



RAUNAQ EPC INTERNATIONAL LIMITED

NOTICE

TO THE MEMBERS OF THE COMPANY

NOTICE is hereby given that the **56th Annual General Meeting (AGM)** of the Members of Raunaq EPC International Limited will be held as under through Video Conference ("VC")/Other Audio Visual Means ("OAVM") ("hereinafter referred to as "electronic mode"):

Day : Tuesday
Date : 31 August, 2021
Time : 11:30 A.M.

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, 2021 together with Reports of the Directors and Auditors thereon and the audited consolidated financial statements of the Company for the financial year 2020-21.
2. To consider the re-appointment of Mr. Sameer Kanwar, who retires by rotation and is eligible for re-appointment.

SPECIAL BUSINESS:

3. To consider the appointment of Mr. Sachit Kanwar as Executive Director-Operations of the Company and if thought fit, pass the following resolution as an **Ordinary Resolution**, with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 196, 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, if any and subject to such other approval(s) as may be required, Mr. Sachit Kanwar be and is hereby appointed as Executive Director -Operations of the Company for a period of 5 (Five) years with effect from 01 October, 2020 on a token remuneration of Rupee One per month.

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 and authorize the sale of Equity Shares held by the Company in Xlerate Driveline India Limited and if thought fit, pass the following resolution as a **Special Resolution**, with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and 188(1) of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 and any other relevant rules under the Companies Act, 2013 as amended from time to time; and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other law for the time being in force, and subject to consents, approvals and/or permissions of relevant authorities as may be required, the consent of the Company be and is hereby accorded to the Board of Directors to transfer by way of sale, the remaining 37,06,159 (24.91%) Equity Shares held by the Company in Xlerate Driveline India Limited (XDIL), an associate Company within the group at a price of Rs. 7.00 (Rupee Seven Only) per Equity Share, total consideration being Rs. 2,59,43,113/- (Rupees Two Crores Fifty Nine Lakhs Forty Three Thousand One Hundred and Thirteen Only) to Mr. Sachit Kanwar, Executive Director - Operations of the Company in one or more tranches.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company or a Committee thereof, be and is hereby authorised to take such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed sale and further to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith."

By Order of the Board

Rajan Malhotra
Chief Executive Officer

Dated: 02 August, 2021

NOTES:

1. In view of the continuing Covid 19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 02/2021 dated 13 January, 2021 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 in read with MCA circular no. 14/2020 dated April 08, 2020, circular no. 17/2020 dated April 13, 2020. In compliance with the said Circulars 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 through their registered e-mail address to sanketjaincs@gmail.com with copies marked to the Company at secretarial@raunaqintl.com and to the Registrar and Transfer Agent (RTA) at delhi@linkintime.co.in.
4. Registration of email ID and Bank Account details:

In case the shareholder's email 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, Link Intime India Private Limited, www.linkintime.co.in 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 shareholders 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 along with the Annual Report for the Financial Year 2020-21 is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories in accordance with the aforesaid MCA Circulars and Circular issued by the Securities and Exchange Board of India ("SEBI") dated 15 January, 2021. Members may note that the Notice of 56th Annual General Meeting and Annual Report for the Financial Year 2020-21 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 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 56th Annual General Meeting by electronic means and the business may be transacted electronically through the facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") as provided by Link Intime India Private Limited (LI IPL).

The facility for electronic voting system shall also be made available at the 56th Annual General Meeting. The Members who have not cast their votes through remote e-voting shall be able to exercise their voting rights 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, 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 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 11:15 A.M. IST i.e. 15 (Fifteen) minutes prior to the schedule time of the meeting and window for joining shall be kept open till the expiry of 15 (Fifteen) minutes after the schedule time. Participation is restricted upto 2000 members only.

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

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No.: Enter your 16 digit Demat Account No. or Folio No.

