the payment of the remuneration to Mr. Sachit Kanwar, Joint Managing Director exceeding the limits specified in Section 197, 198 and Schedule V of the Companies Act, 2013, as amended from time to time, he shall be entitled to draw remuneration within the limits prescribed in Section 197, 198 and Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

7. To consider and approve increase in Borrowing powers of the Company and if thought fit, pass the following resolution as **Special Resolution**, with or without modification(s):

"**RESOLVED THAT** in supersession of earlier resolution passed at the Extra Ordinary General Meeting of the Company held on 22<sup>nd</sup> November, 1994 and pursuant to the provisions of Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the shareholders be and is hereby accorded to the Board of Directors to borrow moneys from time to time for the purpose of the Company from the financial institutions, Company's bankers and /or from any person or persons, firms, bodies corporate, whether by way of loans, advances, deposits, bills discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount of moneys borrowed at any time shall not exceed Rs. 100 Crores (Rupees One Hundred Crores Only)."

By order of the Board



**Kaushal Narula**  
Company Secretary

Place: Faridabad  
Date: July 29, 2014

**NOTES:**

1. **A Member entitled to attend and vote at the Annual General Meeting (the Meeting) is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such proxy(ies) need not be a Member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument appointing proxy(ies) must, however, be deposited at the Registered Office of the Company, duly completed and signed, not less than forty-eight hours before commencement of the Meeting. Proxy(ies) submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.**

**2. NO GIFTS OR COUPONS SHALL BE DISTRIBUTED AT THE MEETING.**

3. Members/Proxies are requested to submit the enclosed Attendance Slip duly filled in and signed at the entrance of the venue for attending the Meeting. Members who hold shares in dematerialized form are requested to mention their Client ID and DP ID details and those who hold shares in physical form are requested to write Folio number in the attendance slip. **No Attendance Slip shall be issued at the Meeting.**
4. The Register of Members and the Share Transfer Books of the Company shall remain closed from 26<sup>th</sup> August, 2014 to 29<sup>th</sup> August, 2014 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the Meeting.
5. Dividend on the Equity Shares, if declared at the Meeting, will be paid to the Members whose names appear in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company or its Registrars on 25<sup>th</sup> August, 2014.

In respect of shares held in electronic form, the dividend will be paid to those 'beneficiaries' whose name appear on the statements of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose, at the end of the business hours on 25<sup>th</sup> August, 2014. Dividend shall be paid on or before 25<sup>th</sup> September, 2014. No income tax shall be deducted at the source from the dividend amount.

6. The Non Resident Indian Shareholders are requested to inform the Company immediately about:
- a. The change in residential status on return to India for permanent settlement.
- b. The particulars of NRO Bank Account in India, if not furnished earlier.
7. Members are requested to intimate their dividend mandates like Bank account number, type and Bank address(es) in which they intend to deposit the warrant(s) by a duly signed letter. The Bank details can also be printed on the warrants to avoid any incidence of fraudulent encashment.

The change in address, nomination etc, if any, to be effective must reach to the Registrar & Transfer Agent or the Registered Office of the Company by 25<sup>th</sup> August, 2014. (Relevant Forms for nomination and updation of Shareholders information are enclosed at the end of the Annual Report).

8. Members seeking any further clarification/information relating to the Annual Accounts are requested to write at the Registered Office of the Company at least ONE WEEK before the date of the Meeting i.e. on or before 22<sup>nd</sup> August, 2014 to enable the management to keep the information ready at the Meeting.
9. Pursuant to Section 205A and 205C of the Companies Act, 1956, the unclaimed dividend till the financial year 1999-2000 has been transferred to the Investor Education and Protection Fund (IEPF). An amount of ₹ 70,026.00 (Rupees Seventy Thousand Twenty Six Only) which was standing in the "Raunaq International Limited Interim Dividend Account 2006-07" (as on date of last AGM i.e. 30<sup>th</sup> July, 2013) which was required to be transferred to the "IEPF" has been deposited in the "IEPF" on 15<sup>th</sup> July, 2014. Further, ₹ 63,512.80 (Rupees Sixty Three Thousand Five Hundred Twelve and Paise Eighty Only) standing in the "Raunaq International Limited Final Dividend Account 2006-07" (as on date of last AGM i.e. 30<sup>th</sup> July, 2013) which is required to be transferred to "IEPF" is due for transfer into "IEPF" on 30<sup>th</sup> July, 2014 and shall be deposited to the "IEPF" within the prescribed time.

