



NOTICE

TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given that the **51st Annual General Meeting (AGM)** of the Members of Raunaq EPC International Limited will be held as under:

Day : Wednesday
Date : August 03, 2016
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 financial statements of the Company for the year ended 31st March, 2016 together with Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To consider re-appointment of Mr. N.V. Srinivasan, who retires by rotation and is eligible for re-appointment.
4. To ratify the appointment of M/s V.P. Jain & Associates (ICAI Registration no. 015260N), Chartered Accountants as Statutory Auditors of the Company for the Financial Year 2016-17 and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider appointment of Mr. P.K. Mittal, 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. P.K. Mittal (holding DIN 00165315), 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. P.K. Mittal 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 56th Annual General Meeting of the Company in the calendar year 2021."

6. To consider the re-appointment of Mr. Sachit Kanwar as Joint Managing Director of the Company and if thought fit, pass the following resolution as **Special Resolution**, with or without modification(s):

"RESOLVED THAT pursuant to the provisions under Section 117(3), 170, 196, 197, 198, 200, 201, 203, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act") including any statutory amendment, modifications, or re-enactment thereof and subject to the approval of the Central Government if required, in this regard, and further subject to such other requisite approvals, as may be required, the consent of shareholders be and is hereby accorded for the re-appointment of Mr. Sachit Kanwar as Joint Managing Director of the Company for a further period of 5(Five) years w.e.f 1st June, 2016 on the terms and conditions including remuneration payable to him for a period of 3(Three) years w.e.f. 1st June, 2016 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 provisions of Section 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 period of 3(Three) years w.e.f. 1st June, 2016, 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 Section 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: Raunaq EPC International Limited (Formerly known as Raunaq International Limited)

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, **Website:** 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 or the remuneration shall be paid as per any statutory amendments, modifications or re-enactments thereof made to the existing Companies Act, 2013.

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 the part of this resolution, be paid as minimum remuneration to Mr. Sachit Kanwar, Joint Managing Director subject to the approval of the Central Government, if required.

RESOLVED FURTHER THAT in absence of the Central Government approval for payment of the remuneration to Mr. Sachit Kanwar 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.”

By Order of the Board



**Kaushal Narula
Company Secretary**

Place: Faridabad
Dated: July 04, 2016

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. July 27, 2016 has been fixed as the record date 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 July 27, 2016.

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 July 27, 2016. Dividend shall be paid on or before September 02, 2016. 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 July 27, 2016. (Relevant Forms for nomination and updation of Shareholders information are enclosed at the end of the Annual Report).

8. Electronic Clearance System (ECS) is presently available at certain locations specified by Reserve Bank of India and/or State Bank of India. To avoid risk of loss and/or fraudulent encashment, members are requested to avail ECS facility where dividends are directly and promptly credited in electronic form to their respective Bank accounts. (ECS Mandate Form is enclosed at the end of the Annual Report).

9. Members seeking any further clarification/information relating to the Annual financial statements 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 July 27, 2016 to enable the management to keep the information ready at the Meeting.

10. The unclaimed dividend till the financial year 2007-08 has been transferred to the Investor Education and Protection Fund (IEPF). Further, the amount of unclaimed dividend standing in the "Raunaq EPC International Limited Final Dividend Account 2008-09" which is required to be transferred to "IEPF" on 28th August, 2016 shall be deposited to the "IEPF" within the prescribed time limits.

The Ministry of Corporate Affairs (MCA) on 10th 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 2007-08, as on the date of the 50th Annual General Meeting (AGM) held on 30th July, 2015, on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the website of the Company viz. www.raunaqinternational.com.

Members who have not encashed their dividend warrants/drafts since 2008-09 are advised to write to the Company or Registrar & Transfer Agent of the Company immediately (for dividend of financial year 2008-09 on or before 28th August 2016 since dividend of financial year 2008-09 being transferred to "IEPF" on even date), claiming dividends declared by the Company. The dividend for the Financial Year 2007-08 could not be claimed as the same has been transferred to IEPF on 27th August, 2015.