- Members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Members holding shares in **physical form shall provide Folio Number** registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN). Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your e-mail id, as recorded with your DP/Company.

- Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

c) Instructions for Members to Speak during the Annual General Meeting through InstaMeet:

1. Members who would like to speak during the meeting must register their request on or before 24 August, 2021 with the Company on secretarial@raunaqintl.com created for the general meeting.
2. Members will get confirmation on first cum first basis.
3. Members will receive "speaking serial number" once they mark attendance for the meeting.
4. Other Members may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
6. Members are requested to speak only when moderator of the meeting/management will announce the name and serial number for speaking.

d) Instructions for Members to Vote during the Annual General Meeting through InstaMeet:

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

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. 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 and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.
4. 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'.
5. 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.

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

- e) 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. 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.
- f) Members are encouraged to join the Meeting through Tablets/Laptops connected through broadband for better experience.
- g) Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
- h) Please note that 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.
- i) For a smooth experience of viewing the AGM proceedings on InstaMeet, shareholders/members who are registered as speakers for the event are requested to download and install the Webex application.
- j) In case shareholders/members have any queries regarding login/e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

9. Remote e-Voting Instructions for shareholders:

Pursuant to the circular issued by the Securities and Exchange Board of India (SEBI) dated 09 December, 2020 on e-voting facility, members holding securities in demat mode can vote at the meeting through their demat account maintained with Depositories and Depository Participants.

Members are advised to update their mobile number and e-mail Id in their demat accounts to access remote e-voting facility.

Login method for the members holding securities in demat mode/ physical mode is as follows:

Type of Member	Login Method
Members holding securities in demat mode with NSDL	<ul style="list-style-type: none"> • If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.
	<ul style="list-style-type: none"> • After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
	<ul style="list-style-type: none"> • If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp
	<ul style="list-style-type: none"> • Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Members holding securities in demat mode with CDSL	<ul style="list-style-type: none"> • Existing user who have opted for Easi/Easiest, they can login through their user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.
	<ul style="list-style-type: none"> • After successful login of Easi/Easiest, the user will be also able to see the e-voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK INTIME, CDSL. Click on e-voting service provider name to cast your vote.
	<ul style="list-style-type: none"> • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	<ul style="list-style-type: none"> • Alternatively, the user can directly access e-voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the e-voting is in progress.

Members (holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Once login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 								
Members holding securities in Physical mode	<ol style="list-style-type: none"> Open the internet browser and launch the URL: https://instavote.linkintime.co.in <ul style="list-style-type: none"> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: - <table border="1" data-bbox="305 646 790 1205"> <tr> <td data-bbox="305 646 337 743">A.</td> <td data-bbox="337 646 790 743">User ID: Shareholders/members holding shares in physical form shall provide Event No. + Folio Number registered with the Company.</td> </tr> <tr> <td data-bbox="305 743 337 905">B.</td> <td data-bbox="337 743 790 905">PAN: Enter your 10-digit Permanent Account Number (PAN). Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.</td> </tr> <tr> <td data-bbox="305 905 337 1010">C.</td> <td data-bbox="337 905 790 1010">DOB/DOI: Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)</td> </tr> <tr> <td data-bbox="305 1010 337 1108">D.</td> <td data-bbox="337 1010 790 1108">Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.</td> </tr> </table> <ul style="list-style-type: none"> Shareholders/members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above. 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). Click “confirm” (Your password is now generated). Click on ‘Login’ under ‘SHARE HOLDER’ tab. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. E-voting page will appear. 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’. 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. 	A.	User ID: Shareholders/members holding shares in physical form shall provide Event No. + Folio Number registered with the Company.	B.	PAN: Enter your 10-digit Permanent Account Number (PAN). Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.	C.	DOB/DOI: Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)	D.	Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.
A.	User ID: Shareholders/members holding shares in physical form shall provide Event No. + Folio Number registered with the Company.								
B.	PAN: Enter your 10-digit Permanent Account Number (PAN). Members who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.								
C.	DOB/DOI: Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/ Company - in DD/MM/YYYY format)								
D.	Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.								

Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian/Mutual Fund/Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian/Mutual Fund/Corporate Body**’ login for the Scrutinizer to verify the same.

If Members holding securities in Physical mode, have forgotten the password:

- Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on ‘**Submit**’.
- In case shareholder/member is having valid e-mail address, Password will be sent to his/her registered e-mail address.
- Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- 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.

If Members holding securities in demat mode with NSDL/CDSL have forgotten the password:

- Shareholders/members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/depository participants website.
- 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”.

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43.

Helpdesk for Members holding securities in physical mode/ Institutional shareholders:

In case shareholders/members holding securities in physical mode/Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under Help section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022-4918 6000.

10. Brief profile & other details of the Director proposed to be 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 August, 2021. Members seeking to inspect such documents can send an email 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 56th 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 August, 2021 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.

The Company during the Financial Year 2020-21 had accordingly, transferred the unpaid and unclaimed dividend amount pertaining to the financial year 2012-2013 along with relevant shares to the IEPF on 28 August, 2020.

The Company has uploaded the information in respect of unpaid and unclaimed dividends for Financial Year 2012-13 onwards 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.

Members who have not encashed their dividend drafts since 2013-14 are advised to write to the Company or Registrar and Transfer Agent of the Company immediately (for dividend of Financial year 2013-14 on or before 27 September, 2021 since dividend of Financial Year 2013-14 being transferred to "IEPF" on even date), claiming dividends declared by the Company.

In terms of the Rule 6(3) of the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the necessary communications have been made to the respective shareholders whose shares are required to be transferred to the IEPF so as to enable them to claim their dividend attached to such shares before such dividend and shares are transferred to IEPF during the Financial Year 2021-22 and further, the necessary information in this regard is available on the website of the Company i.e. www.raunaqinternational.com for the convenience of the shareholders. The Company also simultaneously published notice in the leading newspaper in english language and regional language having wide circulation to such shareholders.

In case valid claim is not received by 27 September, 2021, the respective shares will be credited to the designated demat account of the Authority.

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 are requested to note that Regulation 39(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that any Equity Shares of the Company lying unclaimed (including shares represented by the undelivered share certificates) shall be transferred into the "Unclaimed Suspense Account" after due compliance

as prescribed under the said Regulation read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Equity Shares remaining unclaimed after reminders to respective shareholders in terms of the provisions of Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be transferred into the "Unclaimed Shares Suspense/Escrow Demat Account". Pursuant to the transfer of such unclaimed Equity Shares into the "Unclaimed Shares Suspense/Escrow Demat Account", the said Equity Shares shall be dealt with in accordance with the provisions of Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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, savings in stamp duty 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 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 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. The members holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Members holding shares in demat

form may contact their respective Depository Participants for availing this facility and the Registrar in respect of shares held in physical form.

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.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call at :- Tel : 022 - 49186000.
2. The remote e-voting period commences on **Saturday, 28 August, 2021 at 09:00 A.M.** and ends on **Monday, 30 August, 2021 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. **Tuesday, 24 August, 2021** may cast their vote by remote e-voting. The remote e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
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. Tuesday, 24 August, 2021. 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. Tuesday, 24 August, 2021, may obtain the user ID and password by sending a request at rajiv.ranjan@linkintime.co.in or delhi@linkintime.co.in. However, if you are already registered with LIPL for remote e-voting, then you can use your existing user ID and password for casting your vote.
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 Mr. Sanket Jain, Proprietor, M/s. Sanket Jain & Co., Company Secretaries, Jhansi, having his 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 LIPL 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, not later

than 48 (forty eight) hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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 i.e. www.raunaqinternational.com and on the website of LIPL and communicated to BSE Limited (BSE) accordingly.

