

NOTICE

TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given that the **50th Annual General Meeting (AGM)** of the Members of Raunaq International Limited will be held as under:

Day : Thursday
Date : 30th July, 2015
Time : 11:30 A.M.
Venue : HUDA Convention Centre
Sector- 12
Faridabad-121007 (Haryana)

to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the year ended 31st March, 2015 together with Reports of the Directors and Auditors thereon.
2. To declare dividend on Equity Shares.
3. To ratify the appointment of M/s V.P. Jain & Associates (ICAI Registration no. 015260N), Chartered Accountants, as Statutory Auditors of the Company for the Financial Year 2015-16 and fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Dr. Sanjeev Kumar (holding DIN 00364416), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Dr. Sanjeev Kumar as a candidate for the office of the Director of the Company, be and is hereby appointed as

an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the 55th Annual General Meeting of the Company in the calendar year 2020.”

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Gautam Mukherjee (holding DIN 02590120), Director of the Company who retires by rotation at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Gautam Mukherjee as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the 55th Annual General Meeting of the Company in the calendar year 2020.”

6. To consider appointment of Ms. Seethalakshmi Venkataraman, Additional Director of the Company, as an Independent Director on the Board of the Company and if thought fit, pass the following resolution as **Ordinary Resolution**, with or without modification(s):

“RESOLVED THAT Ms. Seethalakshmi Venkataraman (holding DIN 07156898), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28th March, 2015, in terms of Section 161(1) of the Companies Act, 2013 and erstwhile Article 97 (now Article 164) of the Articles of Association (AOA) of the Company and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Ms. Seethalakshmi Venkataraman as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto the conclusion of the 55th Annual General Meeting of the Company in the calendar year 2020 pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies

Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act,2013.”

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

“**RESOLVED THAT** pursuant to provisions of Section 4,13 and any other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to the approval of Central Government/ Registrar of Companies, the consent of the members be and is hereby accorded to change the name of the Company from “**Raunaq International Limited**” to “**Raunaq EPC International Limited.**”

RESOLVED FURTHER THAT the name “**Raunaq International Limited**” wherever it occurs in the Memorandum & Articles of Association of the Company be substituted by the new name “**Raunaq EPC International Limited.**”

RESOLVED FURTHER THAT Mr. Surinder P. Kanwar, Chairman and Managing Director, Mr. Sachit Kanwar, Joint Managing Director and Mr. Kaushal Narula, Company Secretary of the Company be and are hereby severally authorised to prepare, file, execute, sign any application, form, fees, explanations, documents, papers etc. in electronic mode and to make any amendment/ alteration/ addition/deletion in the application/ form/explanation/ documents/papers filed, to be filed with and to obtain necessary approvals, consents, grants, permission from the Central Government/Registrar of Companies, NCT of Delhi & Haryana.

RESOLVED FURTHER THAT Mr. Surinder P. Kanwar, Chairman and Managing Director, Mr. Sachit Kanwar, Joint Managing Director and Mr. Kaushal Narula, Company Secretary of the Company be and are hereby severally authorised to delegate all or any of the powers entrusted above, in favour of any employees/officers/any other persons by executing a power of attorney or letter of authority or to withdraw the powers delegated to any employees/officers/ any other persons and are authorized to do all other acts, deeds, things, matters which in their opinion is in the best interest of the Company and is incidental, necessary or consequential for giving effect to the above resolution.”

By Order of the Board



Kaushal Narula
Company Secretary

Place: Faridabad
Dated: 30 June, 2015

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting (the Meeting) is entitled to appoint one or more proxies to attend and vote instead of himself/herself and such proxy(ies) need not be a Member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. The instrument appointing proxy(ies) must, however, be deposited at the Registered Office of the Company, duly completed and signed, not less than forty-eight hours before commencement of the Meeting. Proxy(ies) submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.**
2. **NO GIFTS OR COUPONS SHALL BE DISTRIBUTED AT THE MEETING.**
3. Members/Proxies are requested to submit the enclosed Attendance Slip duly filled in and signed at the entrance of the venue for attending the Meeting. Members who hold shares in dematerialized form are requested to mention their Client ID and DP ID details and those who hold shares in physical form are requested to write Folio number in the attendance slip. **No Attendance Slip shall be issued at the Meeting.**
4. The Register of Members and the Share Transfer Books of the Company shall remain closed from 27th July, 2015 to 30th July, 2015 (both days inclusive) for determining the names of Members eligible for dividend on Equity Shares, if declared at the Meeting.
5. Dividend on the Equity Shares, if declared at the Meeting, will be paid to the Members whose names appear in the Register of Members of the Company after giving effect to all valid share transfers in physical form lodged with the Company or its Registrars on 26th July, 2015.

