RAUNAQ INTERNATIONAL LIMITED

NOTICE

TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given that the **61st Annual General Meeting (AGM)** of the Members of Raunaq International Limited ("the Company") will be held as under through Video Conference ("VC")/Other Audio Visual Means ("OAVM") ("hereinafter referred to as "electronic mode"):

Day : Friday

Date : 31 July, 2026

Time : 04:00 PM

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, 2026 together with Reports of the Directors and Auditors thereon.

2. To consider the re-appointment of Mr. Naresh Kumar Verma, who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS:

3. To consider the appointment of M/s Ankita S. Jain & Co., Company Secretaries, Jhansi (Firm Registration No. S2026UP1067300) as the Secretarial Auditors of the Company and if thought fit, pass the following resolution as an **Ordinary Resolution**, with or without modification(s):

   "RESOLtVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company thereof, the consent of the members be and is hereby accorded for the appointment of M/s Ankita S. Jain & Co., Company Secretaries, Jhansi (Firm Registration No. S2026UP1067300) having their office at 'Satyaraj', Behind Hotel Chanda, Civil Lines, Jhansi-284002 (U.P.) as the Secretarial Auditors of the Company for the purpose of conducting Secretarial Audit for a period of consecutive 5 (Five) years with effect from Financial Year 2026-27 upto the Financial Year 2030-31 in a fair and transparent manner.

   RESOLVED FURTHER THAT approval of the Members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

   RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) 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."

4. To consider the Material Related Party Transaction of the Company with Bharat Gears Limited, Company within the Group, and if thought fit, pass the following resolution as an **Ordinary Resolution**, with or without modification(s):

   "RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23, Schedule XII and any other applicable Regulations, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), as amended from time to time, read in conjunction with SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26 June, 2025 and SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30 January, 2026 ('SEBI Circulars') prescribing minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions ('RPT Industry Standards') formulated by the Industry Standards Forum, along with Section 2(76), 188 and

other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and in consonance with the Policy on Related Party Transactions of Raunaq International Limited ('the Company'), and based on prior approval of the Audit Committee, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include the Audit Committee or any other Committee constituted, empowered or to be constituted by the Board from time to time to exercise its powers conferred by this Resolution) for the Material Related Party Transaction(s), Contract(s), Arrangement(s), Agreement(s) entered into or proposed to be entered into (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and Bharat Gears Limited ('BGL'), Company within the Group and accordingly, a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be mutually agreed between the Company and BGL, for an aggregate value not exceeding Rs. 10,00,00,000/- (Rupees Ten Crores Only), provided that such transaction(s), contract(s), arrangement(s) or agreement(s) is/are being carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) 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

Dated: 27 May, 2026
Place: Faridabad

Neha Patwal
Company Secretary and CFO
ACS - 67358

NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circular No. 03/2025 dated 22 September, 2025 permitted the holding of Annual General Meeting through Video Conference ("VC")/Other Audio Visual Means ("OAVM") without the physical presence of Members at a common venue as per the procedure prescribed by MCA in the General Circular No. 20/2020 dated 05 May, 2020. The Securities and Exchange Board of India ("SEBI") has also provided certain relaxations from compliance with certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). In compliance with the said Circular and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the members of the Company is being held through VC/OAVM.

2. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this Annual General Meeting is being held through VC/OAVM pursuant to the aforesaid MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.

3. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/ Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail at csjain.ankita@gmail.com through their registered e-mail address with copies marked to the Company at secretarial@raunaqintl.com and to the Registrar and Transfer Agent (RTA) at investor.helpdesk@in.mpms.mufg.com

4. **Registration of email ID and Bank Account details:**

   In case the shareholder's e-mail ID is already registered with the Company/its Registrar and Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered e-mail address.

   In case the shareholder has not registered his/her/ their e-mail address with the Company/its RTA/ Depositories and/or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

(i) Kindly log in to the website of our RTA, MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited), https://in.mpms.mufg.com under Investor Services > E-mail/Bank detail Registration – fill in the details and upload the required documents and submit.

OR

(ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the e-mail address and bank account details in the demat account as per the process followed and advised by the DP.

5. The Notice of the Annual General Meeting ("AGM") along with the Annual Report for the Financial Year 2025-26 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories and a letter providing the web-link, including the exact path, where complete details of the Annual Report are available is being sent to all those shareholders who have not registered their e-mail addresses, in accordance with the aforesaid MCA Circulars read with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Members may note that the Notice of 61st Annual General Meeting and Annual Report for the Financial Year 2025-26 will also be available on the Company's website at www.raunaqinternational.com and the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. Members are requested to download the Annual Report and Notice of the AGM from the website of the Company and the Stock Exchange. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.

6. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. 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 61st 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 MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) (MIIPL).

The facility for electronic voting system shall also be made available at the 61st Annual General Meeting (AGM). The Members who have not cast their votes through remote e-voting shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

8. **Instructions for Members to attend the Annual General Meeting through InstaMeet (VC/OAVM) are as under:**

a) Members are entitled to attend the Annual General Meeting through VC/OAVM platform "InstaMeet" provided by the Registrar and Transfer Agent, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) by following the below mentioned process. Facility for joining the Annual General Meeting through VC/OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the Members on first come first serve basis.

Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (Fifteen) minutes from the scheduled time of the Annual General Meeting. Members holding more than 2% equity shares, Promoters, Institutional Investors, Directors, KMPs, Chair Persons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Auditors etc. may be allowed to the meeting without restrictions of first-come-first-serve basis. Members can log in and join at 03:45 P.M. IST i.e. 15 (Fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (Fifteen) minutes after the scheduled time. Participation is restricted upto 2000 members only.

b) **The details of the process to register and attend the AGM are as under**:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 03/2025 dated 22 September, 2025, the Companies can continue to conduct Annual General Meetings by VC or OAVM, as per the existing procedural requirements. Till further orders, the relaxations will remain in force.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the Annual General Meeting through InstaMeet:

a) Visit URL: https://instameet.in.mpms.mufg.com & click on "**Login**".

b) Select the "**Company Name**" and register with your following details:

c) Select Check Box - **Demat Account No./ Folio No./PAN**

- Shareholders holding shares in NSDL/CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box – Folio No. and enter the Folio Number registered with the Company.
- Shareholders shall select check box – PAN and enter 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No. with the DP shall enter the Mobile No.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Email Id with the DP shall enter the Email Id.

d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the Annual General Meeting through InstaMeet:

a) Shareholders who would like to speak during the meeting must register their request with the Company at Company's registered e-mail address.

b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.

c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

**Shareholders are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.*

Instructions for Shareholders to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

a) On the Shareholders VC page, click on link "Cast your vote".

b) Enter your 16-digit Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered e-mail Id) received during registration for InstaMeet.

c) Click on 'Submit'.

d) After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.

e) 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'.

f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note:

Shareholders/Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.

Shareholders/Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000/4918 6175.

9. Remote e-Voting Instructions for shareholders:

In terms of SEBI master circular no. SEBI/HO/ CFD/PoD2/CIR/P/0155 dated 11 November 2024, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and e-mail Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL OTP based login

a) Visit URL: https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp

b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.

c) Enter the OTP received on your registered e-mail ID/mobile number and click on login.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "IDeAS Login Section".

b) Enter IDeAS User ID, Password, Verification code & click on "Log-in".

c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on "Access to e-Voting" under e-Voting services.

d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".

c) Enter the last 4 digits of your bank account/ generate 'OTP'.

d) Post successful registration, user will be provided with Login ID and password.

e) Follow steps given above in points (a-d).

METHOD 3 - NSDL e-voting website

a) Visit URL: https://www.evoting.nsdl.com

b) Click on the "Login" tab available under 'Shareholder/Member' section.

c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen & click on "Login".

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.

e) Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 - CDSL e-voting page

a) Visit URL: https://www.cdslindia.com

b) Go to e-voting tab.

c) Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.

e) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - CDSL Easi/Easiest facility:

Shareholders registered for Easi/Easiest facility:

a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or Visit URL: www.cdslindia.com, click on "Login" and select "My Easi New (Token)".

b) Enter existing username, Password & click on "Login".

c) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/Easiest facility:

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Home/EasiRegistration/ https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration

b) Proceed with updating the required fields for registration.

c) Post successful registration, user will be provided username and password on the registered e-mail id. Follow steps given above in points (a-c).

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/ CDSL for e-voting facility.

a) Login to DP website.

b) After Successful login, user shall navigate through "e-voting" option.

c) Click on e-voting option, user will be redirected to NSDL/CDSL Depository website after successful authentication, wherein user can see e-voting feature.

d) Post successful authentication, click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN/SIGNUP on InstaVote

Shareholders registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "**Login**" under 'SHARE HOLDER' tab.

b) Enter details as under:

1. User ID: Enter User ID.
2. Password: Enter existing Password.
3. Enter Image Verification (CAPTCHA) Code.
4. Click "Submit".

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions").

InstaVote User ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (e.g. 12345678).
	CDSL	User 1D is 16 Digit Beneticiary ID.
	Shares held in physical form	User ID is EVENT No. + Folio No. registered with the Company.

Shareholders not registered for INSTAVOTE facility:

a) Visit URL: https://instavote.linkintime.co.in & click on "**Sign Up**" under 'SHARE HOLDER' tab & register with details as under:

1. User ID: Enter User ID.
2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format).
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders, holding shares in **NSDL form**, shall provide 'point 4' above.
- Shareholders, holding shares in **CDSL form**, shall provide 'point 3' or 'point 4' above.
- Shareholders, holding shares in **physical form** but have not recorded 'point 3' and 'point 4', shall provide their Folio number in 'point 4' above.

5. Set the password of your choice.

   (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).

6. Enter Image Verification (CAPTCHA) Code.

7. Click "Submit" (You have now registered on InstaVote).

Post successful registration, click on "**Login**" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

InstaVote User ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (e.g. 12345678).
	CDSL	User 1D is 16 Digit Beneticiary ID.
	Shares held in physical form	User ID is EVENT No. + Folio No. registered with the Company.

