



RAUNAQ EPC INTERNATIONAL LIMITED

NOTICE

TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given that the **53rd Annual General Meeting (AGM)** of the Members of Raunaq EPC International Limited will be held as under:

Day : Thursday
Date : 02 August, 2018
Time : 11:30 A.M.
Venue : **Faridabad Industries Association**
FIA House, Bata Chowk
Faridabad - 121001 (Haryana)

to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31 March, 2018 together with Reports of the Directors and Auditors thereon.
2. To consider re-appointment of Mr. N.V. Srinivasan, who retires by rotation and is eligible for re-appointment.

By Order of the Board

Sukriti Manna
Company Secretary

Place: Faridabad
Dated: July 05, 2018

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. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member. 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 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.

5. 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 26 July, 2018. (Relevant Forms for nomination and updation of Shareholders information are enclosed at the end of the Annual Report).

6. 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 26 July, 2018 to enable the management to keep the information ready at the Meeting.

7. The unclaimed dividend till the financial year 2009-10 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 2010-11" which is required to be transferred to "IEPF" on 23 August, 2018 shall be deposited to the "IEPF" within the prescribed time limits.

The Ministry of Corporate Affairs (MCA) on 05 September, 2016 notified the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") effective from 07 September, 2016 prescribing the uploading of information relating to unpaid and unclaimed amounts lying with companies, which is applicable on 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 intimation 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 2009-10, as on date of the 52nd Annual General Meeting (AGM) held on 08 August, 2017, on the website of the IEPF viz. www.iepf.gov.in and under "Investor Section" on the website of the Company viz. www.raunaqinternational.com.

Members who have not encashed their dividend drafts since 2010-11 are advised to write to the Company or Registrar & Transfer Agent of the Company immediately (for dividend of financial year 2010-11 on or before 23 August, 2018 since dividend of financial year 2010-11 being transferred to "IEPF" on even date), claiming dividends declared by the Company. The dividend for the Financial Year 2009-10 could not be claimed as the same has been transferred to IEPF on 20 August, 2017.

Compulsory transfer of Equity Shares into the Demat Account of the Investor Education and Protection Fund (IEPF) Authority:

In terms of provisions of Section 124(6) of the Companies Act, 2013 read with the Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") and the Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 ("the Amended Rules"), the Company is required to transfer the equity shares in respect of which dividends have remained unclaimed for a period of seven consecutive years to the IEPF Account established by the Central Government.

In terms of above, pursuant to the transfer of the unclaimed dividend for the year 2009-10 to the IEPF on 20 August, 2017 i.e. upon completion of seven years from transfer of dividend into unclaimed dividend account, 41,559 (Forty One Thousand Five Hundred Fifty Nine) Equity Shares relating to such dividend on which the dividend has not been claimed for the consecutive seven years since 2009-10 have been transferred into demat account of IEPF Authority.

Further, upon transfer of the unclaimed dividend for the year 2010-11 to the Investor Education and Protection Fund (IEPF) on 23 August, 2018 i.e. upon completion of seven years from the transfer of dividend into unclaimed dividend account, the equity shares relating to such dividend on which the dividend has not been claimed for the consecutive seven years since 2010-11 (net of the shares already transferred) shall also be transferred into IEPF.

In terms of the Rule 6(3) of Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the necessary communications have been made to the respective shareholders whose shares are required to be transferred to the IEPF so as to enable them to claim their dividend attached to such shares before such dividend and shares are transferred to IEPF during the Financial Year 2018-19 and further, the necessary information in this regard is available on the website of the Company i.e. www.raunaqinternational.com for the convenience of the shareholders. The Company also simultaneously published

notice in the leading newspaper in english language and regional language having wide circulation to such shareholders.

In case valid claim is not received by 23 August, 2018, the respective shares will be credited to the designated demat account of the Authority.

The Equity shares once transferred into IEPF can only be claimed by the concerned shareholder from IEPF Authority after complying with the procedure prescribed under the Rules and the amended Rules.

8. 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.
9. 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.
10. 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.
11. 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.
12. 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.
13. 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.

