



NOTICE:

Notice is hereby given that the 32nd Annual General Meeting of the members of Raunaq Automotive Components Limited will be held on Wednesday, the September 30th, 2015 at 11.00 A.M. at Shivam Garden, Bawana Road, Narela, New Delhi – 110040, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Dev Raj Arya, who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors of the Company, and to fix their remuneration and for that purpose, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, pursuant to the recommendations of the audit committee of the board of directors of the company and pursuant to the resolution passed by the members at the Annual General Meeting (AGM) held on September 30th, 2014, the appointment of M/s. A. Sachdev & Co., Chartered Accountants (Firm Registration No. 001307C), as the auditors of the Company to hold office until the conclusion of 34th AGM, be and is hereby ratified on such remuneration as may be mutually determined between the said Auditors and the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To adopt new **Articles of Association** of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and other applicable provision (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013 and any other act, if any and subject to the approval of the Central Government or Registrar of Companies or any other authority as may be necessary, the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To approve the change of name of the company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of section 4, section 13 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and other applicable provision (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013 and any other act, if any, the consent of the members be and is hereby given (subject to the approval of the Central Government or Registrar of Companies or any other authority as may be necessary) to change the name of the Company from RAUNAQ AUTOMOTIVE COMPONENTS LIMITED to RACL GEARTECH LIMITED.

RESOLVED FURTHER THAT the name **RAUNAQ AUTOMOTIVE COMPONENTS LIMITED** wherever appearing in the Memorandum of Association and Articles of Association and in other documents as may be necessary be substituted by the new name **RACL GEARTECH LIMITED** upon approval of the same by the Central Government or Registrar of Companies.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To approve the payment of remuneration to Non-executive Directors and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**



“RESOLVED THAT pursuant to provisions of Sections 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the equity listing agreement with stock exchanges, the non-executive directors of the Company (i.e. directors other than the Managing Director and / or the Whole-time Directors) be paid, remuneration, in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, as the Board of Directors may from time to time determine, not exceeding in aggregate one percent of the net profits of the Company (in the case, if services rendered by Non executive Directors are of a professional nature then one percent limit shall not apply) for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To appoint Mrs. Narinder Paul Kaur (DIN No. 02435942) as Director and in this regard, to consider and if thought fit, to pass with or without modification(s) the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 188, 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 or any other act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable provisions of the equity listing agreement with stock exchanges, Mrs. Narinder Paul Kaur (holding Director Identification Number 02435942), who was appointed as an Additional Director at the Board Meeting held on January 31, 2015 and who holds office as such up to the date of this Annual General Meeting and being eligible, offer herself for appointment and in respect of whom the Company has received a notice in writing from a member, pursuant to the provisions of Section 160 of the Companies Act, 2013 signifying the member’s intention to propose the candidature of Mrs. Narinder Paul Kaur for the office of Director, be and is hereby appointed as a Director (Non-executive Director/Professional Director) of the Company, liable to retire by rotation .”

RESOLVED FURTHER THAT the approval of the Members of the company be and is hereby accorded for payment of retainership fees Rs. 90,000/- (Rupees Ninety Thousands) per month (including fee in the event of loss or inadequacy of profits) to Mrs. Narinder Paul Kaur (DIN- 02435942), Non-executive Director/ Professional Director of the company, with effect from April 1, 2015.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby also authorised to:

1. Approve such increase or variations, modifications or amendments in the terms of retainership fee set out in Explanatory Statement annexed hereto as considered reasonable by the Board and acceptable to Mrs. Narinder Paul Kaur.
 2. To do all acts and take all such steps and actions as may be necessary, proper or expedient to give effect this resolution.”
8. To approve the payment of remuneration to Mr. Gursharan Singh, Chairman & Managing Director and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION**:

RESOLVED THAT pursuant to the provisions of Section 197, 198 and Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provision (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013 and any other act, if any, the approval of the Members of the Company be and is hereby accorded for payment of remunerations to Mr. Gursharan Singh (DIN-00057602), Chairman & Managing Director of the company, with effect from April 1, 2015, for a period of 2 (Two) years, on the terms and conditions of remuneration (including remuneration in the event of loss or inadequacy of profits) as set out in the Statement annexed to the Notice convening this Meeting, with authority to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions



of the said remuneration as it may deem fit and as may be acceptable to Mr. Gursharan Singh, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the other terms and conditions of his appointment remain unchanged.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution."

9. To approve the payment of remuneration to Mr. Dev Raj Arya, Whole time Director & CFO and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable provision (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013 and any other act, if any, the approval of the Members of the Company be and is hereby accorded for payment of remuneration to Mr. Dev Raj Arya (DIN- 00057582), Director & CFO of the company, with effect from April 1, 2015, for a period of 2 (Two) years, on the terms and conditions of remuneration (including remuneration in the event of loss or inadequacy of profits) as set out in the Statement annexed to the Notice convening this Meeting, with authority to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said remuneration as it may deem fit and as may be acceptable to Mr. Dev Raj Arya, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the other terms and conditions of his appointment remain unchanged.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolutions."

10. To approve the Alteration to the Capital Clause (Clause V) of the Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass with or without modification(s) the following resolution as a **SPECIAL RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 of Companies Act, 2013, read with the Companies (Share Capital & Debentures) Rules, 2014, and other applicable provision (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, of the Companies Act, 2013 and any other act, if any, the approval of the Members of the Company be and is hereby accorded (subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana and other necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them), for effecting the following amendments in Capital Clause (Clause V) of the existing Memorandum of Association, by replacing the existing Clause V with the following new Clause V:-

"V. The Authorised Share Capital of the Company is Rs. 20,00,00,000 (Rupees Twenty crores only) divided into 2,00,00,000 (Two crores) equity Shares of Rs. 10/- each (Rupees Ten only)."