STEP 2: Steps to cast vote for Resolutions through InstaVote

A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".

B. Select 'View' icon. E-voting page will appear.

C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

D. After selecting the desired option i.e. Favour/ Against, click on 'Submit'.

E. 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.

NOTE: Shareholders may click on "Vote as per Proxy Advisor's Recommendation" option and view proxy advisor recommendations for each resolution before casting vote. "Vote as per Proxy Advisor's Recommendation" option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Non-Individual Body corporate shareholders shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at csjain.ankita@gmail.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the Company at secretarial@raunaqintl.com

Guidelines For Institutional Shareholders ("Custodian/Corporate Body/Mutual Fund")

STEP 1 – Custodian/Corporate Body/Mutual Fund Registration

A. Visit URL: https://instavote.linkintime.co.in

B. Click on "Sign Up" under "Custodian/Corporate Body/Mutual Fund".

C. Fill up your entity details and submit the form.

D. A declaration form and organization ID is generated and sent to the Primary contact person e-mail ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in

E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's e-mail ID. (You have now registered on InstaVote).

STEP 2 – Investor Mapping

A. Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

B. Click on "Investor Mapping" tab under the Menu section.

C. Map the Investor with the following details:

   1) 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.

   2) 'Investor's Name' - Enter Investor's Name as updated with DP.

   3) 'Investor PAN' - Enter your 10-digit PAN.

   4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

      NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

D. Click on Submit button. (The investor is now mapped with the Custodian/Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) Click on "Votes Entry" tab under the Menu section.

c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".

d) Enter "16-digit Demat Account No.".

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour/Against, click on 'Submit'.

f) 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.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

a) Visit URL: https://instavote.linkintime.co.in and login with InstaVote Login credentials.

b) After successful login, you will see "Notification for e-voting".

c) Select "View" icon for "Company's Name/Event number".

d) E-voting page will appear.

e) Download sample vote file from "Download Sample Vote File" tab.

f) Cast your vote by selecting your desired option 'Favour/Against' in the sample vote file and upload the same under "Upload Vote File" option.

g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

NOTE: **Non-Individual Body corporate shareholders** shall send a scanned copy of the board resolution authorising its representative to vote, to the scrutinizer at csjain.ankita@gmail.com with a copy marked to RTA at enotices@in.mpms.mufg.com and the Company at secretarial@raunaqintl.com.

HELPDESK:

Shareholders holding securities in physical mode/ Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode/ Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Individual Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in physical mode/Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Further Click on "**forgot password?**".

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

In case Custodian/Corporate Body/Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: https://instavote.linkintime.co.in

- Click on 'Login' under "Custodian/Corporate Body/Mutual Fund" tab.
- Further Click on "**forgot password?**".
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

InstaVote User ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (e.g. 12345678).
	CDSL	User 1D is 16 Digit Beneticiary ID.
	Shares held in physical form	User ID is EVENT No. + Folio No. registered with the Company.

In case shareholders have a valid e-mail address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/CDSL have forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/depository participants website.

General Instructions - Shareholders

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

10. Brief profile & other details of the Directors proposed to be appointed/re-appointed, as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India is annexed to this Notice.
11. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Resolution(s) set out in this Notice is appended hereinafter.
12. Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under the provisions of Section 103 of the Companies Act, 2013.
13. All the documents referred to in the Notice will be available for electronic inspection without fees by the members from the date of circulation of this Notice up to the date of AGM i.e. 31 July, 2026. Members seeking to inspect such documents can send an e-mail to secretarial@raunaqintl.com
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 ("the Act"), Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act and any other documents required by the Act and any other law, will be made available electronically for inspection by Members of the Company at the meeting.
15. Since the AGM will be held through VC/OAVM, the Route Map to reach to the venue of the 61st Annual General Meeting has not been annexed to this Notice.
16. 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 24 July, 2026 to enable the management to keep the information ready at the Meeting.
17. Members are requested to note that under Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund ('IEPF') constituted by the Central Government of India. Further; all shares in respect of which dividends remain unclaimed/unpaid for seven consecutive years or more, are required to be transferred to designated Demat Account of the IEPF Authority.

There was no unclaimed dividend and shares required to be transferred to the Investor Education and Protection Fund (IEPF) during the Financial Year 2025-26. Further, there is no unclaimed dividend and shares required to be transferred to the Investor Education and Protection Fund (IEPF) during the Financial Year 2026-27.