In respect of shares held in electronic form, the dividend will be paid to those ‘beneficiaries’ whose name appears on the statements of beneficial ownership furnished by National Securities Depository Limited and Central Depository Services (India) Limited for this purpose, at the end of the business hours on 26th July, 2015. Dividend shall be paid on or before 29th August, 2015. No income tax shall be deducted at the source from the dividend amount.
6. The Non Resident Indian Shareholders are requested to inform the Company immediately about:
 - a) The change in residential status on return to India for permanent settlement.
 - b) The particulars of NRO Bank Account in India, if not furnished earlier.

- Members are requested to intimate their dividend mandates like Bank account number, type and Bank address(es) in which they intend to deposit the warrant(s) by a duly signed letter. The Bank details can also be printed on the warrants to avoid any incidence of fraudulent encashment.

The change in address, nomination etc, if any, to be effective must reach to the Registrar & Transfer Agent or the Registered Office of the Company by 26th July, 2015. (Relevant Forms for nomination and updation of Shareholders information are enclosed at the end of the Annual Report).

- Electronic Clearance System (ECS) is presently available at certain locations specified by Reserve Bank of India and/or State Bank of India. To avoid risk of loss and/or fraudulent encashment, members are requested to avail ECS facility where dividends are directly and promptly credited in electronic form to their respective Bank accounts. (ECS Mandate Form is enclosed at the end of the Annual Report).
- 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 23rd July, 2015 to enable the management to keep the information ready at the Meeting.
- The unclaimed dividend till the financial year 2006-2007 has been transferred to the Investor Education and Protection Fund (IEPF). Further, the amount of unclaimed dividend standing in the "Raunaq International Limited Final Dividend Account 2007-08" which is required to be transferred to "IEPF" is due for transfer into "IEPF" on 27th August, 2015 and shall be deposited to the "IEPF" within prescribed time.

The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of IEPF Rules is to help the Shareholders to ascertain status of the unclaimed amounts and overcome the problems due to misplacement of information thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the Unclaimed Dividends in respect of the financial years from 2006-07, as on the date of the 49th Annual General Meeting (AGM) held on 29th August, 2014, on the website of the IEPF viz. www.iepf.gov.in and under "Investors Section" on the website of the Company viz. www.raunaqinternational.com.

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

- The shares of the Company are compulsorily traded in demat mode on BSE Limited (BSE). Hence, the Members who are still holding physical Share Certificates are advised that it is in their own interest to dematerialize their shareholding to avail benefit of dematerialization viz. easy liquidity, electronic transfer, savings in stamp duty and prevention of forgery.
- 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.
- 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.
- 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.
- 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.
- In terms of the provisions of Section 136 of the Companies Act, 2013 read with Rule 11 of the Companies (Accounts) Rules, 2014, service of notices/documents to the shareholders can be made through electronic mode, provided the company has obtained the e-mail address(es) of the shareholder(s). Also, the shareholders who have not registered their e-mail address for receiving the Balance Sheet etc. they will be sent the physical copies through any recognized mode of delivery as specified under Section 20 of the Companies Act, 2013.

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

- 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;
- Hard copy of statement containing the salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 to those shareholder(s) who have not so registered;

- (iii) Hard copies of full annual reports to those shareholders who request for the same.

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

- i) To the Registrar and Share Transfer Agent, Link Intime India Private Limited for shares held in physical form and;**
- ii) In respect of shares held in demat mode, also provide DP ID/ Client ID with the above details and register the same with their respective Depository Participants.**

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

17. Voting Through Electronic Means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide the members with facility to exercise their right to vote at the 50th Annual General Meeting by electronic means and the business may be transacted through e-Voting services. The facility of casting votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") as provided by the National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The instructions for remote e-voting are as under:
 - A. In case a Member receives an e-mail from NSDL [for members whose e-mail IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open e-mail and open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.

- (iii) Click on Shareholder - Login.
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "REVEN" of Raunaq International Limited.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rilscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
- B. In case a Member receives physical copy of the Notice of AGM [for members whose e-mail IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password will be provided separately:

REVEN	USER ID	PASSWORD/PIN
(Remote E-Voting Event Number)		
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- V. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the Downloads section of www.evoting.nsd.com.