By Order of the Board



Rajan Malhotra
Chief Executive Officer

Dated: 02 August, 2021

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

Item No. 03

Mr. Sachit Kanwar, aged 38 years holds a Bachelor's Degree in Administrative Studies from York University, Atkinson Faculty of Liberal & Professional Studies, Toronto, Ontario, Canada. After completing his graduation in the year 2004, he worked as Corporate Sales/Lease Portfolio Manager, Airport Kia, Toronto, Ontario, Canada for a period of four years, where he got the experience in the fields such as dealership sales, lease portfolio management, fleet management sales and service management etc. He has a total experience of around 17 years.

He had been associated with the Company since 23 March, 2009 and held the position of Joint Managing Director of the Company upto 28 September, 2020. Mr. Sachit Kanwar has inherited an enormous legacy and shouldered higher assignments during his tenure with the Company. His sincerity, commitment and ideas have resulted in the opening up of new opportunities for the Company. The ongoing hardship of the Company due to the prolong depressed power sector since last five years has been further aggravated due to the widespread outbreak of Covid-19 pandemic which has imposed a global economic recession and the Company has struggled to bag new orders due to the continuous adverse market conditions in the power sector especially thermal power. The Company has abled to sustain the operations by timely executing the orders in hand under Mr. Sachit Kanwar's guidance and exploring opportunities in the water segment.

Mr. Sachit Kanwar resigned from the post of Joint Managing Director of the Company w.e.f. 28 September, 2020 as Mr. Sachit Kanwar also held the position of Managing Director in Xlerate Driveline India Limited (XDIL) and XDIL being a going concern in the clutch business intended to achieve greater heights in its core business under the leadership of Mr. Sachit Kanwar as Managing Director of XDIL, thereby seeking the guidance and supervision of Mr. Sachit Kanwar with more time devotion and responsibility.

On his resignation as Joint Managing Director of the Company, Mr. Sachit Kanwar informed that he shall be available for operations of the Company as he has deep exposure in the core business of the Company i.e. EPC business and the Board and the Members if may deem necessary, may appoint him on any other position requiring less time devotion and responsibility so that he can concentrate on the clutch business of XDIL on a full time basis with an additional support to the Company so that the Company can complete the existing projects under execution and can bag new orders in its core area/water segment.

In pursuance of the above, keeping in view the rich experience of Mr. Sachit Kanwar and his valuable contribution in the growth of the Company, the Board of Directors of the Company in its meeting held on 28 September, 2020 upon recommendation of the Nomination and Remuneration Committee in its meeting held on even date appointed Mr. Sachit Kanwar as Executive Director -Operations of the Company for a period of 5 (Five) years with effect from 01 October, 2020 on a token remuneration of Rupee One per month, subject to the approval of the members.

The necessary information/disclosure in compliance with 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 relating to Mr. Sachit Kanwar has been provided in a separate section of this Notice.

Accordingly, the Board recommends the resolution as set out at Item No. 03 of the Notice in relation to the appointment of Mr. Sachit Kanwar as Executive Director-Operations, for the approval by the members of the Company, by way of an ordinary resolution.

Except Mr. Sachit Kanwar, himself and his father Mr. Surinder Paul Kanwar, Chairman and Managing Director & brother Mr. Sameer Kanwar, Non Executive Director of the Company, no other Director or Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the 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 August, 2021 and shall also be available at the meeting.

Item No. 04

The Company has an associate Company, Xlerate Driveline India Limited (XDIL) with a holding of 37,06,159 (24.91%) Equity Shares of Rs. 10/- (Rupees Ten) each. XDIL is into the business

of manufacturing and trading of Automotive clutches which is a non-core business for the Company as the Company has been in the EPC business for the more than four decades.