The Ministry of Corporate Affairs (MCA) on 10<sup>th</sup> May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of IEPF Rules is to help the Shareholders to ascertain status of the unclaimed amounts and overcome the problems due to misplacement of information thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded

the information in respect of the Unclaimed Dividends in respect of the financial years from 2006, as on the date of the 48<sup>th</sup> Annual General Meeting (AGM) held on 30<sup>th</sup> July, 2013, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under "Investors Section" on the website of the Company viz. [www.raunaqinternational.com](http://www.raunaqinternational.com).

Members who have not encashed their dividend warrants/drafts since Financial Year 2007-08 (Dividend of financial year 2006-07 being transferred to "IEPF") are advised to write to the Company or Registrar & Transfer Agent of the Company immediately, claiming dividends declared by the Company.

10. The shares of the Company are compulsorily traded in demat mode on BSE Limited (BSE). Hence, the Members who are still holding physical Share Certificates are advised that it is in their own interest to dematerialize their shareholding to avail benefit of dematerialization viz. easy liquidity, electronic transfer, savings in stamp duty and prevention of forgery.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificate(s) to Link Intime India Private Limited, Registrar & Transfer Agent for consolidation into a single folio.
12. Members are requested to register their e-mail address(es) and changes in their particulars like change in address from time to time with Link Intime India Private Limited, Registrar & Transfer Agent for shares held in physical form and with the respective Depository Participants for the shares held in dematerialized form.
13. Members may please note that Securities and Exchange Board of India (SEBI) has made Permanent Account Number (PAN) as the sole identification number of all participants transacting in the securities market, irrespective of the amount of such transactions. SEBI has also mandated that for securities market transactions and off market/private transactions involving transfer of shares in physical form, it shall be necessary for the transferee(s) to furnish a copy of PAN card to the Company/ Share Transfer Agent for registration of such transfer of shares.
14. For security reasons, no article/baggage will be allowed at the venue of the meeting. The members/attendees are strictly requested not to bring any article/baggage etc. at the venue of the meeting.
15. In terms of the provisions of Section 136 of the Companies Act, 2013 read with Rule 11 of the companies (Accounts) Rules, 2014, service of notices/documents to the shareholders can be made through electronic mode, provided the company has obtained the e-mail address(es) of the shareholder(s). Also, the shareholders who have not registered their e-mail address for receiving the Balance Sheet etc. they will be sent the physical copies through any recognized mode of delivery as specified under Section 20 of the Companies Act, 2013.

Further Clause 32 of the Listing Agreement entered into by the Company with the Stock Exchanges provides that the Company shall supply:

- (i) Soft copies of full annual reports containing its Balance Sheet, Statement of Profit & Loss and Directors' Report to all those shareholder(s) who have registered their e-mail address(es) for the purpose;
- (ii) Hard copy of statement containing the salient features of all the documents, as prescribed in sub-clause (iv) of clause (b) of proviso to Section 219 of the Companies Act, 1956 [Section 136 of the Companies Act, 2013] to those shareholder(s) who have not so registered;
- (iii) Hard copies of full annual reports to those shareholders, who request for the same.

**As a result, Members are requested to register their e-mail address(es) and changes therein from time to time, by directly sending the relevant e-mail address along with the details of name, address, Folio No., shares held:**

- i) **To the Registrar and Share Transfer Agent, Link Intime India Private Limited for shares held in physical form and;**

- ii) **In respect of shares held in demat mode, also provide DP ID/ Client ID with the above details and register the same with their respective Depository Participants.**

Upon registration of the e-mail address(es), the Company proposes to send Notices, Annual Report and such other documents to those Members via electronic mode/e-mail.

16. In support of the "Green Initiative" undertaken by Ministry of Corporate Affairs, the electronic copy of the Annual Report for 2013-2014 is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants for communication purposes unless any member requests for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report for 2013-14 is being sent in the permitted mode.