The Company has uploaded the information in respect of unpaid and unclaimed dividends and details of shares transferred to IEPF on the website of the IEPF Authority viz. www.iepf.gov.in and under "Investors Section" on the website of the Company viz. www.raunaqinternational.com under the link https://www.raunaqinternational.com/details-of-unclaimed-dividend-and-iepf.html

With reference to Rule 7 of the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended, the Investors/Depositors whose unpaid dividends and shares have been transferred to IEPF under the Companies Act, 2013 can claim the amounts and shares from the IEPF authority as per the procedures/ guidelines stated below:

a. Download the Form IEPF-5 from the website of the IEPF Authority (http://www.iepf.gov.in) for filing the claim for the refund of dividend/ shares. Read the instructions provided on the website/instruction kit alongwith the e-form carefully before filling the form.

b. After filling the form, save it on your computer and submit the duly filled form by following the instructions given in the upload link on the IEPF website. On successful uploading, an acknowledgement challan will be generated indicating the SRN. Please note down the SRN details for future tracking of the form.

c. Take a print out of the duly filled Form IEPF-5 and the acknowledgement challan issued after uploading the form.

d. Submit an indemnity bond in original, copy of the acknowledgement and self attested copy of e-form IEPF-5 along with other necessary documents as mentioned in the Form IEPF-5 to the Nodal Officer (IEPF) of the Company at its Registered Office in an envelope marked "Claim for refund from IEPF Authority"/"Claim for shares from IEPF" as the case may be. Kindly note that submission of documents to the Company is necessary to initiate the refund process.

e. Claim form completed in all respects will be verified and submitted online by the Company along with the Verification Report and other necessary documents to the IEPF Authority. Subsequently, on the basis of Company's Verification Report and other documents submitted by the Company with the IEPF Authority, refund will be released by the IEPF Authority in favour of claimants' Aadhar linked bank account through electronic transfer and/ or the shares shall be credited to the demat account of the claimant, as the case may be.

Further, the necessary details of Nodal Officer are available on the website of the Company i.e. www.raunaqinternational.com

18. Members may please note that in compliance with the Regulation 39(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 29,274 (Twenty Nine Thousand Two Hundred Seventy Four) Equity Shares of 98 (Ninety Eight) Shareholders attached to undelivered Share Certificates in possession of the Company still remaining unclaimed have been transferred into the "Unclaimed Suspense Account" opened with Central Depository Services (India) Limited (CDSL).

    Further, the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

19. 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 and prevention of forgery.

20. 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 MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited), Registrar and Transfer Agent for consolidation into a single folio.

21. Members are requested to register their e-mail address(es) and changes in their particulars like change in address from time to time with MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited), Registrar and Transfer Agent for shares held in physical form and with the respective Depository Participants for the shares held in dematerialized form.

22. 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.

    Further, SEBI has prohibited the transfer of shares in physical form except in case of transmission or

transposition of shares. Members holding shares in physical form and intending to transfer their shares are advised to open a demat account with the Depository viz. National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL) through respective Depository Participant(s) and transfer their shares after dematerialization.

23. During the Financial Year 2025-26, in terms of the circular reference no. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated 07 July, 2025 issued by the Securities and Exchange Board of India (SEBI), a special window had been opened for a period of six months from 07 July, 2025 till 06 January, 2026 ("special window period") to facilitate re-lodgement of transfer requests of physical shares for transfer deeds that were lodged prior to 01 April, 2019, but were rejected/returned/not attended to due to deficiency in the documents/process/or otherwise. The shareholders had been advised that during this period, the securities that are re-lodged for transfer (including those requests that are pending with the Company/RTA) shall be issued only in demat mode and due process shall be followed for such transfer-cum-demat requests. Eligible investors were requested to avail this opportunity by submitting the transfer requests along with all the requisite documents to the Registrar and Share Transfer Agent of the Company and were encouraged to take advantage of this special window. The Company duly facilitated the eligible investors during this special window.

    Subsequently, in terms of the circular reference no. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated 30 January, 2026 issued by the Securities and Exchange Board of India (SEBI), another special window has been opened for a period of one year from 05 February, 2026 till 04 February, 2027 ("special window period") to facilitate the transfer and dematerialization ("demat") of physical shares which were sold/purchased prior to 01 April, 2019. The special window shall be available for:

    - re-lodgement of transfer requests which were submitted prior to 01 April, 2019 and were rejected/returned/not attended due to deficiency in the documents/process/or otherwise and;
    - fresh lodgement of transfer requests which were not submitted prior to 01 April, 2019, provided that the original share certificate is available.

    The shares transferred during this special window period shall be mandatorily credited to the transferee only in demat mode and shall be under lock-in for a period of one year from the date of registration of transfer. Such shares shall not be transferred/lien-marked/pledged during the said lock-in period. Due process as prescribed under the said Circular shall be followed for such requests.

    Further, the following cases will not be considered during the special window period:

    - cases involving disputes between transferor and transferee (to be settled through court/ NCLT process);
    - shares which have been transferred to Investor Education and Protection Fund (IEPF) and;
    - re-lodgement/fresh lodgement of transfer requests executed prior to 01 April, 2019 where original share certificate is not available.

    Eligible investors are requested to avail this opportunity by submitting the transfer requests along with all the requisite documents as mentioned in SEBI Circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated 30 January, 2026 to MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited) (MIIPL), the Registrar and Share Transfer Agent (RTA) of the Company within the above stipulated time. Relevant Investors are encouraged to take advantage of this special window.