Covid-19 pandemic has impacted the revival of your Company, which has been struggling to mark its way in the water segment and closing out the existing projects in hand. Covid-19 has slowed down the process and further stressed the financial condition. In order to support the stressed finance, it is proposed to liquidate the remaining holding of 37,06,159 Equity Shares equivalent to 24.91% to Mr. Sachit Kanwar, Executive Director - Operations of the Company. Mr. Sachit Kanwar has agreed to purchase said Equity Shares held by the Company in XDIL in one or more tranches at a price of around Rs. 7.00 (Rupees Seven Only) per Equity Share, total consideration being Rs. 2,59,43,113/- (Rupees Two Crores Fifty Nine Lakhs Forty Three Thousand One Hundred and Thirteen Only). The fair value of the equity shares of Xlerate Driveline India Limited (XDIL) is Rs. 7.00 per equity share computed by INMACS Valuers Private Limited, IBBI Registered Valuer (Registration No. IBBI/RV-E/02/2021/141), whose valuation report was considered and taken on record by the Board of Directors of the Company through its resolution passed through circulation on 30 July, 2021.

Your directors consider that due to the unprecedented situation occurred due to Covid-19, the selling of the aforesaid stake in Xlerate Driveline India Limited would bring in an immediate financial assistance to the Company to pay off the debts and support the working capital requirements of the Company and thereafter the Company can concentrate on procuring the projects in the water sector with the existing credit limits available and start reviving the operations of the Company.

The proposed sale of investments held by the Company in Xlerate Driveline India Limited may amount to disposal of substantially whole of the undertaking which requires the consent of the Company by a Special Resolution under the provisions of Section 180(1)(a) of the Companies Act, 2013.

The Acquirer is a related party to your Company in terms of the provisions of Section 2(76) of the Companies Act, 2013, and accordingly as required under the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and our Policy on the Related Party Transactions, the proposed transaction with the Acquirer shall be treated as a material Related Party Transaction which warrants your Company to seek for approval of the members by means of an Ordinary Resolution.

All related parties shall abstain from voting on the transaction pursuant to the provisions of the proviso to Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015.

The particulars of the transaction pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 areas under:

Name of the related party	Mr. Sachit Kanwar, Executive Director - Operations, the Acquirer and Xlerate Driveline India Limited (XDIL), the Target Company
Name of the director or key managerial personnel who is related, if any	Mr. Surinder Paul Kanwar, Chairman and Managing Director, Mr. Sachit Kanwar, Executive Director - Operations, Dr. Sanjeev Kumar, Non Executive Independent Director and Mr. Rajiv Chandra Rastogi, Non Executive Independent Director are the Directors on the Board of XDIL.
Nature of relationship	Mr. Sachit Kanwar, the Acquirer is the Promoter & Executive Director - Operations and Xlerate Driveline India Limited (XDIL), the Target Company is an associate company and both are related parties in terms of the provisions of Section 2(76) of the Companies Act, 2013.
Nature, material terms and monetary value of the contract or arrangement	<p>The Contract/arrangement pertaining to the sale of shares by Raunaq EPC International Limited held in Xlerate Driveline India Limited to Mr. Sachit Kanwar, Promoter and Executive Director - Operations of the Company as mentioned in the resolution no. 04 of this Notice and its explanatory statement.</p> <p>The total consideration proposed for the said acquisition is Rs. 2,59,43,113/- (Rupees Two Crores Fifty Nine Lakhs Forty Three Thousand One Hundred and Thirteen Only) i.e. around Rs. 7.00 per Equity Share which is as per the fair value of Rs. 7.00 per Equity Share computed by INMACS Valuers Private Limited, IBBI Registered Valuer (Registration No. IBBI/RV-E/02/2021/141)</p>

Any other information relevant or important for the members to take a decision on the proposed resolution	None
--	------

Therefore, the Board of Directors of your Company recommends the passing of the resolution in Item No. 04 of the Notice as a Special Resolution under Section 180(1)(a) and 188 of the Companies Act, 2013.

Except Mr. Surinder Paul Kanwar and his sons Mr. Sameer Kanwar & Mr. Sachit Kanwar, none of the Directors or 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 August, 2021 and shall also be available at the meeting.