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorised to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By order of the Board
for RAUNAQ AUTOMOTIVE COMPONENTS LIMITED**

Sd/-

**Hitesh Kumar
Company Secretary**

**Place: New Delhi
Date: August 06,2015
Regd Office : 15TH Floor, Chiranjiv Tower- 43,
Nehru Place, New Delhi-110019
Ph. : +91 11 26418622, Fax : +91 11 26448962
Email - investor@raunaqauto.com**



NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not to 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 (10) percent of the total share capital of the Company. However, a member holding more than ten (10) percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
The instrument of proxy in order to be effective must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. The relevant Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out in Item Nos. 4 to 10 of the accompanying Notice is annexed hereto.
3. The particulars in respect of Directors seeking appointment / re-appointment in the forthcoming Annual General Meeting as required under clause 49 of the Listing Agreement, are also available in the 'Board of Directors' section in the Report on Corporate Governance in the Annual Report. The Directors have furnished the requisite consents/ declarations for their appointment/re-appointment.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, September 24, 2015 to Wednesday, September 30, 2015 (Both days inclusive) for the purpose of the AGM.
5. Members are requested to be in their seats at the meeting hall before the scheduled time for commencement of the meeting.
6. Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution/Authority letter authorizing their representative to attend and vote on their behalf at the meeting.
7. Members holding more than one share certificate in the same name or joint names in same order but under different Ledger Folios, are requested to apply for consolidation of such Folios and send the relevant share certificates to the Registrars and Share Transfer Agents to enable them to consolidate all such holdings into one single Account.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form can submit their PAN to their Depository Participant(s) with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company/RTA.
9. In case the mailing address mentioned on this Annual Report is without Pin-code, Members are requested to kindly notify their Pin-codes immediately to the Company/RTA.
10. This notice is being issued having regard to provisions of Section 108 of the Companies Act, 2013, and the rules made thereunder and Clause 35B of the Listing Agreement with Stock Exchanges.
11. The Annual Report for the Financial year 2014-15, Notice of 32nd AGM and instructions for remote e-voting, along with Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose email IDs are registered with the Company/Depository participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of these documents is being sent in the permitted mode. Members may also note that these documents will be available on the Company's website, www.raunaqauto.com
12. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode. Members are requested to register/ update their e-mail IDs with their respective Depository Participant(s)/ or with Company for shares in electronic form (Demat) or in physical form, respectively.
13. Members are requested to bring their duly filled in attendance slips sent herewith while attending the Annual General Meeting.



14. The relevant documents will also be displayed on the Investors section of the Company on www.raunaqauto.com and copies of the said documents will also be available for inspection by the members at the Registered office of the Company during business hours (10 AM to 1 PM) on working days up to the date of the meeting.

15. Voting through Electronic means

- I. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. 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") will be provided by National Securities Depository Limited (NSDL).
- II. The Facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commencing on September 27, 2015 (10.00 A.M.) and ends on September 29, 2015 (5.00 p.m.). During this period member of the company, holding shares either in physical form or in dematerialized form, as on the cut of date of September 23, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by the NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change subsequently.
- V. The process and manner for remote e-voting are as under:
 - i. **In case of Members receiving e-mail from NSDL (For those members whose e-mail addresses are registered with Company/ Depository Participants(s)):**
 - a. Open e-mail and open PDF file viz."RACL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.
 - e. Password change menu appears. Change the password 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.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. **Select "EVEN - 102448" of "Raunaq Automotive Components Limited".**
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. 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 kk.malhotra2003@gmail.com with a copy marked to evoting@nsdl.co.in.



- ii. In case of Members receiving Physical copy of Notice of 32nd Annual General Meeting (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)
- a. **Initial password is provided in the Postal Ballot Form as enclosed herewith.**
- b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. 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.nsdl.com or call on toll free no.: 1800-222-990.
- B. 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.
- C. 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).
- D. 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 September 23, 2015.
- E. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2015, may also obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA, MAS Services Limited at info@masserv.com.
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 or contact NSDL at the following toll free no.: 1800-222-990.
- F. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- G. 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.
- H. Mr. K. K. Malhotra, Company Secretary in Whole time Practice (Membership No. FCS-1410 & CP No. 446), Partner, M/s. K. K. Malhotra & Co., Company Secretaries has been appointed as Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- I. The Chairman may, at the AGM, at the end of 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.
- J. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two 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.
- K. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.raunaqauto.com and on the website of NSDL immediately after the declaration of result by the Chairman or Company Secretary. The results shall also be immediately forwarded to the stock exchange i.e. BSE Limited.

**By order of the Board
for RAUNAQ AUTOMOTIVE COMPONENTS LIMITED**

**Place: New Delhi
Date: August 06,2015
Regd Office : 15TH Floor, Chiranjiv Tower- 43,
Nehru Place, New Delhi-110019
Ph. : +91 11 26418622, Fax : +91 11 26448962
Email - investor@raunaqauto.com**

**Sd/-
Hitesh Kumar
Company Secretary**



ANNEXURE TO THE NOTICE

Statement Pursuant to Section 102 of the Companies Act, 2013

ITEM NO. 4

The Articles of Association (“AoA”) of the Company as presently in force were adopted when the Company was incorporated in 1983. The existing AoA are based on the Companies Act, 1956. Several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 and various rules notified under it.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs (“MCA”) had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal (“Tribunal”) such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified and enforced w.e.f. April 1, 2014.

With the coming into force of the Companies Act, 2013 several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace/ substitute the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table ‘F’ of the Companies Act, 2013, which sets out the model articles of association for a company limited by shares. Shareholder’s attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication – their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.
- (b) existing articles have been streamlined and aligned with the Act;
- (c) the statutory provisions of the Act which permit a company to do some acts “if so authorized by its articles” or provisions which require a company to do acts in a prescribed manner “unless the articles otherwise provide” have been specifically included; and
- (d) new provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;
- (e) the nominee(s) of a deceased sole member are recognized as having title to the deceased’s interest in the shares;
- (f) new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
- (g) Company’s lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;

The proposed new draft AoA is being uploaded on the Company’s website www.raunaqauto.com for perusal by the shareholders. Copies of the draft Articles of Association of the Company are available for inspection during the business hours (10 A.M. to 1 P.M.) on working days till the date of the meeting at the registered office of the company and copies thereof also available at the meeting.

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.

The Board of Directors commends approval of the resolution set out in Item No. 4 of the accompanying Notice as a Special Resolution.

ITEM NO. 5

The members are informed that on several meetings with the Existing business associates & potential customers in domestic & export market. The credentials of the company seems to be confusing as name of the company is



identical & associated with Raunaq Group of Companies, The Raunaq group has disassociated itself since 2002 and it is no longer a part of the Existing Management (as per BIFR sanctioned scheme) and due to some other reasons such as:

- The name of the company is too long and difficult to pronounce.
- Due to shortage of space in newspaper and other print /electronic media this name is not visible properly and advertisement seems to be ineffective.
- First word of the name of company i.e. RAUNAQ seems to be related to the Raunaq group of companies, which is no longer a fact and it does not have any participation in the management of the company.
- Foreign customers of the company face the problems to identify/recognize the company due to some similar names of the companies also functioning in the market.