**As a responsible citizen, your Company strongly urges you to support the Green Initiative by giving positive consent by registering/updating your e-mail addresses with the Depository Participants or to the Registrar and Transfer Agent for receiving soft copies of various communications including the Annual Reports.**

#### 17. Voting Through Electronic Means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members with facility to exercise their right to vote at the 49<sup>th</sup> Annual General Meeting by electronic means and the business may be transacted through e-Voting services as provided by National Securities Depository Limited (NSDL):

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose e-mail IDs are registered with the Company/Depository Participants(s)]:
  - (i) Open e-mail and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login.
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination hereof. 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.
  - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
  - (vii) Select "EVEN" of Raunaq International Limited.
  - (viii) Now you are ready for e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) 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 [rilscrutinizer@gmail.com](mailto:rilscrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).



- B. In case a Member receives physical copy of the Notice of AGM [for members whose e-mail IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password will be provided separately:  
**EVEN** (E Voting Event Number) **USER ID** **PASSWORD/PIN**
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
  - III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
  - IV. 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).
  - V. The e-voting period commences on 23<sup>rd</sup> August, 2014 and ends on 25<sup>th</sup> August, 2014. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 25<sup>th</sup> July, 2014, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  - VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 25<sup>th</sup> July, 2014.
  - VII. Mr. Tanuj Vohra, Company Secretary in Practice (Certificate of Practice No.: 5253), Proprietor M/s Tanuj Vohra & Associates having his office at 45E, Amar Plaza, I.P. Extension, Delhi- 110092, has been appointed as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - IX. The Results shall be declared within forty eight hours from the conclusion of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.raunaqinternational.com](http://www.raunaqinternational.com) and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited (BSE) and the Delhi Stock Exchange Limited (DSE) accordingly.
18. As Raunaq International Limited, being a Listed Company and having more than 1000 shareholders, is compulsorily required to provide e-voting facility to members in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Rules and Clause 35B of the Listing Agreement, voting by show of hands will not be available to the Members at the 49<sup>th</sup> AGM in view of the further provisions of Section 107 read with Section 114 of the Companies Act, 2013 and General Circular No. 20/2014 dated 17<sup>th</sup> June, 2014 issued by the Ministry of Corporate Affairs (MCA).
19. The documents referred to in the accompanying Notice and the Annual Report are open for inspection at the Registered Office of the Company during the office hours between 11.00 A.M. and 1.00 P.M. on all working days except Sundays up to the date of the Meeting and shall also be available at the venue.

By Order of the Board



**Kaushal Narula**  
Company Secretary

Place: Faridabad  
Date: July 29, 2014

## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

### ITEM NO. 4

Mr. V.K. Pargal, aged 81 Years, is a Non-Executive Independent Director of the Company since 22<sup>nd</sup> July, 2010. He is a qualified Chartered Engineer from England. Presently, he is also managing a consultancy Company specializing in Business Strategies and Structures.

Mr. V.K. Pargal retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. V.K. Pargal being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to the conclusion of the 54<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019. A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. V.K. Pargal as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. V.K. Pargal fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Accordingly, the Board recommends the resolution in relation to appointment of Mr. V.K. Pargal as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. V.K. Pargal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 of the Notice.

### ITEM NO. 5

Mr. Satya Prakash Mangal, aged 54 years is a Non-Executive Independent Director of the Company since 2<sup>nd</sup> November, 2011. He is a practicing Chartered Accountant, founder partner M/s Satya Prakash Mangal & Co. based at New Delhi.

He has rich experience in the matters related to Company Law, Income Tax, Project Appraisal, Management Audit, Risk Management etc.

Mr. Satya Prakash Mangal retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Satya Prakash Mangal being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to the conclusion of the 54<sup>th</sup> Annual General Meeting of the Company in the calendar year 2019. A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Satya Prakash Mangal as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. Satya Prakash Mangal fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Satya Prakash Mangal as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Satya Prakash Mangal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 of the Notice.

### ITEM NO. 6

Mr. Sachit Kanwar has been appointed as the Joint Managing Director of the Company for a period of 5(Five) years w.e.f 1<sup>st</sup> June, 2011 in the Annual General Meeting held on 25<sup>th</sup> July, 2011.