11. The shares of the Company are compulsorily traded in demat mode. 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.
12. 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.
13. 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.
14. 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.

15. 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.
16. 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 notice/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. will be sent the physical copies through any recognized mode of delivery as specified under Section 20 of the Companies Act, 2013.

Further, in compliance of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall supply:

- (i) Soft copies of full annual reports containing its Balance Sheet, Statement of Profit & Loss and Board's 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 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.

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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members with facility to exercise their right to vote at the 51st Annual General Meeting by electronic means and the business may be transacted electronically through the facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") as 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 instructions for remote e-voting are as under:
 - A. In case a Member receives an e-mail 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 remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.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 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.
 - (vi) Home page of remote e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "REVEN" of Raunaq EPC International Limited.
 - (viii) Now you are ready for remote 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 riscrutinizer@gmail.com with a copy marked to 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:

REVEN	USER ID	PASSWORD/PIN
(Remote E Voting Event Number)		
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- V. 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 www.evoting.nsd.com.
- VI. 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.
- VII. 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).
- VIII. The remote e-voting period commences on July 31, 2016 and ends on August 02, 2016 at 5:00 P.M. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 27, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 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 of July 27, 2016.
- X. Any person, who acquire shares of the Company and become member of the Company after dispatch of the Notice of the AGM and holding shares as of the cut-off date i.e. July 27, 2016, may obtain the user ID and password by sending a request at e-voting@nsdl.co.in

or delhi@linkintime.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing used 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.

- XI. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Tanuj Vohra, Partner, M/s TVA & Co. LLP, Company Secretaries, New Delhi, having his office at 45E, Amar Plaza, I.P. Extension, Delhi- 110092 has been appointed as the Scrutinizer to scrutinize the remote e-voting process and poll process at Annual General Meeting in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the vote cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of atleast two (2) witnesses not in the employment of the Company and shall make, not later than three 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.
- XV. The Results of the AGM shall be declared by the Chairman or person authorized or any one of the director of the Company after the AGM within the prescribed time limits.
- XVI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.raunaqinternational.com and on the website of NSDL and communicated to BSE Limited (BSE) accordingly.
18. 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 of the meeting.

By Order of the Board



Kaushal Narula
Company Secretary

Place: Faridabad
Dated: July 04, 2016

EXPLANATORY STATEMENT (PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

Item No. 5

Mr. P.K. Mittal, aged 62 years is a Non-Executive Independent Director of the Company since 31st July, 2003. He is a Commerce Graduate and LLB from University of Delhi. He is also the fellow member of the Institute of Company Secretaries of India. He has over 33 years of experience in Central Excise Laws, Customs, Company Law, FEMA etc.

Mr. P.K. Mittal 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. P.K. Mittal 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 56th Annual General Meeting of the Company in the calendar year 2021. A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. P.K. Mittal as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. P.K. Mittal 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. P.K. Mittal as an Independent Director for the approval by the shareholders of the Company.

Except Mr. P.K. Mittal, 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.

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. except Sundays upto the date of the Annual General Meeting and shall also be available at the venue of the meeting.

Item No. 6

Mr. Sachit Kanwar, aged 33 years has been appointed as the Joint Managing Director of the Company on 1st June 2011. He has a Bachelor's Degree in Administrative Studies from York University, Atkinson Faculty of Liberal & Professional Studies, Toronto, Ontario, Canada. After completing his graduation in the year 2004, he worked as Corporate Sales/Lease Portfolio Manager, Airport Kia, Toronto, Ontario, Canada for a period of four years, where he got the experience in the fields such as dealership sales, lease portfolio management, fleet management sales and service management etc.

He has been affiliated with the Company as a member of the Board of Directors since 23rd March, 2009 and from then the Company has been taking the advantage of his guidance and supervision. He has an experience of about 12 years.