The company proposes to change the name of the company from **RAUNAQ AUTOMOTIVE COMPONENTS LIMITED** to **RACL GEARTECH LIMITED** subject to approval of the Shareholders and the Central Government or Registrar of the companies. The resolution is given at item no. 5 "RACL" has been taken from the original name of the company i.e. Raunaq Automotive Components Limited.

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.

The Board of Directors commends approval of the resolution set out in Item No. 5 of the accompanying Notice as a Special Resolution.

ITEM NO. 6

Under the Companies Act, 2013, directors have been entrusted with new responsibilities to make their role more objective and purposeful. Keeping in view the enhanced role, responsibilities and duties of directors, it is considered appropriate that the remuneration payable to the Directors by the Company should be commensurate with their increased role, responsibilities and duties.

The Board of Directors of the Company have, subject to the approval of members of the Company, proposed to remunerate the Directors as under:

The Non-executive Directors (i.e. directors other than the Managing Director and the Whole-time Directors) may be paid remuneration not exceeding in aggregate one percent of the net profits of the Company (in the case, if services rendered by Non- executive Directors are of a professional nature then one percent limit shall not apply) for each financial year, as computed in the manner laid down in Section 198 of the Companies Act, 2013.

The said remuneration to non-executive directors shall be in addition to the sitting fee payable to them for attending meetings of the Board and Committees thereof.

Save and except all the Non-executive Directors of the Company and their relatives, to the extent of their shareholding interest, if any, in the Company, None of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the notice.

The Board of Directors commends approval of the resolution set out in Item No. 6 of the accompanying Notice as an Special Resolution.

ITEM NO. 7

The Board of Directors of the Company at its meeting held on January 31, 2015, co-opted Mrs. Narinder Paul Kaur as an Additional Director (Professional Director). In terms of Section 161 of the Companies Act, 2013 ("the Act"), read with Article 108 of the Articles of Association of the Company, Mrs. Narinder Paul Kaur holds office as such Additional Director upto the date of the Annual General Meeting of the Company. The Company has received a notice in writing from a Member, under Section 160 of the Act, signifying the member's intention to propose the name of Mrs. Narinder Paul Kaur for appointment as a Director (Non-Executive/Professional Director).

Mrs. Narinder Paul Kaur, aged 52 years is professionally qualified and has been looking and supervising the functioning of Noida plant of the company since 2011. She has a deep knowledge about the business and good administrative skills and has improved the operations of the Noida unit during last 4 years. She has been instrumental in successfully working of the Noida plant. Under her able guidance, the company has successfully increased the Noida Plant operations.



Mrs. Narinder Paul Kaur is working with the company on retainership basis and the payment of Rs.90,000 is being made to her on arm's length basis and in the ordinary course of business of the Company and same has been recommended by the Nomination and Remuneration Committee. Since she has been related of Mr. Gursharan Singh and Ms. Ravnita Singh, so related party transaction has been approved by the Audit Committee and Board of Directors of the company. Pursuant to the provisions of Clause 49 of the listing agreement if any fees/amount paid to Non-executive Directors (including Independent Director) is required to be approved by the shareholders of the company.

She holds 5,667 equity shares in the Company.

Since Mrs. Narinder Paul Kaur is wife of Mr. Gursharan Singh and Ms. Ravnita daughter of Mr. Gursharan Singh, both will be considered as an interested Director and interested relatives of director respectively, in the resolution set out at Item No. 7 of the Notice, to the extent of their shareholding interest or otherwise, if any, in the Company.

Save and except the above, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the notice.

The Board of Directors commends approval of the resolutions set out in Item No. 7 of the accompanying Notice as an Ordinary Resolution.

ITEM NO. 8 & 9

The Board of Directors at their meeting held on August 6, 2015 based on the recommendation of Nomination & Remuneration Committee (N & RC), had approved the revision in remuneration of Mr. Gursharan Singh, Chairman & Managing Director and Mr. Dev Raj Arya, Director & CFO with effect from April 1, 2015.

Further, based on the recommendation of the N & RC and the Board, It is proposed to seek the members' approval for the remuneration payable to Mr. Gursharan Singh, Chairman & Managing Director and Mr. Dev Raj Arya, Director & CFO w.e.f. April 1, 2015, for a period of Two (2) years, in terms of the applicable provisions of the Companies Act, 2013.

Broad particulars of the terms of remuneration payable to Mr. Gursharan Singh and Mr. Dev Raj Arya are as under:

(a) Salary, Perquisites and Allowances per annum:

(₹ in Lacs)

Name	Salary (Basic)	Perquisites & Allowances	Commission
Mr. Gursharan Singh	42	29.35	1.5% of Net Profit
Mr. Dev Raj Arya	24	17.05	-

The perquisites and allowances, as aforesaid, include House Rent Allowance (HRA), LTA and Medical allowance, contribution to Provident fund only, but excludes gratuity (without any limit) and leave encashment (without any limit) and other perquisites and facilities as per policy of the company.

(b) The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules there under or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

(c) The other terms and conditions of appointment and payment of remunerations as specified by AGM resolution dated 30th September, 2011 of Mr. Gursharan Singh, Chairman & Managing Director and Mr. Dev Raj Arya, Director & CFO shall remain unchanged.

Mr. Gursharan Singh and Mr. Dev Raj Arya are interested in the resolutions set out respectively at Item Nos. 8 and 9 of the Notice, which pertain to the remuneration payable to each of them.

Since Mr. Gursharan Singh is husband of Mrs. Narinder Paul Kaur and Ms. Ravnita Singh daughter of Mrs. Narinder Paul Kaur, both will be consider as an interested Director and interested relative of director respectively in the resolutions set out at Item No. 8 of the Notice, to the extent of their shareholding interest or otherwise, if any, in the Company.

Save and except the above, none of the directors and key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 8 & 9 of the notice.

The Board of Directors commends approval of the resolution set out in Item No. 8 & 9 of the accompanying Notice as a Special Resolution.



**STATEMENT OF PARTICULARS
(PURSUANT TO SCHEDULE-V OF THE COMPANIES ACT, 2013)
Appointment of Chairman & Managing Director and Whole Time Director**

	Particulars/Subject	Information
1.	Nature of Industry	Manufacturer of Automotive Gears.
2.	Date or Expected date of commencement of commercial production.	In the year 1989
3.	In case of new companies, expected date of commencement of activities as per Project approved by financial institutions appearing in the prospects.	Not applicable
4.	Financial performance based on given indicators	The performance of the company was credible in the financial year 2014-2015, as it generated a revenue of Rs.107.62 crore and PAT of Rs.3.59 crore which is expected to gear up in the current year.
5.	Export performance and net foreign exchange collections.	During the financial year ended 31st March 2015, Export of goods on FOB basis: Rs. 49.89 Crores.
6.	Foreign Investments or collaborations, if any.	There is no such investment or collaboration except shareholding of Non Resident Indians.