- VI. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The remote e-voting period commences on 27th July, 2015 and ends on 29th July, 2015 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 23rd July, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd July, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 23rd July, 2015, may obtain the login ID and password by sending a request at e-voting@nsdl.co.in or delhi@linkintime.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com.
- XI. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. Mr. Tanuj Vohra, Company Secretary in Practice (Certificate of Practice No.: 5253), Proprietor, M/s Tanuj Vohra & Associates, Practicing Company Secretaries, New Delhi, having his office at 45E, Amar Plaza, I.P. Extension, Delhi-110092, has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the vote cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not

in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XV. The Results of the AGM shall be declared by the Chairman or person authorized or any one of the director of the Company after the AGM within the prescribed time limits.
- XVI. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.raunaqinternational.com and on the website of NSDL and communicated to BSE Limited (BSE) and the Delhi Stock Exchange Limited (DSE) accordingly.
18. The documents referred to in the accompanying Notice and the Annual Report are open for inspection at the Registered Office of the Company during the office hours between 11.00 A.M. and 1.00 P.M. on all working days except Sundays up to the date of the Meeting and shall also be available at the venue.

By Order of the Board



Kaushal Narula
Company Secretary

Place: Faridabad
Dated: 30 June, 2015

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

Item No. 4

Dr. Sanjeev Kumar, aged 56 years is a Non-Executive Independent Director of the Company since 25th May, 2006. He is a Post Graduate in Commerce, Ph.D., LL.B., and PGDIPRL. He is also the fellow member of "Institute of Company Secretaries of India" and "Institute of Cost and Works Accountants of India". He has over 30 years of experience in corporate and economic laws, corporate finance, accounts, costing, budgeting, MIS, systems, corporate affairs, merchant banking, mutual funds etc.

Dr. Sanjeev Kumar retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Dr. Sanjeev Kumar being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to the conclusion of the 55th Annual General Meeting of the Company in the calendar year 2020. A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Dr. Sanjeev Kumar as a candidate for the office of Director of the Company.

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

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

Item No. 5

Mr. Gautam Mukherjee, aged 58 years is a Non-Executive Director of the Company since 23rd March, 2009. He is a Graduate from Punjab University, Chandigarh. He has a vast experience in the field of banking as he worked with SBI, ICICI Bank & ING Vysya Bank. He also worked closely with Government of India agencies for promotion of awareness of futures trading among farmers as a tool for price discovery mechanism of food grains.

Mr. Gautam Mukherjee retires by rotation at the ensuing Annual General Meeting under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Gautam Mukherjee being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to the conclusion of the 55th Annual General Meeting of the Company in the calendar year 2020. A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mr. Gautam Mukherjee as a candidate for the office of Director of the Company.

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

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

Item No. 6

Ms. Seethalakshmi Venkataraman, aged 72 years is a Masters in Economics from the University of Delhi. She was a Research Associate with All India Management Association and Faculty Research Associate in Indian Institute of Management, Ahmedabad. She has also researched on Introduction of

Management Education in India (A Ford foundation project). She has worked as Senior Manager (HRD) with NTPC Limited for over 20 years and also worked on Non Profit Management Modules for a project for Getty Foundation, USA. She was a Member Secretary with Sanskrit Foundation, New Delhi.

The Board of Directors at its meeting held on 28th March, 2015 appointed Ms. Seethalakshmi Venkataraman as an Additional Director of the Company in terms of Section 161 of the Companies Act, 2013 and erstwhile Article 97 (now Article 164) of the Articles of Association(AOA) of the Company.

Under Section 161(1) of the Companies Act, 2013 read with Article 97 of the Articles of Association of the Company, Ms. Seethalakshmi Venkataraman holds office only upto the date of this Annual General Meeting of the Company. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Seethalakshmi Venkataraman being eligible and offering herself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term up to the conclusion of the 55th Annual General Meeting of the Company in the calendar year 2020. A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Ms. Seethalakshmi Venkataraman as a candidate for the office of Director of the Company.

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

Except Ms. Seethalakshmi Venkataraman, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No. 7

Raunaq International Limited is an Engineering, procurement and construction (EPC) Company.

In order to create a brand image with its distinguished presence in the industry, it has been proposed to change the name of the Company from “**Raunaq International Limited**” to “**Raunaq EPC International Limited**” thereby adding the term EPC into the current name of the Company.

The corresponding change in the name is also required to be inserted in place of the present name of the Company wherever appearing in the Memorandum and Articles of Association of the Company.

In terms of Section 13 of the Companies Act, 2013, change of Company's name in the aforesaid manner requires approval of the Shareholders of the Company by a Special Resolution.

