



## RAUNAQ AUTOMOTIVE COMPONENTS LIMITED

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

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CIN NO.: L34300DL1983PLC016136.



### NOTICE TO MEMBERS FOR 32<sup>nd</sup> AGM AND BOOK CLOSURE

NOTICE is hereby given that the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company will be held on Wednesday, September 30, 2015 at 11:00 A.M. at Shivam Garden, Bawana Road, Narela, Delhi-110040 to transact such Ordinary and Special business as set out in the Notice convening the AGM.

Electronic copy of Notice of 32<sup>nd</sup> AGM and instructions for remote e-voting, along with Attendance Slip and Proxy Form and Annual Report 2014-15, have been sent 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 the above documents have been sent at their registered address in the permitted mode. The dispatch of Notice of AGM has been completed on August 28, 2015.

Pursuant to Clause 16 of Listing Agreement and Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014, The Registers 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 32<sup>nd</sup> AGM.

### NOTICE TO MEMBERS FOR POSTAL BALLOT

Notice is hereby given that the Company has completed on August 28, 2015, the dispatch of Notice to its members, pursuant to section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, along with postal ballot form and self-addressed, postage pre-paid envelope to the Members whose e-mail IDs are not registered and sent e-mail to the members whose e-mail IDs are registered as on August 21, 2015, seeking approval by postal ballot to the proposed resolution, including voting by electronic means.

The Notice contains resolutions in respect of the following:

Sl. No.	Description of Resolution
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.

The Notice of Postal Ballot alongwith the postal ballot form, is placed on the Company's website [www.raunagauto.com](http://www.raunagauto.com) and on the website of the National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>.

The Company has engaged the services of National Securities Depositories Limited (NSDL) for providing e-Voting facility to all the shareholders of the Company.

The voting, both through postal ballot and electronic mode, would commence from August 31, 2015 (10:00 a.m) and ends on September 29, 2015 (5:00 p.m).

Any postal ballot form received from the member beyond the September 29, 2015 (5:00 p.m) will not be valid and voting whether by post or by electronic means shall not be allowed beyond the said date.

The Login ID and password have been provided, both in the postal ballot form and also in the e-mail to enable Members to use e-Voting facility. Members who have already used the facility of e-voting through NSDL may use their existing Login ID and password.

A member who have not received postal ballot form and seeking duplicate postal ballot form or having any grievance pertaining to the postal ballot process, including e-Voting can contact Company's Registrars and Share Transfer Agent - Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase -II, New Delhi - 110020, Tel No. 011-26387281,82,83, e-mail: [info@masserv.com](mailto:info@masserv.com) Contact Person: Mr. Sharwan Mangla (General Manager).

The Board of Directors of the Company has appointed Mr. K. K. Malhotra, Company Secretary in Whole time Practice (Membership No. FCS -1410 and CP No.- 446) as Scrutinizer for conducting the Postal Ballot process including e-Voting in a fair and transparent manner.

The results of postal ballot will be announced on Saturday, October 3, 2015, at the Registered Office of the Company at 15th Floor, Chiranjiv Tower 43, Nehru Place, New Delhi-110 019.

### NOTICE TO MEMBERS FOR e-VOTING OF 32<sup>nd</sup> AGM AND POSTAL BALLOT

As per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended by the Companies (Management and Administration) Rules, 2015 and clause 35B of the Listing Agreement with Stock Exchange, the Company is pleased to provide its Members the facility to exercise their vote on all resolutions proposed to be considered at the AGM and through Postal Ballot by electronic means. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("remote e-Voting") will be provided by National Securities Depository Limited (NSDL).

The details pursuant to the provisions the Companies Act, 2013 and Rule 20 of the said Rules as amended are given here under:

- The Ordinary and the Special Business as set out in the Notice of AGM and Special Business as set out in the Notice of Postal Ballot may be transacted through voting by electronic means.
- Date and time of commencement of voting through electronic means (remote e-voting):
  - For AGM: Sunday, September 27, 2015 at 10:00 a.m. (IST).
  - For Postal Ballot: Monday, August 31, 2015 at 10 a.m. (IST).
- Date and time of end of voting through electronic means (remote e-voting):
  - For AGM: Tuesday, September 29, 2015 at 5:00 p.m. (IST).
  - For Postal Ballot: Tuesday, September 29, 2015 at 5:00 p.m. (IST).
- Voting through electronic means (remote e-voting) for AGM and Postal Ballot shall not be allowed beyond 5:00 p.m. (IST) on September 29, 2015.
- The cut-off date for determining the eligibility to vote by electronic means or at the AGM is September 23, 2015 and for Postal Ballot is August 21, 2015.
- In case of AGM, If Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 23, 2015 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to Mr. Sharwan Mangla (General Manager), Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110020, Tel No. 011-26387281,82,83, e-mail: [info@masserv.com](mailto: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.
- The facility for voting through Ballot Paper/ Polling 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/ Polling Paper.
- 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.
- 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 for AGM i.e. September 23, 2015 shall be entitled to avail the facility of remote e-voting or voting at the AGM through Ballot Paper/ Polling Paper.
- 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 for Postal Ballot i.e. August 21, 2015 shall be entitled to avail the facility of remote e-voting or voting through Postal Ballot paper.
- The Notice of AGM and Postal Ballot is displayed on the Investors section on the Company website [www.raunagauto.com](http://www.raunagauto.com) and also on the NSDL's website: <https://www.evoting.nsdl.com>.
- 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990. You may also send your queries/ grievances relating to e-voting to Mr. Sharwan Mangla (General Manager), Mas Services Limited, T-34, 2nd Floor, Okhla Industrial Area, Phase - II, New Delhi - 110020, Tel No. 011-26387281,82,83, e-mail: [info@masserv.com](mailto:info@masserv.com).

By Order of the Board  
for RAUNAQ AUTOMOTIVE COMPONENTS LIMITED

Sd/-  
Hitesh Kumar  
Company Secretary

New Delhi  
August 29, 2015