II. INFORMATION ABOUT THE APPOINTEE

	Particulars/Subject	Information	
	Mr. Gursharan Singh	Mr. Dev Raj Arya	
1.	Background details	Mr. Gursharan Singh is a diploma holder in Mechanical Engineering with PGD in export management. He has a wide experience of over 35 years in related field of auto components manufacturing, administration and business development activities. Mr. Gursharan Singh has been serving in RACL for more than 28 years and actively involved in various stages of growth of RACL . He had been re-appointed Chairman & Managing Director w.e.f. 23.8.2012 and has been heading this office since then.	Mr. Dev Raj Arya is a Post Graduate in Economics, Law Graduate from University of delhi, holding fellowship of Institute of Company Secretaries of India and Grad. C.W.A he has served in various Public Limited companies at various senior Executive levels, having an experience of 37 years and has undertaken various challenges and responsibilities under different capacities. He was re-appointed as whole time Director of the company with effect from 22.10.2012 & has been holding this office since then.
2.	Past Remunerations	In the financial year 2014-15 Mr. Gursharan Singh, Chairman & Managing Director has drawn a remuneration of Rs.52.76 Lacs as a professional Director.	In the financial year 2014-15 Mr. Dev Raj Arya, Whole Time Director & CFO has drawn a remuneration of Rs.27 Lacs as a professional Director.
3.	Recognition or awards	Mr. Gursharan Singh has been serving RACL since 1987. Due to his professional	Mr. D.R. Arya has been serving RACL since 1997 and he has successfully



		<p>qualification, technical expertise and experience RACL has been recognized as a leading supplier of Transmission Gears to world renowned domestic OEM & export costumers. Due to his dedicated efforts the company has turned around & has been earning good profits for the last 12 years. He was elevated as Whole time Director of the company on 23.8.2002 and was designated as M.D. w.e.f. 24.4.2004 and CMD w.e.f. 29.01.2008. He is holding the following position with Business Chambers/Industry forum etc. as under:</p> <ol style="list-style-type: none"> 1. ACMA - Member of Executive Committee 2. PHD Chambers : <ol style="list-style-type: none"> i). Director & Member of Managing Committee. ii). Member of Industry Affairs Committee. iii). Member of European Union (EU) Committee. 	<p>undertaken various assignments entrusted to him. Due to his dedicated efforts for revival of the company, he has been elevated as a Director of the company w.e.f. 22.10.2002 and has been serving in that capacity since then. He has been designated as Director(F) & CFO by the Board of Directors w.e.f. 31.07.2014.</p>
4.	Job Profile and his suitability	<p>Mr. Gursharan Singh has been involved in manufacturing activity of RACL, since its launch of commercial production. He has been supervising and controlling Production, Plant Maintenance, Quality assurance, design & development, Purchase, marketing and Business development and HR activities. He has also been handling the labour matters.</p> <p>Under his able guidance, vision and dynamic leadership the company has been turned around and progressing steadily.</p> <p>In view of his knowledge, past experience in the related field of industry: Management & Administration he had been considered suitable for the post of Chairman & Managing Director in the Company and deserve the remuneration as proposed in the resolution.</p>	<p>Mr. Dev Raj Arya has been looking and supervising the Finance and Secretarial functions of the Company. He is also supervising Accounts and & day to day affairs of the company, including Taxation and Costing. He has been instrumental in turning around the company after taking over the control of day to day affairs of the company in association with other Directors.</p> <p>Under his able guidance, the company has turn around and is progressing steadily since February, 2002. In view of rich knowledge and experience related to the industry, he is considered suitable for the position in the company.</p>
5.	Remunerations proposed	<p>Salary, other perquisites and other terms as fully set out in the statement of item no. 8 of the Notice. The proposed remuneration has been increased after a period of four years.</p>	<p>Salary, other perquisites and other terms as fully set out in the statement of item no. 9 of the Notice. The proposed remuneration has been increased after a period of four years.</p>
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position & person	<p>The proposed remuneration is comparatively low as compared to the remunerations being paid to professional directors prevailing in the comparable companies of same size.</p>	<p>The proposed remuneration is comparatively low as compared to the remuneration being paid to professional directors, prevailing in the comparable companies of the same size.</p>



7.	Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any.	Mr. Gursharan Singh, Chairman and Managing Director and Mrs. Narinder Paul kaur, Director, are the Directors in the Company and both are related as Husband and Wife. Both the Director's do not have, direct and indirect, any pecuniary transactions with the Company which is prejudicial to the interest of the Company. Except the two Directors, no other director or KMP or their relative is having any material pecuniary relationships with the Company, During the period ended on 31st March, 2015.	Mr. Dev Raj Arya is not related to any of its Promoters/Directors and is not interested in any transactions with the company, either through himself or through his relatives and any of such transactions do not fall within the category (Related party disclosures).
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III. OTHER INFORMATION

1.	Reasons for loss or inadequate profits	Since, In the financial year ended 31.03.2015 Company made a respectable profit, Hence no disclosure of reasons for loss is required.
2.	Steps taken or proposed improvement.	<p>The Company has adopted the following measures to improve the profitability:-</p> <ul style="list-style-type: none"> • Widening of customer base and better market penetration, especially in overseas market. • Technology upgradation by way of investing in state of the art machinery to meet stringent quality requirements of customers. • Focus on significant improvements in operating costs. • Improvement in OE & Export Sales, Improving the quality to make products competitive in Indian & Overseas markets. • Modernisation of existing facilities to improve overall operating efficiency and gear up for catering to higher demand from OEMs. • Adoption of various energy conservation technology to reduce the fuel and power cost.
3.	Expected increase in productivity and profits in measurable terms	The Company expects that productivity and profitability may further improve by 10%-15% in the financial year 2015-16.