Further, Mr. Sachit Kanwar has inherited an enormous legacy and shouldered higher assignments during his tenure with the Company. His sincerity, commitment and ideas have resulted in the opening up of new opportunities for the Company. The Company has performed outstandingly well under his supervision and the Company is aggressively gearing up to capture huge growth opportunities with increased focus on Turnover and widening the customer base. Mr. Sachit Kanwar has been associated with the Company since 2008 and has rendered valuable services to the Company.

Mr. Sachit Kanwar is also the Managing Director of Xlerate Driveline India Limited (XDIL), 100% wholly owned subsidiary (WoS) of the Company from where he is drawing a token remuneration of ₹ 1.00 (Rupee One) only per month.

The appointment of Mr. Sachit Kanwar as Joint Managing Director of the Company has been expired on 31st May, 2016.

During the financial year 2015-16, 4(Four) meetings of the Board of Directors had been held and all the meetings were attended by Mr. Sachit Kanwar.

As on 31st March, 2016, he does not hold any share in the Company.

Mr. Sachit Kanwar does not hold the position of Chairman in any of the Committees of the Board of the Company. He is a Member of Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Finance Committee of the Company.

Mr. Sachit Kanwar 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	Committees Chairmanship/ Membership
1.	Xlerate Driveline India Limited	Member- Finance Committee

Mr. Sachit Kanwar holds Directorship in the following Private Limited Companies:

S. No.	Name of the Company/Entity in which interested
1.	Vibrant Finance & Investment Private Limited
2.	Clip-Lok Simpak India Private Limited
3.	Gulab Merchandise Private Limited

In appreciation of contributions and continuing commendable leadership of Mr. Sachit Kanwar, Joint Managing Director and pursuant to the provisions of Section 117(3), 170, 196, 197, 198, 200, 201, 203, Schedule V as applicable and other applicable provisions, if any of the Companies Act, 2013 or any statutory amendments, modifications or re-enactments thereof made to the act, the Board has proposed to re-appoint him as Joint Managing Director of the Company for a further period of 5(Five) years with the remuneration as stated below for a period of 3(Three) years w.e.f 1st June, 2016 on the terms and conditions as set out below as recommended by the Nomination

and Remuneration Committee in its Meeting held on 27th May, 2016 and further approved by the Board of Directors in its meeting held on even date notwithstanding the fact that such remuneration may exceed limits specified in Sections 197,198 and Schedule V of the Companies Act, 2013:

A) Basic Salary:

Rs. 6,03,750 per month in the grade of Rs. 6,03,750 - 90,563 - 6,94,313 -1,04,147 - 7,98,460.

B) Perquisites:

In addition to the aforesaid salary, he shall be entitled to perquisites (including housing, medical and other benefits) equivalent to 1/3rd of his basic salary.

The total value of the aforesaid perquisites (including housing, medical and other benefits), 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.

C) Commission:

In addition to the above salary and perquisites (including housing, medical and other benefits), commission not exceeding @ 3% 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 are not included in the computation of ceiling remuneration specified in the said Part II Section IV of Schedule V of the Companies Act, 2013 or any other statutory amendments, modifications or re-enactments thereof made to the act:

- 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.
- Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- Encashment of the leave at the end of the tenure.

E) Other terms:

- He shall be entitled to re-imbursment of actual out-of-pocket expenses incurred in connection with the business of the Company.
- He shall be entitled to re-imbursment of entertainment expenses incurred for the business of the Company.
- 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.

4. He shall be entitled to earned/privileged leave as per the rules of the Company.
5. 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 or he may be paid as per any statutory amendments, modifications or re-enactments thereof made to the act.
6. 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.
7. 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 approval of the Shareholders.

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 and as per any statutory amendments, modifications or re-enactments thereof made to the act, 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 shall be 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 or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the passing of the above resolution(s) as set out in Item No. 6 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. 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
Dated: July 04, 2016

BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

1. Mr. N.V. Srinivasan

Mr. N.V. Srinivasan, aged 71 years is a Non-Executive Director of the Company since 30th October, 2006. He is a Graduate in Mechanical Engineering. He has done MS in Industrial Engineering from University of Illinois and he is an MBA from Graduate School of Business of the University of Pittsburgh in USA. He has a vast experience of 45 years.