24. The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 have been sent to the respective shareholders and are also available on the Company's official Website i.e. www.raunaqinternational.com

    Members are requested to furnish PAN, Postal Address, E-mail Address, Mobile Number, Specimen Signatures, Bank Account Details and Nomination by submitting the relevant Form(s) as below to the Registrar and Transfer Agent of the Company, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited):

Sr.No.	Particulars	Form
1.	Registration of PAN, postal address, e-mail address, Mobile number, Bank Account Details or changes/updation thereof	ISR-1
2.	Confirmation of Signature of shareholder by the Banker	ISR-2
3.	Registration of Nomination	SH-13
4.	Cancellation or Variation of Nomination	SH-14
5.	Declaration to opt out of Nomination	ISR-3

Those holding shares in dematerialized form may contact their respective Depository Participant (DP) to avail the nomination facility or further change in nominations.

SEBI has commenced processing of investor complaints in a centralised web based complaints redressal system i.e. SCORES. The Company has supported SCORES by using it as a platform for communication between SEBI and the Company.

Further, Online Dispute Resolution (ODR) in Indian Securities Market has been introduced by SEBI vide its circular dated 31 July, 2023 read with corrigendum-cum-amendment circular dated 04 August, 2023. As per SEBI Circulars issued from time to time, in case of any grievances, the Shareholders are advised to first approach the Company or its RTA. If the response is not received/not satisfactory, Shareholders can raise a complaint on SCORES/with Stock Exchanges, and after exhausting all the above available options for resolution of the grievance, if the Shareholder is still not satisfied with the outcome, they can initiate dispute resolution through the ODR Portal at https://smartodr.in/login

As mentioned above, for effective use of the ODR process, shareholders are requested to initiate the Smart ODR process as the last resort after exhausting all available options for grievance redressal. The ODR serves as a platform for resolution of long pending disputes, which are otherwise difficult to be taken to a logical end.

Consequently, in addition to SCORES, Investors/clients and Market Participants (MPs) now have an additional mechanism available for dispute resolution with an objective of time bound online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. The Company has registered itself on the ODR Portal.

25. In terms of the recent circular issued by the Securities and Exchange Board of India on "Ease of Doing Investment – Doing away with requirement of issuance of Letter of Confirmation (LoC) and enabling direct credit of securities to demat accounts of investors", effective from 02 April, 2026, the requirement of issuing LoC has been dispensed with.

    Accordingly, MUFG Intime India Private Limited (Formerly known as Link Intime India Private Limited), the Registrar and Transfer Agent (RTA) of the Company and the Company shall, after carrying out necessary due diligence, directly credit securities to the demat account of the investor, thereby reducing the timeline for credit of securities and mitigating risks associated with loss or misuse of LoC.

    In cases where securities cannot be credited to the investor's demat account due to discrepancies, including incomplete KYC details, such securities shall be credited to a Suspense Escrow Demat Account maintained by the Company. Investors may subsequently claim such securities by submitting the necessary documentation and completing the required formalities.

    As on date, Nil Shares are being held in the Suspense Escrow Demat Account.

    Any corporate benefits in terms of securities accruing on the securities transferred to Suspense Escrow Demat Account viz. bonus, split etc., shall be credited to such Suspense Escrow Demat Account. Also, the security holders shall be entitled to vote, to receive dividend and notices of meetings, annual reports on the underlying said securities lying in Suspense Escrow Demat Account.

General Guidelines for shareholders:

1. 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.in.mpms.mufg.com, under Help section or write an e-mail to enotices@in.mpms.mufg.com or Call at :- Tel : 022 - 49186000.

2. The remote e-voting period commences on **Tuesday, 28 July, 2026 at 9:00 A.M. and ends on Thursday, 30 July, 2026 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** i.e. **Friday, 24 July, 2026** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by MIIPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

3. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, 24 July, 2026. The person who is not a member as on the cut-off date should treat this Notice for information purpose only.

4. 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. Friday, 24 July, 2026, may obtain the user ID and password by sending a request at rajiv.ranjan@in.mpms.mufg.com or investor.helpdesk@in.mpms.mufg.com. However, if you are already registered with MIIPL for remote e-voting, then you can use your existing user ID and password for casting your vote.

5. 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 e-voting at the AGM.

6. The Company has appointed Ms. Ankita Jain, Proprietor, M/s Ankita S. Jain & Co., Company Secretaries, Jhansi, having their office at 'Satyaraj', Behind Hotel Chanda, Civil Lines, Jhansi-284002 (U.P) as the Scrutinizer to scrutinize the remote e-voting process and e-voting at the Annual General Meeting in a fair and transparent manner.

7. The Chairman shall, at the AGM, at the discussion on the resolutions on which voting is to be held, allow voting to be cast by use of e-voting facility 'InstaMeet' of MIIPL for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

8. The Scrutinizer shall after the conclusion of voting at the AGM, will first download the votes 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, within Two working 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.

9. The Results of the AGM shall be declared by the Chairman or person authorized or anyone of the director of the Company after the AGM within the prescribed time limits. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.

10. 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 MIIPL and communicated to BSE Limited (BSE) accordingly.