ANNEXURE TO ITEMS 7, 8 AND 9 OF THE NOTICE

Details of Directors seeking appointment/re-appointment and variation of the terms of remuneration at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement and Secretarial Standards)

Name of the Director	Mrs. Narinder Paul Kaur	Mr. Gursharan Singh	Mr. Dev Raj Arya
Director Identification Number (DIN)	02435942	00057602	00057582
Date of Birth	15/06/1963	07/09/1962	31/03/1951
Nationality	Indian	Indian	Indian
Qualification	Bachelor's Degree in Science, Masters of Arts (English)..	Diploma in Mechanical Engineering, PG Diploma in Export management.	Master of Economics, FCS, Grad. CMA, L.L.B.
Experience	Related experience Since 2011	Related experience Since 1980	Related experience Since 1978
Terms and conditions of appointment and Details of remuneration sought to be paid and last drawn	As mentioned above part of the explanatory statement.	As mentioned above part of the explanatory statement.	As mentioned above part of the explanatory statement.
Date of first Appointment on Board	31/01/2015	23/08/2002	22/10/2002
Shareholding in Rauaq Automotive Components Limited	5,667	67,052	31,834
Relationship with other Directors/KMP	Wife of Mr. Gursharan Singh	Husband of Mrs. Narinder Paul kaur	No relationship
No. of Board Meetings Attended During the year	1	4	4
List of Directorships held in other Companies	Aadhar Infosystems Private Limited. Joy River Enterprises Private Limited	NIL	NIL
Memberships/ Chairmanships of Audit and Stakeholders' Relationship Committees in other Public Companies	NIL	NIL	NIL

ITEM NO. 10

The members are informed that, The Capital clause (clause V) of the existing MOA i.e. "The Share capital of the company is Rs. 20,00,00,000 (Rupees Twenty crores only) divided into 1,80,00,000 (One crore Eighty lacs) equity shares of Rs. 10/- each (Rupees Ten only) and 20,00,000 (Twenty Lacs Only) warrants/convertible warrants of Rs. 10/- each (Rupees Ten only)."

The members are further informed that, the said clause was introduced to issue convertible warrants but company has not issued any warrants/convertible warrants and there is no requirement for issuing of warrants/convertible warrants in future. So it's requested to alter/redraft the Capital Clause (clause V) of the existing Memorandum of Association.



**RAUNAQ
AUTOMOTIVE
COMPONENTS LTD.**



A copy of the existing and proposed Memorandum of Association would be available for inspection by the members at the Registered Office of the Company on all working days between 10:00 a.m. to 1:00 p.m. upto September 29, 2014.

The approval of shareholders of the Company is required by way of a special resolution for the proposed alteration(s) in the Capital Clause of the Memorandum of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 10 of the Notice.

**By order of the Board
for RAUNAQ AUTOMOTIVE COMPONENTS LIMITED**

**Place: New Delhi
Date: August 06,2015
Regd Office : 15TH Floor, Chiranjiv Tower- 43,
Nehru Place, New Delhi-110019
Ph. : +91 11 26418622, Fax : +91 11 26448962
Email - investor@raunaqauto.com**

**Sd/-
Hitesh Kumar
Company Secretary**



RAUNAQ AUTOMOTIVE COMPONENTS LIMITED

Head Office & Regd. Office:
15TH FLOOR, CHIRANJIV TOWER - 43, NEHRU PLACE, NEW DELHI - 110019
PHONES : 91-11-26418622, 26418633, 26418655 FAX NO.: 91-11-26448962
E-mail: enquiries@raunaqauto.com Visit at [http:// www.raunaqauto.com](http://www.raunaqauto.com)
CIN NO.: L34300DL1983PLC016136

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules 2014]

Name of the member(s):		E-Mail:	
Registered address:		Member's Folio No/DP ID-Client ID	

I/We, being the member(s) of _____ shares of Raunaq Automotive Components Ltd., hereby appoint:

- Name : _____ E-mail ID: _____
Address: _____ Signautre: _____ or failing him/her.
- Name : _____ E-mail ID: _____
Address: _____ Signautre: _____ or failing him/her.
- Name : _____ E-mail ID: _____
Address: _____ Signautre: _____ or failing him/her.

As my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 32nd Annual General Meeting of the Company to be held on Wednesday, the 30th September, 2015 at 11:00 A.M. at Shivam Garden, Bawana Road, Narela, New Delhi - 110040, and/or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
1.	Adoption of the financial statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet, the Statement of Profit and Loss and the reports of the Board of Directors and Auditors thereon.
2.	Appointment of Director in place of Mr. Dev Raj Arya, who retires by rotation and being eligible, offers himself for reappointment.
3.	Ratification of appointment of M/s. A. Sachdev & Co., Chartered Accountants, as Auditors of the Company and to authorising the Board of Directors to fix their remuneration.
4.	Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

✂

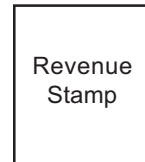


Resolution No.	Resolution
5.	Approval for change of name of the company.
6.	Approval for payment of remuneration to Non-executive Directors of the company.
7.	Approval for appointment of Mrs. Narinder Paul Kaur (DIN No.02435942) as Director liable to retire by rotation.
8.	Approval for revision in the remuneration of Mr. Gursharan Singh (DIN- 00057602), Chairman & Managing Director of the Company.
9.	Approval for revision in the remuneration of Mr. Dev Raj Arya (DIN- 00057582), Director & Chief Financial Officer of the Company.
10.	Approval for Alteration to the Capital Clause (Clause V) of the Memorandum of Association of the Company.

As witness my/our hand(s), this day of2015.

Signature of shareholder.....

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the Meeting.



RAUNAQ AUTOMOTIVE COMPONENTS LIMITED

Head Office & Regd. Office:
15TH FLOOR, CHIRANJIV TOWER - 43, NEHRU PLACE, NEW DELHI - 110019
PHONES : 91-11-26418622, 26418633, 26418655 FAX NO.: 91-11-26448962
E-mail: enquiries@raunaqauto.com Visit at [http:// www.raunaqauto.com](http://www.raunaqauto.com)
CIN NO.: L34300DL1983PLC016136

ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Venue)

I hereby record my presence at the 32nd Annual General Meeting of the Company on Wednesday, the 30th September, 2015 at 11:00 A.M. at Shivam Garden, Bawana Road, Narela, New Delhi - 110040.