Pursuant to the provisions of Section 197, 198, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors in its meeting held on 30<sup>th</sup> May, 2014 approved the payment of remuneration to Mr. Sachit Kanwar, Joint Managing Director for a

further period of 2 (Two) years of his tenure w.e.f. 1<sup>st</sup> June, 2014, as recommended by the Nomination and Remuneration Committee in its meeting held on 30<sup>th</sup> May, 2014.

Therefore, the Board of Directors proposes for the payment of remuneration to Mr. Sachit Kanwar, Joint Managing Director, for the further period of 2 (Two) Years of his tenure w.e.f. 1<sup>st</sup> June, 2014, at the terms and conditions as set out below:

A) Basic Salary : Rs. 5,54,500 per month in the grade of Rs. 5,54,500-1,38,625-6,93,125.

B) Allowances and Perquisites:

- i. In addition to the aforesaid basic salary, he shall be entitled for Leased Accommodation or House Rent Allowance and
- ii. Perquisites the total value of which, wherever applicable, shall be computed as per the provisions of Income Tax Act, 1961 read with the applicable Income Tax Rules, as amended from time to time, and for the time being in force. In case of absence of any such Rule(s), the value of the said perquisites shall be computed at the actual cost incurred.

The total of above i.e. (i) & (ii) shall not exceed 1/3<sup>rd</sup> of his basic salary per month.

C) Commission:

In addition to the above basic salary and perquisites, commission not exceeding @ 1.5% of the Net Profits of the Company, in any year computed in the manner laid down under Section 198 and other applicable provisions of the Companies Act, 2013, may also be paid, as may be determined by the Board of Directors, based on the Net Profits of the Company.

D) The Joint Managing Director shall also be eligible to the following perquisites which shall not be included in the computation of ceiling on remuneration specified in the said Part II Section IV of Schedule V of the Companies Act, 2013:

- a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- c) Encashment of the leave at the end of the tenure.

E) Other terms:

- i. He shall be entitled to re-imbursalment of actual out-of-pocket expenses incurred in connection with the business of the Company.
- ii. He shall be entitled to re-imbursalment of entertainment expenses incurred for the business of the Company.
- iii. As long as he functions as Joint Managing Director he shall not be paid any sitting fees to attend any meeting of the Board and/or Committee thereof.
- iv. He shall be entitled to earned/privileged leave as per the rules of the Company.
- v. In the event of inadequacy or absence of profits in any financial year during the tenure of the Joint Managing Director, he will be entitled to the above remuneration (inclusive of allowances, perquisites and commission, if any) by way of minimum remuneration, subject to the approval of the Central Government, if required, notwithstanding the fact that it may exceed the limits prescribed under Schedule V of the Companies Act, 2013.
- vi. Subject to the superintendence, control and direction of the Board of Directors of the Company, he shall perform such duties and functions as would be commensurate with his position as the Joint Managing Director of the Company and as may be delegated to him from time to time.
- vii. He shall not be liable to retire by rotation.

The Company shall pay the above said remuneration to Mr. Sachit Kanwar, Joint Managing Director upon the receipt of the approval of the Central Government, if required effective from the date as specified in such approval.

Further, pursuant to the provisions of Sections 117(3), 197, 201, 298, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration are subject to the approval of the Central Government and all other requisite approvals, as may be required in this regard, are being placed for the approval of the Shareholders in the Annual General Meeting.

Therefore, the Board of Directors of your Company recommends the passing of **Special Resolution** as set out at Item No. 6 of the Notice.

Except Mr. Sachit Kanwar, himself and his father, Mr. Surinder P. Kanwar, Chairman & Managing Director of the Company, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.6 of the Notice.

#### **ITEM NO. 7**

The Members of the Company at their Extra Ordinary General Meeting held on 22<sup>nd</sup> November, 1994 approved by way of an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956 borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 40 Crores.

In order to foresee the future expansion of the business it is required to enhance the borrowing limits of the Company from Rs. 40 Crores to Rs. 100 Crores.