Therefore, the Board of Directors of your Company recommends the passing of **Special Resolution** as set out at Item No. 7 of the Notice.

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

INSPECTION OF DOCUMENTS

All resolutions passed in this regard are available for inspection by the Members of the Company, at its Registered Office, during the office hours between 10.00 A.M. to 1.00 P.M., on all working days except Sundays upto the date of the Annual General Meeting and shall also be available at the venue of the Meeting.

By Order of the Board



Kaushal Narula
Company Secretary

Place: Faridabad
Dated: 30 June, 2015

I. BRIEF RESUME OF THE DIRECTORS TO BE APPOINTED AT THE FORTHCOMING ANNUAL GENERAL MEETING IN PURSUANCE OF CLAUSE 49 OF THE LISTING AGREEMENT:

1. Dr. Sanjeev Kumar, Director

A brief profile of Dr. Sanjeev Kumar has been provided in the Explanatory Statement of Item No. 4 of the accompanying notice.

Dr. Sanjeev Kumar is the Chairman of Audit Committee, Nomination and Remuneration Committee and Share Issue Committee of Raunaq International Limited and also he is the Member of Finance Committee of Raunaq International Limited.

Dr. Sanjeev Kumar 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.	Lalitpur Power Generation Company Limited	Member- Audit Committee Member- Remuneration Committee
2.	Xlerate Driveline India Limited	Chairman- Audit Committee Chairman- Nomination and Remuneration Committee Chairman- Finance Committee

Dr. Sanjeev Kumar holds Directorship in the following Private Limited Companies:

S.No.	Name of the Company/Entity in which interested
1.	BPA Estates Private Limited
2.	Bajaj Power Generation Private Limited
3.	Bajaj Aviation Private Limited

As on 31st March, 2015, he does not hold any share in the Company.

2. Mr. Gautam Mukherjee, Director

A brief profile of Mr. Gautam Mukherjee has been provided in the Explanatory Statement of Item No. 5 of the accompanying notice.

Mr. Gautam Mukherjee is the Member of Nomination and Remuneration Committee of Raunaq International Limited.

Mr. Gautam Mukherjee 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.	Motherson Sumi Systems Limited	Member- Audit Committee
2.	SMR Automotive Systems India Limited	-

Mr. Gautam Mukherjee holds Directorship in the following Private Limited Companies:

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

As on 31st March, 2015, he does not hold any share in the Company.

3. Ms. Seethalakshmi Venkataraman, Director

A brief profile of Ms. Seethalakshmi Venkataraman has been provided in the Explanatory Statement of Item No. 6 of the accompanying notice.

Ms. Seethalakshmi Venkataraman 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
-	-	-

Ms. Seethalakshmi Venkataraman holds Directorship in the following Private Limited Companies:

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

As on 31st March, 2015, she does not hold any share in the Company.

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RAUNAQ INTERNATIONAL LIMITED

Regd. Office: 20 K.M. Mathura Road, P.O. Amar Nagar, Faridabad-121003
Tel.: +91 (129) 4288888, Fax: +91 (129) 4288823-22
E-mail: info@raunaqintl.com, Website: www.raunaqinternational.com
CIN: L51909HR1965PLC034315

ATTENDANCE SLIP

50th ANNUAL GENERAL MEETING

Name of the Member (In Block Letters)	<input style="width: 600px; height: 30px;" type="text"/>
Name of Proxy, If any (In Block Letters) (In case Proxy attends the meeting in place of member)	<input style="width: 600px; height: 30px;" type="text"/>
DP ID/Client ID/Folio No.	<input style="width: 600px; height: 30px;" type="text"/>
No. of Shares held	<input style="width: 600px; height: 30px;" type="text"/>

I/We hereby record my/our presence at the 50th Annual General Meeting of the Company on Thursday, July 30, 2015 at 11.30 A.M. at HUDA Convention Centre, Sector-12, Faridabad-121007 (Haryana).

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

Note:

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

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

REMOTE E-VOTING PARTICULARS

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

Note : Please read instructions given at Note No. 17 of the Notice of the 50th Annual General Meeting of the Company before casting your vote through remote e-voting.



RAUNAQ INTERNATIONAL LIMITED

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

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

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

CIN: L51909HR1965PLC034315

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

Sr. No.

(1) Name and Address of Shareholder(s)
(Including Joint-holders, if any)
(IN BLOCK LETTERS)

(2) Registered Folio No.
DP ID No. / Client ID No.