Mr. N.V. Srinivasan 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	Committees Chairmanship/ Membership
-	-	-

Mr. N.V. Srinivasan holds Directorship in the following Private Limited Companies:

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

As on 31st March, 2016, he does not hold any share in the Company.

2. Mr. P.K. Mittal

A brief profile of Mr. P.K. Mittal has been provided in the Explanatory Statement of Item No. 5 of the accompanying notice.

Mr. P.K. Mittal is the Member of Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee & Finance Committee and Chairman of Stakeholders' Relationship Committee of the Company.

Mr. P.K. Mittal 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	Committees Chairmanship/ Membership
-	-	-

Mr. P.K. Mittal holds Directorship in the following Private Limited Companies

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

As on 31st March, 2016, he does not hold any share in the Company.

STATEMENT OF PARTICULARS
(PURSUANT TO SCHEDULE V TO THE COMPANIES ACT, 2013)
MR. SACHIT KANWAR, JOINT MANAGING DIRECTOR

I. GENERAL INFORMATION

S. No.	Particulars/Subject	Information
1.	Nature of industry	Mechanical Construction
2.	Date or expected date of commencement of commercial production.	The Company was incorporated on 24 th 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 2015-16, the Company made a turnover of ₹ 129.11 Crores (including other income) and Profit of ₹ 5.11 Crores after tax Whereas in the financial year ended 31 st March, 2015, the Company registered turnover of ₹ 81.40 Crores (including other income) and Profit of ₹ 4.24 Crores after tax.
5.	Export performance and net foreign exchange collections	During the financial year ended 31 st March 2016, 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 except minor shareholding of Non-Resident Indians.

II. INFORMATION ABOUT THE APPOINTEE

1.	Background Details	Mr. Sachit Kanwar has been affiliated with the Company since 1 st April, 2008. He holds Bachelor's Degree in Administrative Studies from York University-Atkinson Faculty of Liberal & Professional Studies, Toronto, Ontario. 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 st April, 2009 and currently he is designated as Joint Managing Director of the Company w.e.f. 1 st 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. He is also the Managing Director of Xlerate Driveline India Limited (XDIL), which is a 100% wholly owned subsidiary (WoS) of the Company from where he is drawing a token remuneration of ₹ 1.00 (Rupee One) only per month.
2.	Past remuneration	During his present tenure as Joint Managing Director of the Company, the remuneration paid to Mr. Sachit Kanwar for the Financial Year 2015-2016 is as per the limits prescribed in the Schedule V to the Companies Act, 2013.

Sl. No.	Particulars/Subject	Information
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, Orient Cement limited, Delhi Metro Rail Corporation Limited and Indian Power Corporation Limited.
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 re-appointment of Mr. Sachit Kanwar as Joint Managing Director for a further period of 5 (Five) Years w.e.f. 1 st June, 2016 to 30 th May, 2021, as per the details stated in the 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.
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 Chairman/Joint Managing Director of the same size and profitability.
7.	Pecuniary relationship directly or indirectly with the company personnel, if any	<p>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. Except the WTDs, no other director or relative is having any material pecuniary transactions with the Company. During the period ended on 31st March 2016, related party transaction amounted to ₹ 375.09 Lacs (FY 2014-15: ₹ 178.17 Lacs). Mr. Sachit Kanwar has drawn his remuneration during FY 2015-16 amounting to ₹ 101.00 Lacs (FY 2014-15 ₹ 96.69 Lacs). Mr. Surinder P. Kanwar has drawn a token remuneration of ₹ 1.00 (Rupee One) per month during the year 2015-16 (FY 2015-16 : ₹ 1.00 per month). Mr. Surinder P. Kanwar is also the Chairman & Managing Director of Bharat Gears Limited from where he is drawing remuneration as per the limits prescribed under Schedule V to the Companies Act, 2013 subject to the approval of Central Government.</p> <p>The Company discloses the related party transactions annually in the books of accounts of the Company. The Audit Committee discusses and approves such transactions every quarter. 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.</p>