It is therefore necessary for the members to pass a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013, to enable the Board of Directors to borrow moneys from time to time for the purpose of the Company from the financial institutions, Company's bankers and /or from any person or persons, firms, bodies corporate, whether by way of loans, advances, deposits, bills discounting, issue of debentures, bonds or any financial instruments or otherwise and whether secured or unsecured notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, provided that the total amount of moneys borrowed at any time shall not exceed Rs. 100 Crores (Rupees One Hundred Crores Only).

The Board of Directors of your Company recommends the passing of Special Resolution as set out at item No. 7 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7 of the Notice.

#### **INSPECTION OF DOCUMENTS**

All resolutions passed in this regard are available for inspection by the Members of the Company, at its Registered Office, during the office hours between 11.00 A.M. to 1.00 P.M., on all working days except Sundays upto the date of the Annual General Meeting and shall also be available at the venue of the Meeting.

**By Order of the Board**



**Kaushal Narula  
Company Secretary**

Place: Faridabad  
Date: July 29, 2014

**BRIEF RESUME OF THE DIRECTORS TO BE APPOINTED AT THE FORTHCOMING ANNUAL GENERAL MEETING IN PURSUANCE OF CLAUSE 49(IV)(G) OF THE LISTING AGREEMENT**

**1. Mr. V.K. Pargal**

A brief profile of Mr. V.K. Pargal has been provided in the Explanatory Statement of Item No. 4 of the accompanying notice.

Mr. V.K. Pargal is the Member of Audit Committee of Raunaq International Limited.

**Mr. V.K. Pargal is a Director and Chairman/Member of Committees of Board of the following other Companies:**

S.No.	Name of the Company/Entity in which interested	Committee Chairmanship/Membership
1.	Bharat Gears Limited	Member-Audit Committee
2.	Bharat Gears Limited	Member- Nomination and Remuneration Committee
3.	Xlerate Driveline India Limited	Member-Audit Committee

**Mr. V.K. Pargal holds Directorship in the following Private Limited Companies:**

S.No.	Name of the Company/Entity in which interested
1.	Pargal Consultants Private Limited

As on 31<sup>st</sup> March, 2014, he does not hold any share in the Company.

**2. Mr. Satya Prakash Mangal**

A brief profile of Mr. Satya Prakash Mangal has been provided in the Explanatory Statement of Item No. 5 of the accompanying notice.

Mr. Satya Prakash Mangal is the Member of Audit Committee of Raunaq International Limited.

**Mr. Satya Prakash Mangal is a Director and Chairman/Member of Committees of Board of the following other Companies:**

S.No.	Name of the Company/Entity in which interested	Committee Chairmanship/Membership
-	-	-

**Mr. Satya Prakash Mangal holds Directorship in the following Private Limited Companies:**

S.No.	Name of the Company/Entity in which interested
1.	SPMC Mines & Containers Private Limited
2.	Corporate Risk Appraisal and Management Private Limited
3.	Addwings Corporate Solutions Private Limited
4.	SPMC Farms & Commodities Private Limited
5.	SPMC Global Advisory Services Private Limited

As on 31<sup>st</sup> March, 2014, he does not hold any share in the Company.

**STATEMENT OF PARTICULARS  
(PURSUANT TO SCHEDULE-V OF THE COMPANIES ACT, 2013)**

**MR. SACHIT KANWAR, JOINT MANAGING DIRECTOR**

**I. GENERAL INFORMATION**

SI. No	Particulars/Subject	Information
1.	Nature of industry	Engineering, Procurement and Construction (EPC)
2.	Date or expected date of commencement of commercial production.	The Company was incorporated on 24 <sup>th</sup> April, 1965
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.	N.A
4.	Financial performance based on given indicators	In the financial year 2013-2014, the Company made turnover of ₹ 141.11 Crores (including other income) and profit before tax (PBT) ₹ 9.18 Crores. Whereas in the financial year ended 31 <sup>st</sup> March 2013, the Company registered turnover of ₹ 87.90 Crores (including other income) and PBT of ₹ 4.07 Crores. Thus the Company has been on the upward trend and improving decently. The Company declared and paid equity dividend @ 22% for the financial year 2010-11, @ 22% for the financial year 2011-12 and @ 10% for the financial year 2012-13. The position of Company is likely to improve further in the current year.
5.	Export performance and net foreign exchange collections	During the financial year ended 31 <sup>st</sup> March, 2014, no projects outside India had been executed by the Company and therefore no foreign exchange was earned.
6.	Foreign Investments or collaborators, if any.	No such investment or collaboration.