By Order of the Board

Dated: 27 May, 2026
Place: Faridabad

Neha Patwal
Company Secretary and CFO
ACS - 67358

EXPLANATORY STATEMENT

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

Item No. 03

The Board of Directors of the Company had appointed M/s Ankita S. Jain & Co., Company Secretaries, Jhansi (Firm Registration No. S2026UP1067300) as the Secretarial Auditors of the Company at its Meeting held on 27 May, 2026 for the Financial Year 2026-27 (Including lnterim Review Twice) in terms of the provisions of Section 179(3), 204 of the Companies Act, 2013 read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Secretarial Auditors shall be appointed with the approval of the members of the Company.

The Board of Directors of the Company in its meeting held on 27 May, 2026, upon considering the experience and expertise and upon the recommendation of the Audit Committee has approved the appointment of M/s Ankita S. Jain & Co., Company Secretaries, Jhansi (Firm Registration No. S2026UP1067300) as the Secretarial Auditors of the Company for the purpose of conducting Secretarial Audit (including interim review twice during the year) for a period of consecutive 5 (Five) years with effect from Financial Year 2026-27 upto the Financial Year 2030-31 in a fair and transparent manner. The proposed remuneration to be paid to M/s Ankita S. Jain & Co., for the first year i.e. Financial Year 2026-27 is Rs. 75,000/- (Rupees Seventy Five Thousand Only). The said remuneration excludes applicable taxes and out of pocket expenses.

The remuneration for the subsequent year(s) of their term shall be fixed by the Board of Directors of the Company based on the recommendation of the Audit Committee thereof.

M/s Ankita S. Jain & Co. is a peer-reviewed firm of Company Secretaries based at Jhansi and having branch at New Delhi, with a rich experience in the professional expertise in dealing Corporate Advisory (Promotion, Formation and Restructuring Services), Certification Services, Audit Services, Advisory Services, Consulting/ Management Services and such other allied matters.

In terms of the provisions of Section 204 of the Companies Act, 2013 read with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other rules and regulations as may be applicable for the time being in force, the Company has received a written consent from M/s Ankita S. Jain & Co. with regard to their appointment as the Secretarial Auditors of the Company for a period of consecutive 5 (Five) years with effect from Financial Year 2026-27 upto the Financial Year 2030-31 and they satisfy the criteria of appointment and are not disqualified to be appointed.

Accordingly, the Board recommends the resolution as set out at Item No. 03 of the Notice in relation to the appointment of M/s Ankita S. Jain & Co. as the Secretarial Auditors of the Company, by way of an Ordinary resolution.

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. 03 of the Notice.

INSPECTION OF DOCUMENTS

All resolutions passed in this regard are available for electronic inspection without fees by the members from the date of circulation of this Notice up to the date of AGM i.e. 31 July, 2026 and shall also be available at the meeting.

Item No. 04

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), inter alia, states that all Material Related Party Transactions ('RPTs') shall require prior approval of the Members by way of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis. A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds the limits prescribed under Schedule XII of the SEBI Listing Regulations, as reproduced hereunder:

Consolidated Turnover of Listed Entity		Threshold
I.	Up to ₹ 20,000 Crore	10% of the annual consolidated turnover of the listed entity
II.	More than ₹ 20,000 Crore to upto ₹ 40,000 Crore	₹ 2,000 Crore + 5% of the annual consolidated turnover of the listed entity above ₹ 20,000 Crore
III.	More than ₹ 40,000 Crore	₹ 3,000 Crore + 2.5% of the annual consolidated turnover of the listed entity above ₹ 40,000 Crore or ₹ 5000 Crores, whichever is lower.

Further, SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated 26 June, 2025 and SEBI Master Circular No. HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated 30 January, 2026 ('SEBI Circulars') prescribe the minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions as 'RPT Industry Standards' formulated by the Industry Standards Forum. Additionally, Regulation 2(1)(zb) of the SEBI Listing Regulations defines a related party and Regulation 2(1)(zc) of the SEBI Listing Regulations defines a related party transaction which includes a transaction involving a transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand; or (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

In view of the above, Resolution as set out at Item No. 4 is placed for approval by the Members of the Company.

It is pertinent to note that the Management has provided the Audit Committee, comprising of majority of Independent Directors of the Company, with relevant details of the proposed RPT, including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted a prior approval for entering into the below mentioned RPT, subject to approval by the Members at the ensuing Annual General Meeting. The Audit Committee has noted that the said RPT will be at an arm's length pricing basis and will be in the ordinary course of business.

The Audit Committee has reviewed the certificate provided by the Chairman and Managing Director and the Chief Financial Officer (CFO) of the Company, as required under the RPT Industry Standards.

Details of the proposed RPT between the Company and Bharat Gears Limited ('BGL'), Company within the Promoter Group including the information required to be disclosed in the Explanatory Statement pursuant to the above referenced regulatory provisions are reproduced herein below for the Members of the Company for their approval.