III. OTHER INFORMATION

Sl. No.	Particulars/Subject	Information
1.	Reason of loss or inadequate profits	The Company has performed well in the financial year 2015-16. The revenues have increased from ₹ 81.40 Crores (including other income) in FY 2014-15 to ₹ 129.11 Crores (including other income) in FY 2015-16 at a growth rate of more than 58%. The profit before tax has also increased from ₹ 5.59 Crores in FY 2014-15 to ₹ 7.55 Crores in FY 2015-16 which is 35% increase from the last FY 2014-15. 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.
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"> - Focus on high quality performance delivery and good relationship with existing customers to generate rapid new order flows. - Diversification and making inroads to obtain projects of Delhi Metro which is one of its kind. - Through its wholly owned subsidiary getting into new segment of manufacturing automotive clutches. - Widening of customer base for growth of business both from private and public sector. - Conscious efforts for the development of customer base in the respective business segments. - Company has not only focused on securing new orders but also efficiently executed existing orders to the satisfaction of various customers - Use of the Equipments of latest technology for enhancing quality and reducing time. - Focus on significant improvements in operating costs. - Cost control in all areas. - Company is exploring some export orders in the African region.
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> <p>Further, the Company expects to increase the consolidated revenues and profits by gaining footage in automotive clutches through its wholly owned subsidiary Company.</p>

The Guide map of the venue of Annual General Meeting is annexed to this notice on the backside of Proxy Form.



RAUNAQ EPC INTERNATIONAL LIMITED

Regd. 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, Website: www.raunaqinternational.com

CIN: L51909HR1965PLC034315

Form No. MGT-11

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 the Member(s) :

Registered Address :

E-mail Id :

Folio No./Client ID :

DP ID :

I/We, being the member(s) of _____ shares of the above name Company, hereby appoint

1. Name:.....
Address:.....
E-mail ID:
Signature:....., or failing him
2. Name:.....
Address:.....
E-mail ID:
Signature:....., or failing him
3. Name:.....
Address:.....
E-mail ID:
Signature:.....

as my/our proxy to attend and vote(on a poll) for me/us and on my/our behalf at the 51st Annual General Meeting of the Company, to be held on the 03rd day of August, 2016 at 11:30 A.M. at HUDA Convention Centre, Sector-12, Faridabad-121007, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2016 together with Reports of the Directors and Auditors thereon (Ordinary Resolution).
2. To declare dividend on Equity Shares (Ordinary Resolution).
3. To consider re-appointment of Mr. N.V. Srinivasan, who retires by rotation and is eligible for re-appointment (Ordinary Resolution).
4. To ratify the appointment of M/s V.P. Jain & Associates, Chartered Accountants as Statutory Auditors of the Company for the Financial Year 2016-17 (Ordinary Resolution).
5. To consider appointment of Mr. P. K. Mittal as an Independent Director on the Board of the Company (Ordinary Resolution).
6. To consider the re-appointment of Mr. Sachit Kanwar as Joint Managing Director of the Company (Special Resolution).