14. 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 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the members with facility to exercise their right to vote at the 53rd 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 Link Intime India Private Limited (LI IPL).
- 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 members who have already cast their votes through remote e-voting may appoint a proxy to attend the meeting instead of themselves, but such proxy will not be able to cast their vote at the meeting.

V. Instructions for shareholders to vote electronically:

A. Log-in to e-Voting website of Link Intime India Private Limited (LI IPL)

1. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
2. Click on "Login" tab, available under 'Shareholders' section.

3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".

4. Your User ID details are given below:

- a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID.
- b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID.
- c. **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company.

5. Your Password details are given below:

If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section, register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form/Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/DOI (Date of Incorporation) as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company record for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction 4(c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid e-mail address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the Company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

B. Cast your vote electronically

6. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/View "Event No" of the Company to vote.
7. On the voting page, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

8. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

9. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
10. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
11. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

❖ **General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as '**Custodian/Mutual Fund/Corporate Body**'.

They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian/Mutual Fund/Corporate Body**' login for the Scrutinizer to verify the same.

2. During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
3. Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
4. In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call at :- Tel : 022 - 49186000.
- VI. 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).
- VII. The remote e-voting period commences on 30 July, 2018 and ends on 01 August, 2018 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 26 July, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- VIII. 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 26 July, 2018. The person who is not a member as on the cut-off date should treat this Notice for information purpose only.
- IX. 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. 26 July, 2018, may obtain the user ID and password by sending a request at rajiv.ranjan@linkintime.co.in or delhi@linkintime.co.in. However, if you are already registered with LIPL for remote e-voting, then you can use your existing user ID and password for casting your vote.
- X. 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.
- XI. Mr. Tanuj Vohra, Partner, M/s TVA & Co. LLP, Company Secretaries, New Delhi, having his office at N-145A, Ground Floor, N-Block, Greater Kailash-I, New Delhi-110048 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.
- XII. 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.
- XIII. 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 at least two (2) witnesses not in the employment of the Company and shall make, not later than 48 (forty eight) hours 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.
- XIV. 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.
- XV. 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 LIPL and communicated to BSE Limited (BSE) accordingly.

15. 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 01:00 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



Sukriti Manna
Company Secretary

Place: Faridabad
Dated: July 05, 2018

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 74 years is a Non-Executive Director of the Company since 30 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 48 years.

During the financial year 2017-18, 5 (Five) meetings of the Board of Directors have been held and 4 (Four) meetings were attended by Mr. N.V. Srinivasan.

Mr. N.V. Srinivasan is not related in any capacity whether directly or indirectly with any other Director, Manager and other Key Managerial Personnel (KMP) of the Company.