Minimum Information to be Provided to the Audit Committee and Shareholders for approval of Related Party Transaction as per RPT Industry Standards.

PART A - MINIMUM INFORMATION OF THE PROPOSED RELATED PARTY TRANSACTION		
Sr. No	**Particulars of the information**	**Information provided by the Management**
A1. Basic Details of the Related Party		
1.	Name of the Related Party	Bharat Gears Limited ('BGL')
2.	Country of incorporation of the Related Party	India
3.	Nature of business of the Related Party	Bharat Gears Limited ("BGL") is one of India's largest manufacturers of automotive gear systems and a leading global supplier of gears and heat treatment solutions. The Company is engaged in the manufacturing and supply of a wide range of transmission and driveline components, including ring gears and pinions, transmission gears and shafts, differential gears, and related sub-assemblies. BGL caters to diverse sectors such as automotive, agriculture, construction equipment, utility vehicles, and electric vehicles (EVs), with a significant presence in domestic and international markets across Europe, the United States, Mexico, and Asia.
A2. Relationship and ownership of the Related Party		
1.	Relationship between the listed entity and the related party - including nature of its concern (Financial or otherwise) and the following:	Promoter Group Entity under common promoter control.

<table>
<tr><td></td><td>Shareholding of listed entity, whether direct or indirect in the Related Party</td><td>Direct:
Raunaq International Limited – 1.69%
Indirect:
Late Dr. Raunaq Singh – 0.01%
(Part of Promoter Group)
Mr. Surinder Paul Kanwar – 37.00%
(Promoter/Chairman and Managing Director)
Mr. Sachit Kanwar – 0.01%
(Part of Promoter Group)
Ultra Consultants Private Limited – 14.09%
(Group Company)
Vibrant Reality Infra Private Limited – 1.44%
(Group Company)
Clip-Lok Simpak (India) Private Limited – 1.10%
(Group Company)</td></tr>
<tr><td></td><td>Where the Related Party is a partnership Firm ora sole proprietorship concern or a body corporate without share capital, then capital contribution, if any made by the listed entity</td><td>Not Applicable</td></tr>
<tr><td></td><td>Shareholding of the Related Party, whether direct or indirect, in the listed entity</td><td>Direct – 0%
Indirect:
Late Dr. Raunaq Singh – 0.60%
(Part of Promoter Group)
Mr. Surinder Paul Kanwar – 43.87%
(Promoter/Chairman and Managing Director)
Mr. Sameer Kanwer – 0.00%
(Part of Promoter Group)
Gulab Merchandise Private Limited – 4.33%
(Group Company)
Vibrant Reality Infra Private Limited – 3.48%
(Group Company)</td></tr>
<tr><td colspan="3">A3. Details of previous transactions with Related Party</td></tr>
<tr><td>1.</td><td>Total amount of all the transactions undertaken by the listed entity with the Related Party during the last Financial year</td><td><table><tr><th>Nature of Transactions</th><th>Financial Year 2025-26 (In ₹/lakhs)</th></tr><tr><td>Lease Agreement(s) between the Company and BGL for using a portion of the leasehold office premises</td><td>0.63</td></tr></table></td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity with the related party in the current Financial year up to the quarter immediately preceding the quarter in which the approval is sought</td><td>Not applicable</td></tr>
<tr><td>3.</td><td>Default, if any, made by a Related Party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last Financial year.</td><td>Nil</td></tr>
<tr><td colspan="3">A4. Amount of the proposed transaction(s)</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval at the meeting of the Audit Committee/Shareholders</td><td>Not more than Rs. 10,00,00,000/- (Rupees Ten Crores Only) exclusive of GST.</td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the Related Party during the current Financial year would render the proposed transaction a material RPT</td><td>Yes</td></tr>
</table>

<table>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding Financial year</td><td>27.74%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding Financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Not Applicable</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the Related Party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of Related Party) for the immediately preceding Financial year, if available.</td><td>1.28%</td></tr>
<tr><td>6.</td><td>Financial performance of the Related Party for the immediately preceding Financial year:</td><td><table><tr><th>Particulars</th><th>Financial Year 2025-26 (In ₹/lakhs)</th></tr><tr><td>Turnover</td><td>78417.48</td></tr><tr><td>Profit After Tax</td><td>1650.41</td></tr><tr><td>Net Worth</td><td>13118.91</td></tr></table></td></tr>
<tr><td colspan="3">A5. Basic details of the proposed transaction</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/ services, giving loan, borrowing etc.)</td><td>Purchase of goods</td></tr>
<tr><td>2.</td><td>Details of each type of proposed transaction</td><td>Purchase of DI Socket & Spigot Pipe (k-9) 400 MM and other related equipment and material by the Company from Bharat Gears Limited for further supply to its customers.</td></tr>
<tr><td>3.</td><td>Tenure of the proposed transaction (tenure in number of years or months to be specified)</td><td>8 Months</td></tr>
<tr><td>4.</td><td>Whether omnibus approval is being sought?</td><td>Not Applicable
The Company has obtained prior approval for the proposed transaction in the Audit Committee Meeting held on 27 May, 2026.</td></tr>
<tr><td>5.</td><td>Value of the proposed transaction during a Financial year. If the proposed transaction will be executed over more than one Financial year, provide estimated break-up Financial year-wise.</td><td>Total Value - Rs. 10,00,00,000/- (Rupees Ten Crores Only) exclusive of GST.
Financial Year 2026-27 - Rs. 10,00,00,000/- (Rupees Ten Crores Only)</td></tr>
<tr><td>6.</td><td>Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity</td><td>The proposed transaction ensures timely and reliable procurement of pipes from a related party with established supply capabilities, thereby supporting uninterrupted operations and the fulfilment of customer commitments without arrangement of any LC facility at the end of the Company.</td></tr>
<tr><td>7.</td><td>Details of the promoter(s)/director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</td><td></td></tr>
<tr><td></td><td>a. Name of the Director/KMP</td><td>• Mr. Surinder Paul Kanwar Chairman and Managing Director of the Company is also the Chairman and Managing Director of Board of Bharat Gears Limited.
• Mr. N.V. Srinivasan, Non-Executive Independent Director of the Company is also a Non-Executive Independent Director of Bharat Gears Limited.
• Mr. Naresh Kumar Verma, Non-Executive Director of the Company is Corporate Business Head of Bharat Gears Limited.</td></tr>
</table>