Signed this _____ day of _____, 2016

Signature of Shareholder: _____

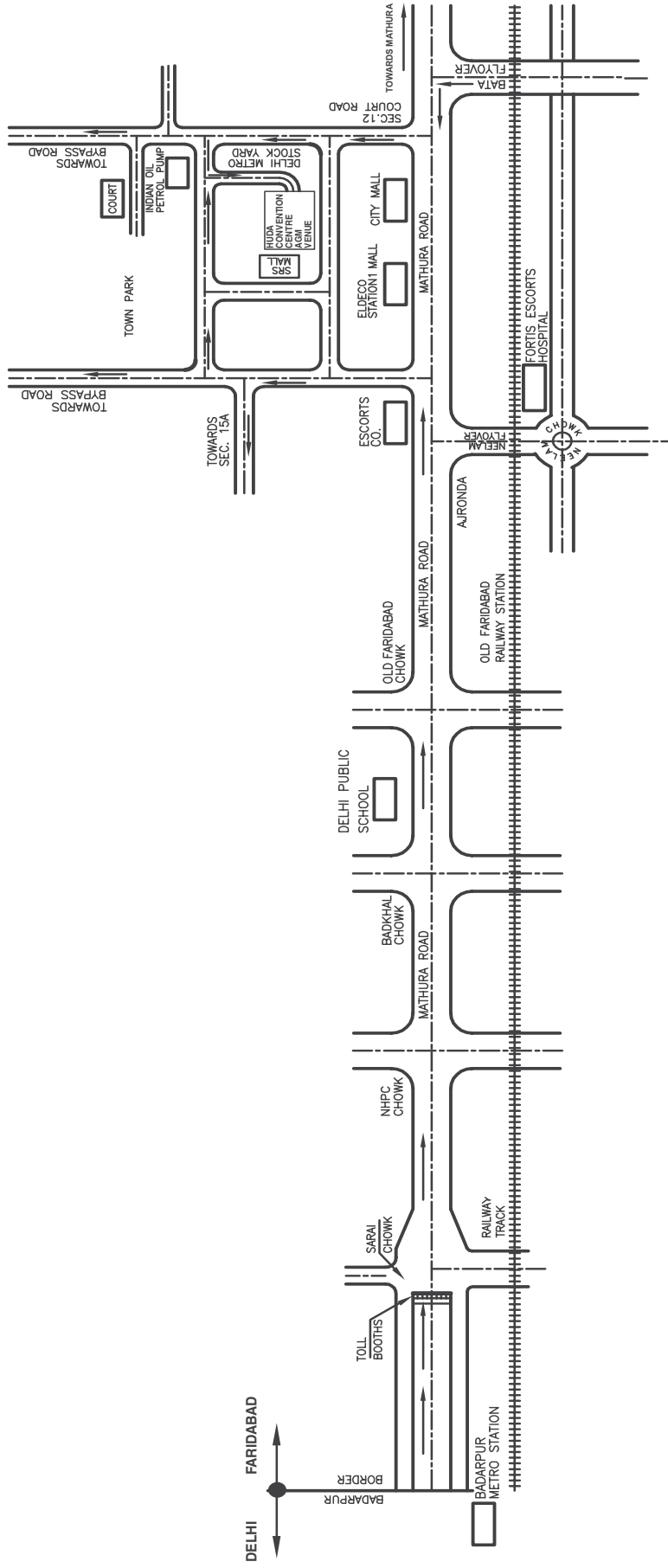
Signature of Proxy holder(s) _____

Affix
Revenue
Stamp



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. (i.e. on or before 11:30 A.M. on Monday, August 01, 2016).

Guide Map to venue of AGM from Delhi-Faridabad Border





RAUNAQ EPC INTERNATIONAL LIMITED

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

Tel.: +91 (129) 4288888, Fax: +91 (129) 428823-22

E-mail: info@raunaqintl.com, Website: www.raunaqinternational.com

CIN: L51909HR1965PLC034315

ATTENDANCE SLIP

51st 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 51st Annual General Meeting of the Company on Wednesday, August 03, 2016 at 11:30 A.M. at HUDA Convention Centre, Sector-12, Faridabad-121007, Haryana.

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

Note:

- 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.
- No briefcase, bag etc. shall be allowed inside the Meeting hall.
- Please bring your copy of the Annual Report to the Meeting.
- 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

REMOTE E-VOTING PARTICULARS

R-EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD

Note : Please read instructions given at Note No. 17 of the Notice of the 51st Annual General Meeting of the Company before casting your vote through remote e-voting.