## II. INFORMATION ABOUT THE APPOINTEE

Sl. No	Particulars/Subject	Information
1.	Background Details	Mr. Sachit Kanwar has been affiliated with the Company since 1 <sup>st</sup> April, 2008. He holds Bachelor's Degree in Administrative Studies from York University-Atkinson Faculty of Liberal & Professional Studies, Toronto, ON. He joined the Company as a Management Trainee and during his training tenure; he transformed his capabilities manifold to deal with the specialized business segment of the Company. To take advantage of his wide exposure in different business segments viz. dealership sales, lease portfolio management, fleet management sales and service management etc., he had been appointed as Executive Director of the Company w.e.f 1 <sup>st</sup> April, 2009 and currently he is designated as Joint Managing Director of the Company w.e.f. 1 <sup>st</sup> June, 2011 and since then the Company has been taking the advantage of his guidance and supervision. Because of his sustained efforts, the Company has shown an upward growth pattern and has achieved success in creating a brand image in the Construction Industry. He is son of Mr. Surinder P. Kanwar, Chairman & Managing Director of the Company.
2.	Past remuneration	During his present tenure as Joint Managing Director of the Company, the remuneration as paid to Mr. Sachit Kanwar for the Financial Year 2013-2014 is ₹ 72.65 Lacs
3.	Recognition or awards	During the tenure of Mr. Sachit Kanwar, the Company has been able to make a brand image in the EPC Industry. It has established a reputation for expeditious execution of Projects and due to this, the Company has been able to add prestigious Clients to its customer Base like Reliance Infra, NTPC, Adani Power, Lanco Infrastructure, Jindal India Thermal Power, Larsen & Toubro, Hindustan Zinc Limited etc.
4.	Job profile and his suitability	The Shareholders and Board of Directors has bestowed Mr. Sachit Kanwar with substantial powers of the management subject to supervision and control of professional Board of Directors. Under his superior effort and pragmatic leadership, the Company has progressed steadily since his appointment. In view of his enriched experience, appreciable contribution and enlarged leadership, the Board proposes for the payment of remuneration to Mr. Sachit Kanwar, Joint Managing Director, for a further period of 2 (Two) Years of his tenure w.e.f. 1 <sup>st</sup> June, 2014, as per the details stated in explanatory statement of Item No. 6 of the Notice.
5.	Remuneration proposed	Salary, other perquisites and other terms as fully set out in the explanatory statement of Item No. 6 of the Notice. The Company is seeking approval of the Shareholders in terms of Section 197, 198 and Schedule V of the Companies Act, 2013
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is comparative with the remuneration being paid to the Joint Managing Director of the Companies of the same size in the industry.
7.	Pecuniary relationship directly or indirectly with the company personnel, if any	Mr. Sachit Kanwar, Joint Managing Director and Mr. Surinder P. Kanwar, Chairman & Managing Director are the two Whole time Directors (WTDs) in the Company and both are related as son and father respectively. The WTDs do not have, direct and indirect, any pecuniary transactions with the Company which is prejudicial to the interest of the Company. Except the WTDs, no other director or relative is having any material pecuniary relationships with the Company. During the period ended on 31 <sup>st</sup> March 2014, related party transaction amounted to ₹ 23,902.45 Lacs (which includes Corporate Guarantee and Personal Guarantee amounting to ₹ 23,430.00 Lacs) (FY 2012-13: ₹ 28,049.17 Lacs) (which includes Corporate Guarantee and Personal Guarantee amounting to ₹ 25,300.00 Lacs). Mr. Sachit Kanwar drew his remuneration in the period amounting to ₹ 72.65 Lacs (FY 2012-13: ₹ 58.12 Lacs). Mr. Surinder P. Kanwar has drawn a token remuneration of Re. 1/- (per month) during the year. He is also the Chairman & Managing Director of Bharat Gears Limited. The Company discloses the related party transactions annually in the books of accounts of the Company. The Board of Directors duly approves the related party transactions and in the opinion of Board of Directors of the Company, none of the transactions is prejudicial to the interest of the Company.