Folio No./DP ID-Client ID	
Name and Address of the Shareholder in Block Letters	
No. of shares held	
Name of proxy (If Any) in Block Letters	

 Signature of the Shareholder/Proxy/Representative*

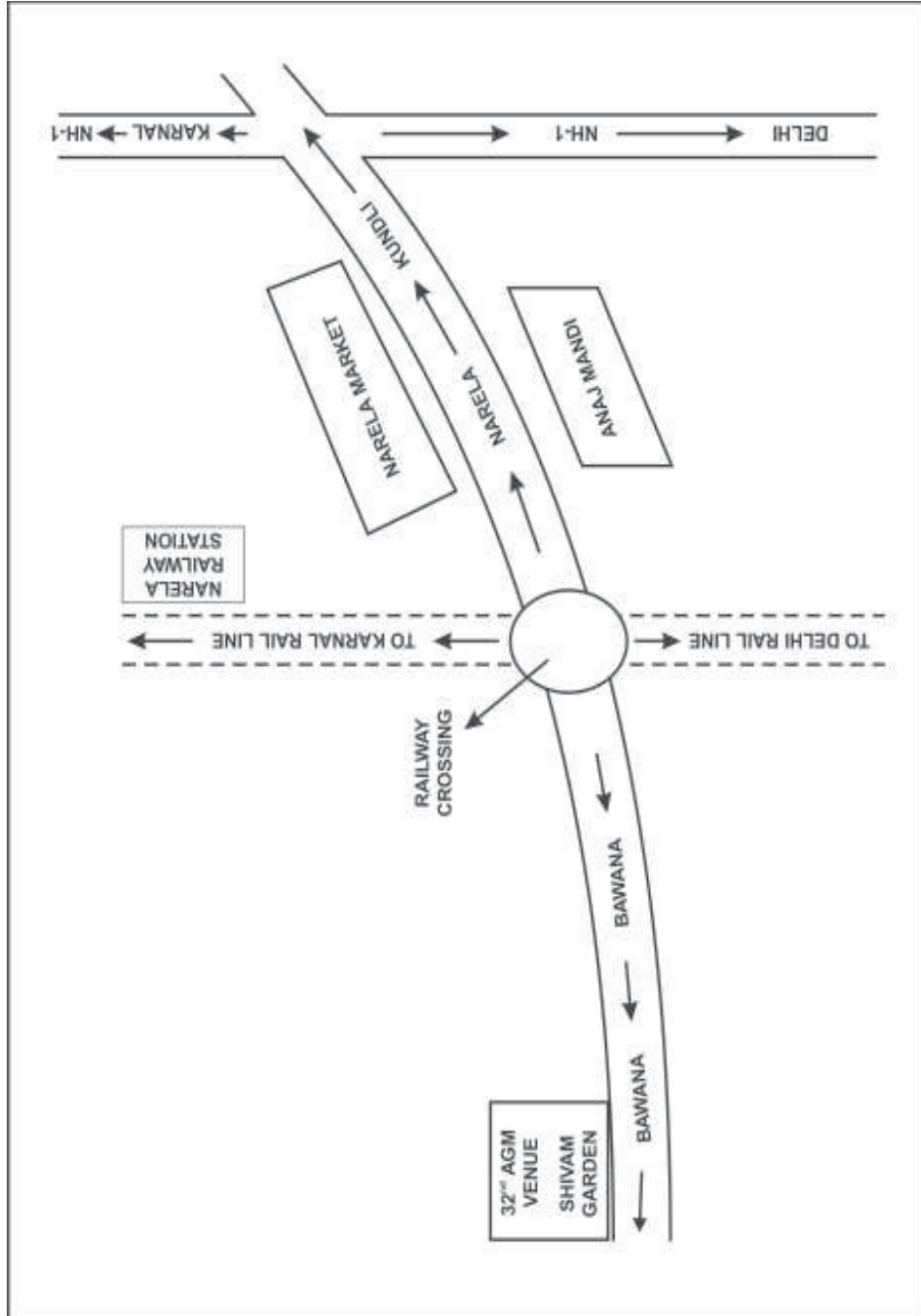
*Strike out whichever is not applicable

Note:

1. Please hand over the Attendance Slip duly completed and signed at the REGISTRATION COUNTERS.
2. Electronic copy of the Annual Report 2014-15 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant(s) unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can print copy of this Attendance Slip.
3. Physical copy of the Annual Report 2014-15 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is sent in the permitted mode to all the members whose email is not registered or have requested for a hard copy.



ROUTE MAP TO ANNUAL GENERAL MEETING VENUE
LOCATION - SHIVAM GARDEN, BAWANA ROAD, NARELA, NEW DELHI -110040
LAND MARK - NEAR VISHAL ENCLAVE, BAWANA ROAD.





RAUNAQ AUTOMOTIVE COMPONENTS LIMITED



CIN : L34300DL1983PLC016136

Regd. Office : 15th Floor, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019

E-mail : enquiries@raunaqauto.com Website : www.raunaqauto.com

POSTAL BALLOT FORM

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and any other rules as may be applicable]

(To be returned to Scrutinizer appointed by the Company)

Serial No

1. Name & Address of the Sole/ First named Member as registered with the Company
2. Name(s) of the joint Member(s), if any, registered with the Company
3. Registered Folio No./ DPID No.* & Client ID No.* : (*Applicable to investors holding shares in dematerialized form)
4. Number of shares held
5. I / We hereby exercise my / our vote in respect of the following Resolution(s) to be passed through Postal Ballot for the special business stated in the Notice dated August 6, 2015 of the Company by sending my / our assent or dissent to the said Resolution(s) by placing the tick (✓) mark in the appropriate box below:

Item No.	Description	No. of Shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
1.	Special Resolution for Alteration to the Object Clause (Main Object Clause) Clause (III) of the Memorandum of Association of the Company.			
2.	Special Resolution for Alteration to the Liability Clause [Clause (IV)] of the Memorandum of Association of the Company.			

Place : _____ Date : _____ (Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronics Voting Sequence Number)	USER ID	PASSWORD

- Notes**
1. Please read carefully the instructions printed overleaf before exercising the vote.
 2. Last date for receipt of Postal Ballot Forms by the Scrutinizer is Tuesday, September 29, 2015.

P.T.O.



RAUNAQ AUTOMOTIVE COMPONENTS LIMITED

CIN : L34300DL1983PLC016136

Regd. Office : 15th Floor, Chiranjiv Tower, 43, Nehru Place, New Delhi-110019

E-mail : enquiries@raunaqauto.com Website : www.raunaqauto.com



NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and any other rules as may be applicable]

To,
The Members,

Notice is hereby given to the members of Raunaq Automotive Components Limited (the "Company") pursuant to the Section 110 of the Companies Act, 2013 (which shall include any statutory modifications, amendments or re-enactments thereto), read with the Companies (Management and Administration) Rules, 2014 (which shall include any statutory modifications, amendments or re-enactments thereto), for seeking consent of members of the Company by passing resolution by way of Postal Ballot/ e-Voting ("postal ballot"). The statement setting out the material facts of the concerning items and the reason thereof is annexed hereto along with a postal ballot form.