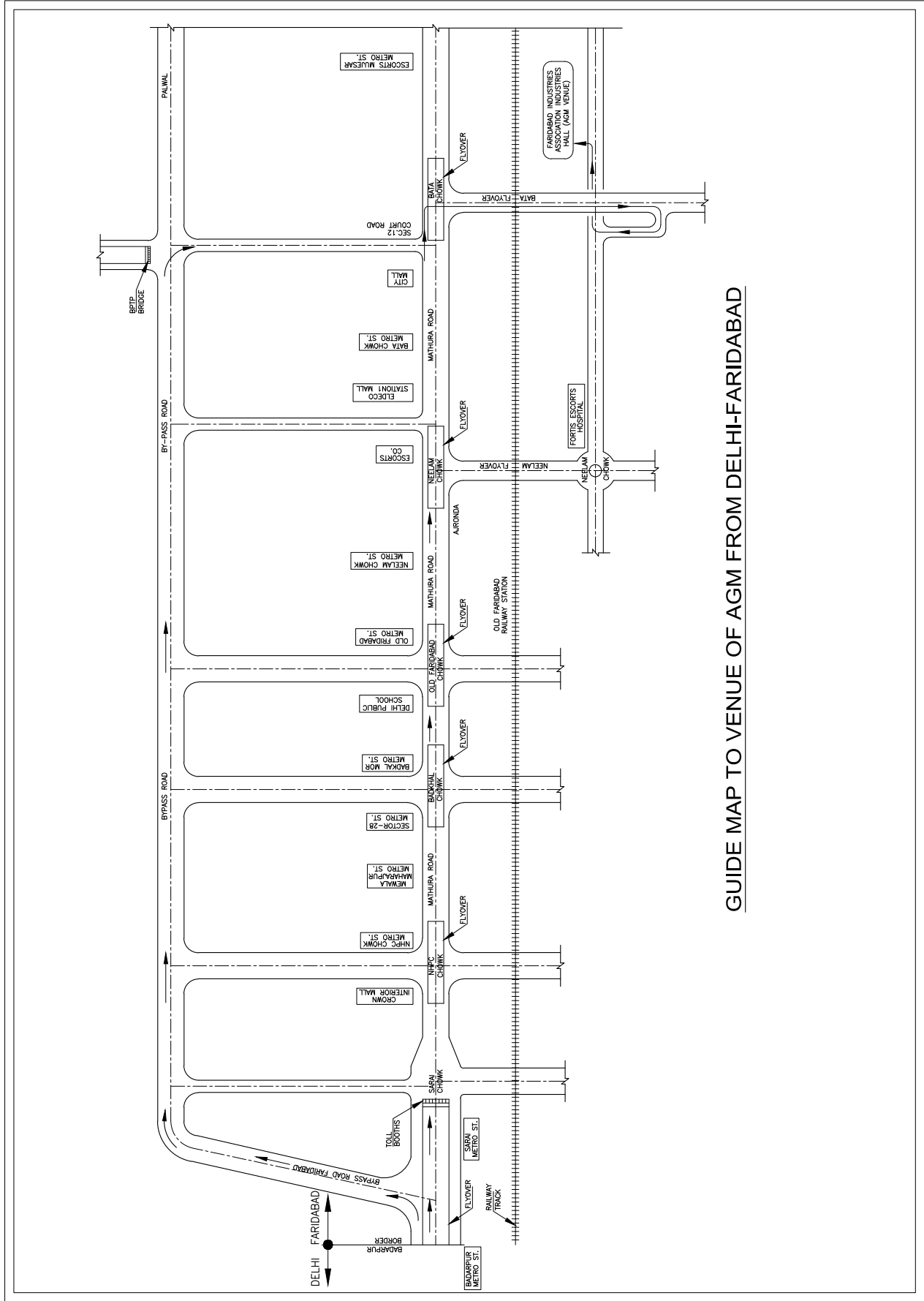
Mr. N.V. Srinivasan is a Director and Chairman/Member of Committees of Board of the following other Companies:

S.No.	Name of the Company/Entity in which interested	Committee Chairmanship/ Membership
1.	Bharat Gears Limited	<ul style="list-style-type: none"> • Nomination and Remuneration Committee - Member • Stakeholders' Relationship Committee - Member

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

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

As on 31 March, 2018, he does not hold any share in the Company.



GUIDE MAP TO VENUE OF AGM FROM DELHI-FARIDABAD



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:-

- Name:.....
Address:.....
E-mail ID:
Signature:....., or failing him
- Name:.....
Address:.....
E-mail ID:
Signature:....., or failing him
- 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 53rd Annual General Meeting of the Company, to be held on the 02nd day of August, 2018 at 11:30 A.M. at **Faridabad Industries Association**, FIA House, Bata Chowk, Faridabad - 121001, Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

- To receive, consider and adopt the financial statements of the Company for the year ended 31 March, 2018 together with Reports of the Directors and Auditors thereon (Ordinary Resolution).
- To consider re-appointment of Mr. N.V. Srinivasan, who retires by rotation and is eligible for re-appointment (Ordinary Resolution).

Signed this _____ day of _____, 2018



.....
Signature of Shareholder

.....
Signature of Proxy holder(s)

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 Tuesday, 31 July, 2018).



RAUNAQ EPC 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, Website: www.raunaqinternational.com

CIN: L51909HR1965PLC034315

ATTENDANCE SLIP

53rd 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 53rd Annual General Meeting of the Company on Thursday, 02nd day of August, 2018 at 11:30 A.M. at Faridabad Industries Association FIA House, Bata Chowk, Faridabad - 121001 (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. 14 of the Notice of the 53rd Annual General Meeting of the Company before casting your vote through remote e-voting.