### III. OTHER INFORMATION

Sl. No	Particulars/Subject	Information
1.	Reason of loss or inadequate profits	<p>The Company has performed well in the financial year 2013-14. The revenues have increased from ₹ 87.90 Crores (including other income) in FY 2012-13 to ₹ 141.11 Crores (including other income) in FY 2013-14 at a growth rate of more than 60%. The profit before tax has also increased from ₹ 4.07 Crores in FY 2012-13 to ₹ 9.18 Crores in FY 2013-14 which is 127.76% increase from the last FY 2012-13. The current profitability at present is inadequate for the proposed remuneration as it may exceed the limits as prescribed in Schedule V of the Companies Act, 2013. There is no loss in the Company.</p>
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"> <li>• Focus on high quality performance delivery and good relationship with existing customers to generate rapid new order flows.</li> <li>• Widening of customer base for growth of business both from private and public sector.</li> <li>• Conscious efforts for the development of customers base in the respective business segments.</li> <li>• Company has not only focused on securing new orders but also efficiently executed existing orders to the satisfaction of various customers</li> <li>• Use of the Equipments of latest technology for enhancing quality and reducing time.</li> <li>• Focus on significant improvements in operating costs.</li> <li>• Cost control in all areas.</li> <li>• Company is exploring some export orders in the African region</li> </ul>
3.	Expected increase in the productivity and profits in measurable terms	<p>The Company expects increase in productivity by laying emphasis on improving business infrastructure, strengthening in-house Engineering team with the induction of new professional project managers, technical personnel and support staff thereby increasing the total revenues and profitability. Further, the company focuses on laying down a strong emphasis on execution and believe that the promise to deliver will hold the Company in good stead in the long term. The Company believes that the aforesaid measures would substantively increase the revenue and profits of the Company.</p>





# RAUNAQ INTERNATIONAL LIMITED

Regd. Office: 20 K.M. Mathura Road, P.O. Amar Nagar, Faridabad-121003

Tel.: +91 (129) 4288888, Fax: +91 (129) 4288823-22

E-mail: [info@raunaqintl.com](mailto:info@raunaqintl.com), Website: [www.raunaqinternational.com](http://www.raunaqinternational.com)

CIN: L51909HR1965PLC034315

## ATTENDANCE SLIP

### 49<sup>th</sup> ANNUAL GENERAL MEETING

Name of the Member  
(In Block Letters)

Name of Proxy, If any  
(In Block Letters)  
(In case Proxy attends  
the meeting in place of member)

DP ID/Client ID/Folio No.

No. of Shares held

I/We hereby record my/our presence at the 49<sup>th</sup> Annual General Meeting of the Company on Friday, August 29, 2014 at 11.30 A.M. at HUDA Convention Centre, Sector-12, Faridabad-121007 (Haryana).

Signature of the Proxy.....Signature of the Member.....

Note:

1. Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them when they come to the meeting and hand it over at the entrance of the Meeting hall.  
NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.
2. No briefcase, bag etc. shall be allowed inside the Meeting hall.
3. Please bring your copy of the Annual Report to the Meeting.
4. The Meeting is of members only and you are requested not to bring with you any person who is not a member or a proxy.

**NOTE: NO GIFTS/GIFT COUPONS SHALL BE DISTRIBUTED AT THE MEETING**

## E-VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Note : Please read instructions given at Note No. 17 of the Notice of the 49<sup>th</sup> Annual General Meeting of the Company before casting your vote through e-voting.



# RAUNAQ INTERNATIONAL LIMITED

**Regd. Office:** 20 K.M. Mathura Road, P.O. Amar Nagar, Faridabad-121003

**Tel.:** +91 (129) 4288888, **Fax:** +91 (129) 4288823-22

**E-mail:** [info@raunaqintl.com](mailto:info@raunaqintl.com), **Website:** [www.raunaqinternational.com](http://www.raunaqinternational.com)

**CIN:** L51909HR1965PLC034315

## POSTAL BALLOT FORM (In lieu of E-voting at the AGM)

S. No.	Particulars	Details
(1)	Name of Shareholder(s) (Including Joint-holders, if any) (IN BLOCK LETTERS)	
(2)	Registered Folio No. DP ID No. / Client ID No.	
(3)	No. of Shares held	