(3) No. of Shares held

I/We hereby exercise my/our vote in respect of the Ordinary/Special Resolution(s) to be passed through e-voting/Postal Ballot for the business stated in the AGM Notice dated 30 June, 2015 of the Company by conveying my/our assent or dissent to the said resolution(s) in the relevant box below:

Item No.	Description	Type of resolution (Ordinary/Special)	No. of Shares held by me	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2015 together with Reports of the Directors and Auditors thereon	Ordinary			
2.	To declare dividend on Equity Shares	Ordinary			
3.	To ratify the appointment of M/s V.P. Jain & Associates, Chartered Accountants as Statutory Auditors of the Company for the financial year 2015-16	Ordinary			
4.	To consider appointment of Dr. Sanjeev Kumar as an Independent Director of the Company	Ordinary			
5.	To consider appointment of Mr. Gautam Mukharjee as an Independent Director of the Company	Ordinary			
6.	To consider appointment of Ms. Seethalakshmi Venkataraman as an Independent Director of the Company	Ordinary			
7.	To consider and approve the change of name of the Company	Special			

Place :

Date :

(Signature of Member)

Note: Kindly read the instructions printed overleaf before filling the form. Last date for receipt of postal Ballot forms by Scrutinizer is Wednesday, July 29, 2015.

INSTRUCTIONS

1. In terms of Clause 35B of the Listing Agreement, those members, who do not have access to remote e-voting facility provided by the Company for the AGM in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, may send their assent or dissent in writing on the Postal Ballot Form. Accordingly, this Postal Ballot Form is being provided under Clause 35B of the Listing Agreement to facilitate remote e-voting provided under Section 108 of the Companies Act, 2013 at the 50th AGM of the Company.
- 2(i) Members who have not registered their e-mail addresses with the depositories or with the Company's Registrars are being sent this Postal Ballot Form along with the Notice of AGM, the remote e-voting details and self-addressed envelope bearing name of scrutinizer through Courier/Registered Post/Speed Post.
- 2(ii) Members who have registered their e-mail addresses with its depositories or with Company's Registrars can cast their votes by remote e-voting facility.
3. A member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot Form, sign and send in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer as per instruction 7 below at the address: The Scrutinizer, Raunaq International Limited, 20 K.M. Mathura Road, P.O. Box No. 353, P.O. Amar Nagar, Faridabad-121003, Haryana. Postage will be borne and paid by the Company. Envelopes containing Postal Ballots, if deposited in person or sent by courier at the expenses of members will be accepted.
4. Kindly note that members can opt for only one mode of voting i.e. either by Postal Ballot or through remote e-voting. If members are opting for remote e-voting, then they should not vote by Postal Ballot or vice versa. However, in case Members cast their vote both by Postal Ballot and remote e-voting, then voting done through remote e-voting shall prevail and voting done by Postal Ballot will be treated as invalid.
5. The Postal Ballot Form should be completed and signed by the Members. In case of joint share holding, this form should be completed and signed by the first named Member and in his/her absence, by the next named Member(s). Unsigned Postal Ballot Forms will be rejected. The signature on the Postal Ballot Form must tally with the specimen signature registered with the Bank.
6. Where the Postal Ballot Form has been signed by an authorised representative of a body corporate, a certified copy of the relevant authorizations to vote on the Postal Ballot should accompany the Postal Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in such case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
7. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than 5:00 P.M. on **Wednesday, July 29, 2015**. Any Postal Ballot Form received after this date will be treated as if the reply from the member has not been received. No other form or photocopy of the Postal Ballot Form will be permitted/accepted by the Company.
8. A member may request for a duplicate Postal Ballot Form, if so required. However the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified at Instruction No. 7 above.
9. Voting rights of the members shall be in proportion of their share in the paid up equity share capital of the Company as on the cut off date of 23rd July, 2015. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the result of voting will be announced within the prescribed time limits at the Registered Office of the Company at 20 K.M. Mathura Road, P.O. Box No. 353, P.O. Amar Nagar, Faridabad-121003 (Haryana).
10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.
11. There will be only one Postal Ballot Form for every folio irrespective of the number of joint member(s).
12. A member need not use all the votes nor does he need to cast all the votes in the same way.
13. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
14. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
15. The date of AGM will be the deemed date of passing resolution(s) through remote e-voting/Postal Ballot. It may also be noted that, in terms of Section 114 of the Companies Act, 2013, the Resolutions contained in the AGM Notice will be deemed to have been passed through remote e-voting and Postal Ballot Form unless the Poll is taken at the AGM. Accordingly, the results shall be declared in terms of Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as the case may be.
16. The right of remote e-voting and Postal Ballot Form shall not be exercised by a Proxy.