Resolutions (As a Special Business) :

1. Alteration to the Object Clause (Main Object Clause) Clause III of the Memorandum of Association of the Company.

To consider and if thought fit, to give **ASSENT / DISSENT** to the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and 110 of Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and other applicable rules and all other applicable provisions (including any statutory modifications or re-enactment thereof, for the time being in force) of the Companies Act, 2013, if any, or any other act, if any, consent of the members of the Company be and is hereby accorded (subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana and other necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them), For effecting the following amendments in Clause III of the existing Memorandum of Association, dealing with the objects of the Company:-

- i. to alter and replace the sub-clause (1) of Clause III (A) of the Memorandum of Association of Company with the below mentioned clause:
- (1) "To carry on the Business of designers, manufacturers, importers, exporters, dealers, buyers, sellers, repairers and otherwise in Gears and Shafts of all types including but not limiting to Reduction gear trains, Engine Timing gears, Precision Machined parts and Gears for Automotive, Industrial, Aerospace, Ship building, Railways use, Engine bearings, Ball and roller bearings and antifriction bearings of all types and kinds and all raw materials including strips and powder, component parts, forgings, casting, sheet metal, machineries and equipments, gear boxes, accessories and fittings for all articles and things referred to above and all other things capable of being used in manufacture, maintenance and working thereof and all other materials, equipments and stores used therein or in relations, thereto."
- (ii) The existing Clause III (B) (containing objects appearing under sub clauses 1 to 52) "objects incidental or ancillary to the attainment of the main objects" be substituted by the new heading i.e. "matters which are necessary for furtherance of the objects specified in Clause III (A)".
- (iii) The existing Sub-clauses 1 to 48 as appearing under the existing Clause III(C) i.e. "other objects", be shifted under the new Clause III (B) i.e. "matters which are necessary for furtherance of the objects specified in Clause III (A)" vide creation of new sub-clauses no. 53 to 100.
- (iv) The existing Clause III(C) i.e. "other objects" be deleted.
- (v) a) Under the existing Clause III(B) "objects incidental or ancillary to the attainment of the main objects", existing Sections 58A, 292 and such other sections of Companies Act, 1956 shall be replaced with the corresponding Sections of Companies Act, 2013.
- b) The word "Subject to the provisions of the Companies Act, 1956" shall be replaced with "subject to the provisions of Companies Act, 2013" in sub-clauses under the existing Clause III(B) and Clause III (C).

RESOLVED FURTHER THAT the existing Memorandum of Association of the company, duly modified as aforesaid, or as suggested by any appropriate authority and accepted by the Board, be adopted as the Memorandum of Association of the company (w.e.f. October 1, 2015 or such other dates as may be approved by ROC/any other appropriate authority).

RESOLVED FURTHER THAT the approval of the members of the company be and is hereby accorded for commencing and carrying on new business and activities as included in the Object Clause of the company as altered above at such time or time as the Board may in its absolute discretion deem fit.

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorised to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to the above resolutions."

2. Alteration to the Liability Clause (Clause IV) of the Memorandum of Association of the Company.

To consider and if thought fit, to give **ASSENT / DISSENT** to the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and 110 of Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and other applicable rules and all other applicable provisions (including any statutory modifications or re-enactment thereof, for the time being in force) of the Companies Act, 2013, if any, or any other act, if any, consent of the members of the Company be and is hereby accorded (subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana and other necessary approvals as may be required in this regard from appropriate authorities and subject to such terms and conditions as may be imposed by them), for effecting the following amendments in Clause IV of the existing Memorandum of Association, by replacing the existing Clause IV with the following new Clause IV :-

"IV. The liability of members is limited to the amount unpaid, if any, on the shares held by them."

RESOLVED FURTHER THAT the Board of directors of the company be and is hereby authorised to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Place : New Delhi
Dated : August 6, 2015

Regd Office : 15TH Floor, Chiranjiv Tower- 43, Nehru Place, New Delhi-110019
Ph. : +91 11 26418622, Fax : +91 11 26448962, E-mail : investor@raunaqauto.com

By order of the Board
for RAUNAQ AUTOMOTIVE COMPONENTS LIMITED

Sd/-
Hitesh Kumar
Company Secretary

ANNEXURE TO THE NOTICE

Statement pursuant to Section 102 of the Companies Act, 2013 in respect of special business set out in notice of postal ballot

Item No. 1

As per the relevant provisions of the Companies Act, 2013 the object clause of a company is required to state the objects for which the company is incorporated and any matter considered necessary in furtherance thereof. The company is engaged mainly in the Business of manufacturing of Automotive Components Transmission gears and shafts and other types of gears related to power transmission to engine. During the last few years the company has expanded into the export business and has been manufacturing different types of gears. 3 years ago the company has commissioned a small forging unit as a step moving towards Backward integration by way of procuring raw material through its own forging press, which has not only stream lined the availability of raw material but also has cost saving impact and improving the profitability of the company. The company has explored business opportunity for developing and manufacturing of gears for Aero Space Industries, Ship Building, Railways for which we see great potential in future and has also established associates with suitable partner to go far in such business.

The company explored the other avenues related to automotive component manufacturing and found a great potential for entering into forging, casting and sheet metal industry which shall help not only increase the business value of the company but shall also improve the profitability significantly. Accordingly, the Board of Directors has decided to amend the object clause of Memorandum of Association of the Company to the extent relevant, so as to align the same with the requirement of the Companies Act, 2013. Company is pursuing the business as envisaged in the forming Clause III (C) of the existing memorandum. Since some of these activities are the main business of the company as envisaged under this clause, it is advised that the same be shifted from existing Clause III (C) and insert under the Clause III (A) - Main Objects of the Memorandum of Association of the Company as per resolution enclosed.

Further, The Board of directors is of the opinion that the new business opportunities, shall help the Company to augment its financial resources which shall prove beneficial to the all stakeholders and Company itself. Your Board proposes to alter and replace the sub-clause 1 of Clause III (A) Main Objects, related with business activities as per detailed objects as set out in the resolution under the item no. 1 of the notice of postal ballot.