I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolution(s) to be passed through e-voting/Postal Ballot for the business stated in the AGM Notice dated July 29, 2014 of the Company by conveying my/our assent or dissent to the said resolution(s) in the relevant box below:

Item No.	Description	Type of resolution (Ordinary/Special)	No. of Shares held by me	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	To receive, consider and adopt the audited accounts of the Company for the year ended March 31, 2014 together with Reports of the Directors and Auditors thereon	Ordinary			
2.	To declare dividend on Equity Shares	Ordinary			
3.	To re-appoint M/s V.P. Jain & Associates, Chartered Accountants as Statutory Auditors of the Company	Ordinary			
4.	To consider appointment of Mr. V.K.Pargal as an Independent Director of the Company	Ordinary			
5.	To consider appointment of Mr. Satya Prakash Mangal as an Independent Director of the Company	Ordinary			
6.	To consider and approve the payment of remuneration to Mr. Sachit Kanwar, Joint Managing Director of the Company	Special			
7.	To consider and approve increase in Borrowing powers of the Company	Special			

Place : \_\_\_\_\_  
Date : \_\_\_\_\_ (Signature of Member)

**Note:** Kindly read the instructions printed overleaf before filling the form. Last date for receipt of postal Ballot forms by Scrutinizer is Monday, August 25, 2014.

## INSTRUCTIONS

1. In terms of Clause 35B of the Listing Agreement, those members, who do not have access to e-voting facility provided by the Company for the AGM in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, may send their assent or dissent in writing on the Postal Ballot Form. Accordingly, this Postal Ballot Form is being provided under Clause 35B of the Listing Agreement to facilitate e-voting provided under Section 108 of the Companies Act, 2013 at the 49<sup>th</sup> AGM of the Company.
- 2(i) Members who have not registered their e-mail addresses with the depositories or with the Company's Registrars are being sent this Postal Ballot Form along with the Notice of AGM, the e-voting details and self-addressed envelope bearing name of scrutinizer through Registered Post/Speed Post.
- 2(ii) Members who have registered their e-mail addresses with its depositories or with Company's Registrars can cast their votes by e-voting facility.
3. A member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot Form, sign and send in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer as per instruction 7 below at the address: The Scrutinizer, Ranauq International Limited, 20 K.M. Mathura Road, P.O. Box No. 353, P.O. Amar Nagar, Faridabad-121003, Haryana. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if deposited in person or sent by courier at the expenses of members will be accepted.
4. Kindly note that members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. If members are opting for e-voting, then they should not vote by Postal Ballot or vice versa. However, in case Members cast their vote both by Postal Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot will be treated as invalid.
5. The Postal Ballot Form should be completed and signed by the Members. In case of joint share holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member(s). Unsigned Postal Ballot Forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Bank.
6. Where the Postal Ballot Form has been signed by an authorised representative of a body corporate, a certified copy of the relevant authorizations to vote on the Postal Ballot should accompany the Postal Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in such case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 6:30 P.M. on **Monday, August 25, 2014**. Any Postal Ballot Form received after this date will be treated as if the reply from the member has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/accepted by the Company.
8. A member may request for a duplicate Postal Ballot Form, if so required. However the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at Instruction No. 7 above.
9. Voting rights of the members shall be in proportion of their share in the paid up equity share capital of the Company as on Friday, July 25, 2014, which is the Record Date fixed for this purpose. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of voting will be announced within two days after conclusion of the Annual General Meeting at the Registered Office of the Company at 20 K.M. Mathura Road, P.O. Box No. 353, P.O. Amar Nagar, Faridabad-121003 (Haryana).
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.
11. There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
12. A member need not use all the votes nor does he need to cast all the votes in the same way.
13. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
14. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
15. The date of AGM will be the deemed date of passing resolution(s) through e-voting/Postal Ballot. It may also be noted that, in terms of Section 114 of the Companies Act, 2013, the Resolutions contained in the AGM Notice will be deemed to have been passed through e-voting and Postal Ballot Form unless the Poll is taken at the AGM. Accordingly, the results shall be declared in terms of Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as the case may be.
16. The right of e-voting and Postal Ballot Form shall not be exercised by a Proxy.