By Order of the Board



**Rajan Malhotra
Chief Executive Officer**

Dated: 02 August, 2021

Details required under Section 102 of the Companies Act, 2013 in respect of the Director proposed to be appointed at the ensuing Annual General Meeting (AGM) and their Brief Resume have been provided under the Explanatory Statement annexed to this Notice. The 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	Item No. 03
Name of Director	Mr. Sameer Kanwar	Mr. Sachit Kanwar
DIN	00033622	02132124
Brief Resume	Mr. Sameer Kanwar, aged 43 Years is a Bachelor in Economics from York University, Canada. He received two years training in the areas of Planning, Finance and Control at ZF Friedrichshafen AG, Germany. He has overall experience and exposure in Marketing, Purchase and Management. Mr. Sameer Kanwar is also the Joint Managing Director of Bharat Gears Limited (BGL), a Company within the group since 01 June, 2008. He has a vast experience of 21 years.	As detailed in Explanatory Statement above for Item 03 of the Notice.
Category of Director	Non Executive Director	Executive Director-Operations
Date of Birth (Age in Years)	24 December, 1977 (43)	01 November, 1982 (38)
Date of Appointment on the Board	13 November, 2019	01 October, 2020
Qualification	Bachelor's Degree in Business Economics from York University, Canada	Bachelor's Degree in Administrative Studies from York University, Atkinson Faculty of Liberal & Professional Studies, Toronto, Ontario, Canada
No. of years of Experience	21 Years	17 Years
Expertise in specific functional areas	Knowledge of Core Business i.e. EPC, Knowledge of Macro Environment vis-à-vis Industry, Financial Literacy and ability to read Financial Statements	Knowledge of Core Business i.e. EPC, Strategic Planning, Project Analysis and Marketing, Knowledge of Macro Environment vis-à-vis Industry, Financial Literacy and ability to read Financial Statements
Terms and conditions of appointment/re-appointment	Liable to retire by rotation in terms of provisions of the Companies Act, 2013	As detailed in Explanatory Statement above for Item 03 of the Notice
Chairmanship/Membership of Committees of the Company	NIL	Member - Finance Committee Member - Corporate Social Responsibility Committee Member - Stakeholders' Relationship Committee Member - Share Issue Committee Member - Business Strategy Committee
Directorships held in other Companies	<ul style="list-style-type: none"> • Bharat Gears Limited[#] • Nexus Driveline India Private Limited • Samreet Investment and Management Consultancy Private Limited • Akasa Design Studio LLP* 	<ul style="list-style-type: none"> • Xlerate Driveline India Limited • Clip-Lok Simpak (India) Private Limited • Vibrant Reality Infra Private Limited • Gulab Merchandise Private Limited

Chairmanship/ Membership of committees of other Companies	Bharat Gears Limited# Member- Stakeholders' Relationship Committee Member- Finance Committee Member- Corporate Social Responsibility Committee	Xlerate Driveline India Limited: Member - Finance Committee
Number of Board Meetings attended during the year	5	5
Relationships between Directors inter-se	Son of Mr. Surinder Paul Kanwar, Chairman and Managing Director and Brother of Mr. Sachit Kanwar, Executive Director - Operations of the Company	Son of Mr. Surinder Paul Kanwar, Chairman and Managing Director and Brother of Mr. Sameer Kanwar, Non - Executive Director of the Company
Relationships with Manager and other Key Managerial Personnel of the Company	None	None
Remuneration details (Including Sitting Fees & Commission) and last remuneration drawn	Please refer to the 'Notes forming part of the Financial Statements', for the Financial Year 2020-21.	
Number of Shares held in the Company as on 31 March, 2021	NIL	NIL

#Indicates Listed Company

* Indicates LLP

By Order of the Board



Rajan Malhotra
Chief Executive Officer

Dated: 02 August, 2021