Under the proposed amendment(s), it is inter-alia proposed to rename the Clause III (B) from "the objects incidental or ancillary to the attainment of the main objects" and shift the objects as appearing under the existing Clause III (C) 'other objects' to the new Clause "**Matters which are necessary for furtherance of the objects specified in Clause III (A)**". The modification in Memorandum of Association is carried out to remove references to the Companies Act, 1956 and re-numbering of other clauses of Memorandum of Association is a consequential act due to alteration of object clauses of the company.

A copy of the existing and proposed Memorandum of Association would be available for inspection by the members at the Registered Office of the Company on all working days (Monday to Friday) between 10:00 a.m. to 1:00 p.m. upto September 29, 2015.

The approval of shareholders of the Company is required by way of a special resolution for the proposed alteration(s) in the Object Clause (Main Object Clause) Clause III of the Memorandum of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 1 of the Notice.

Item No. 2

The liability clause (clause IV) of the existing Memorandum of Association i.e. "The liability of the members is limited" is as per provisions of the Companies Act, 1956. Further, pursuant to the provisions of the Companies Act, 2013 the new Liability Clause (Clause IV) is "**The liability of members is limited to the amount unpaid, if any, on the shares held by them**".

In order to comply with the provisions of Section 4 of the Companies Act, 2013, the Company proposes to alter the Liability Clause of Memorandum of Association under section 13 of the Act. The proposed modification in Memorandum of Association is carried out to give effect to the provisions of the Companies Act, 2013.

The approval of shareholders of the Company is required by way of a special resolution for the proposed alteration in the Memorandum of Association of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 2 of the Notice.

**Place : New Delhi
Dated : August 6, 2015**

**Regd Office : 15TH Floor, Chiranjiv Tower- 43, Nehru Place, New Delhi-110019
Ph. : +91 11 26418622, Fax : +91 11 26448962, E-mail : investor@raunaqauto.com**

**By order of the Board
for RAUNAQ AUTOMOTIVE COMPONENTS LIMITED**

**Sd/-
Hitesh Kumar
Company Secretary**

Notes:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is attached herewith.
2. The Notice of postal ballot is being sent to all the members, whose names appear on the register of members / list of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on August 21, 2015.
3. Notice of postal ballot along with postal ballot form containing the process, instructions and the manner of conducting e-Voting is being sent electronically to all the members whose e-mail ID's are registered with the Company/ Depository Participant(s). For members who request for a hard copy and for those who have not registered their e-mail addresses, physical copies of the same are being sent through the permitted mode.
4. Voting rights shall be reckoned on the paid up value of equity shares registered in the name of the member as on August 21, 2015. Members can opt for their entire voting rights as per their discretion.
5. In compliance with provisions of Clause 35B of the Listing Agreement as well as Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering e-Voting facility to all of its members. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for providing e-Voting facility to enable the members to cast their votes electronically instead of dispatching postal ballot form. Kindly note that the members can opt for only one mode of voting, i. e. either by physical postal ballot or e-Voting. If you are opting for e-Voting, then do not vote by physical postal ballot and vice-versa. In case members cast their votes by both methods physical postal ballot as well as e-Voting, it may be noted that votes cast by them through valid physical postal ballot shall prevail and votes cast by e-Voting will be treated as invalid.
6. Voting Period will commence on from August 31, 2015 (10:00 A.M.) and ends on September 29, 2015 (5:00 P.M.).
7. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days (Monday to Friday) between 10:00 a.m. to 1:00 p.m. upto September 29, 2015.
8. In case of joint-holding, the Postal Ballot Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
9. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
10. The aforementioned Special Resolution(s) if assented to by the Members by means of Postal Ballot, it shall be deemed to have been duly passed at a General Meeting of the Members convened in that behalf.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the communications from the Company electronically.
12. **You are requested to read carefully the instructions printed in the postal ballot form, record your assent (for) or dissent (against) therein by filling necessary details and by signing at the designated place in the postal ballot form and return the same in original duly completed in the enclosed self-addressed postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours, i.e. 5:00 p.m. on Tuesday, September 29, 2015. Please note that the postal ballot form(s) received after the said date will be treated as if reply from the member has not been received in terms of Rule 22(12) of the Companies (Management and Administration) Rules, 2014.**
13. Members desiring to opt for e-Voting as per the facilities arranged by the Company are requested to read the notes to the notice and instructions overleaf the postal ballot form. References to postal ballot(s) in this notice include votes received electronically.
14. The Scrutinizer shall submit his report to the Board/ Managing Director of the Company after completion of the scrutiny of the postal ballot forms but not later than October 3, 2015. The results will be announced by the Chairman & Managing Director or Company Secretary of the Company at the Registered Office of the Company at "15th Floor, Chiranjiv Tower 43, Nehru Place, New Delhi-110 019" on October 3, 2015. The results declared along with the Scrutinizer's Report, shall be placed on the Company's website www.raunaqauto.com and on the website of the National Securities Depository Limited (NSDL), and communicated to the Stock Exchange i.e. BSE Limited, where the shares of the Company are listed. The date of declaration of the results of the postal ballot i.e. October 3, 2015, shall be deemed to be the date of passing of the resolutions.

INSTRUCTION FOR E-VOTING

- I. In case of Members receiving e-mail from National Securities Depository Limited (NSDL) (For those members whose e-mail addresses are registered with Company/Depositories):**
- a. Open e-mail and open PDF file viz. "RACL-remote e-Voting.pdf" with your client ID or Folio No. as password containing your user ID and password for remote e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>.
 - c. Click on Shareholder-Login.
 - d. Put user ID and password as initial password noted in step (i) above. Click Login.
 - e. Password change menu appears. Change the password 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.
 - f. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - g. Select "EVEN" of "**Raunaq Automotive Components Limited**".
 - h. Now you are ready for remote e-voting as Cast Vote page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. 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 kk.malhotra2003@gmail.com with a copy marked to evoting@nsdl.co.in.
- II. In case of Members receiving Physical copy of Notice of postal Ballot (for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy)**
- a. Initial password is provided in the box overleaf.
 - b. Please follow all steps from Sl. No. (b) to Sl. No. (l) above, to cast vote.
- A. 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 or call on toll free no.: 1800-222-990.
- B. 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.
- C. 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).
- D. 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 August 21, 2015.
- E. Mr. K. K. Malhotra, Company Secretary in Whole time Practice (Membership No. FCS-1410 & CP No. 446), Partner, M/s. K. K. Malhotra & Co., Company Secretaries has been appointed by the Board of Director as Scrutinizer for conducting the Postal Ballot process and scrutinize the voting and remote e-voting process in a fair and transparent manner.