	b. Shareholding of the Director/KMP, whether direct or indirect, in the Related Party	Mr. Surinder Paul Kanwar: Direct - 37.00% Indirect - 18.32% Mr. Naresh Kumar Verma: Direct - 0.08% Indirect - 0%
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	Not Applicable
9.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.
PART B - ADDITIONAL INFORMATION FOR SPECIFIC TYPE OF RELATED PARTY TRANSACTION		
B1.	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	The party for sale and the procurement price has been fixed after taking into consideration comparable quotations/ pricing and commercial information obtained from unrelated third-party suppliers for entering into transaction at an arm's length price.
2.	Basis of determination of price.	The price has been fixed on the basis of Arm's Length Pricing.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the Related Party in relation to the transaction, specify the following: a. Amount of trade advance b. Tenure c. Whether same is self-liquidating?	Not Applicable

Accordingly, the Board recommends the resolution as set out at Item No. 04 of the Notice in relation to the approval of Material Related Party Transaction with Bharat Gears Limited (BGL), Company within the Group, by way of an Ordinary resolution.

Except Mr. Surinder Paul Kanwar, Chairman and Managing Director, and Mr. N.V. Srinivasan, Non-Executive Independent Director of the Company, none of the other 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. 04 of the Notice.

INSPECTION OF DOCUMENTS

All resolutions passed in this regard are available for electronic inspection without fees by the members from the date of circulation of this Notice up to the date of AGM i.e. 31 July, 2026 and shall also be available at the meeting.

By Order of the Board

Dated: 27 May, 2026
Place: Faridabad

Neha Patwal
Company Secretary and CFO
ACS - 67358

Details required under Section 102 of the Companies Act, 2013 in respect of the Directors proposed to be re-appointed at the ensuing Annual General Meeting (AGM) and their Brief Resume and other Information/ Disclosure in compliance with the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India have been provided herein below:

Particulars	Item No. 02
Name of Director	**Mr. Naresh Kumar Verma**
DIN	07087356
Brief Resume	Mr. Naresh Kumar Verma, aged 66 Years is a master in Commerce and holds a Post Graduate Diploma in Personnel Management & Industrial Relations. He is having a rich experience of 44 years. He has served in various renowned Companies like VXL India Limited, Bhartia Curtler Hammer, Daikin Shriram Air Conditioning etc. and currently holds the designation of Corporate Business Head in Bharat Gears Limited, a Company within the group.
Category of Director	Non-Executive Non Independent Director
Date of Birth (Age in Years)	08 June, 1960 (66)
Date of Appointment on the Board	04 December, 2019
Qualification	Masters in Commerce, Post Graduate Diploma in Personnel Management & Industrial Relations
No. of years of Experience	44 Years
Expertise in specific functional areas	Strategic Planning, Ability to read Financial Statements
Terms and conditions of re-appointment	The terms and conditions are available at the website of the Company at www.raunaqinternational.com
Chairmanship/Membership of Committees of the Company	Member-Audit Committee Member-Corporate Social Responsibility Committee Chairman-Stakeholders' Relationship Committee Member- Finance Committee
Directorships held in other Companies	Vibrant Reality Infra Private Limited
Chairmanship/Membership of Committees of other Companies	Nil
Listed entities from which the Director has resigned in the past three years	Nil
Number of Board Meetings attended during the year	6
Relationships between Directors inter-se	None
Relationships with Manager and other Key Managerial Personnel of the Company	None
Remuneration Proposed	Nil
Last remuneration drawn	Nil
Number of Shares held in the Company as on 31 March, 2026	518 (0.01%)

By Order of the Board

Dated: 27 May, 2026
Place: Faridabad

Neha Patwal
Company Secretary and CFO
ACS - 67358