

## NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended]

### TO THE MEMBERS OF THE COMPANY

**NOTICE** is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), Regulation 44 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended from time to time, and in accordance with the applicable requirements prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 08 April, 2020, 17/2020 dated 13 April, 2020, 09/2023 dated 25 September, 2023, 09/2024 dated 19 September, 2024 and subsequent circulars issued in this regard, the latest being 03/2025 dated 22 September, 2025 (hereinafter collectively referred to as "MCA Circulars"), to transact the special business as set out hereunder by passing Special Resolution, as applicable, by way of postal ballot only by voting through electronic means (remote e-voting).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. Therefore, those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in the Notes to this Notice.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with

Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system as provided by MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) (MI IPL), the Registrar and Transfer Agent (RTA) of the Company. The instructions for remote e-voting are provided in the Notes to this Notice.

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions, if any of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on 13 November, 2025 has appointed Mr. Sanket Jain, Proprietor, M/s Sanket Jain & Co., Company Secretaries, Jhansi (Uttar Pradesh) as the Scrutinizer to conduct the Postal Ballot Process through remote e-voting in a fair and transparent manner.

The remote e-voting period commences from 09:00 A.M. (IST) on Thursday, 27 November, 2025 and shall end at 05:00 P.M. (IST) on Friday, 26 December, 2025.

The Scrutinizer after completion of the scrutiny will submit his report to the Chairman of the Company or in his absence to any other person authorised by the Chairman. Thereafter, the results of the postal ballot will be declared by the Chairman or in his absence, the person so authorised by the Chairman at the Registered Office of the Company. Thereafter, the Results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. [www.raunaqinternational.com](http://www.raunaqinternational.com) and on the website of MI IPL and communicated to BSE Limited (BSE) accordingly.

Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday,

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**Registered Office:** 20 K.M. Mathura Road, P.O. Amar Nagar, Faridabad - 121003 (Haryana)

**Tel.:** +91 (129) 4288888

**E-mail:** [info@raunaqintl.com](mailto:info@raunaqintl.com), **Website:** [www.raunaqinternational.com](http://www.raunaqinternational.com)

**CIN:** L51909HR1965PLC034315

21 November, 2025 may cast their vote electronically on the business as set out in the Notice of the Postal Ballot through remote electronic voting system of MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) (MI IPL).

The Resolution, if approved, will be taken as passed effectively on the last date of remote e-voting i.e. Friday, 26 December, 2025.

### **Special Business:**

#### **Item No. 01**

**To consider the appointment of Mr. Virender Pal Jain as a Non-Executive Independent Director on the Board of the Company and if thought fit, pass the following resolution as a Special Resolution, with or without modification(s):**

**"RESOLVED THAT** pursuant to the provisions under Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV of the Companies Act, 2013 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members be and is hereby accorded for the appointment of Mr. Virender Pal Jain (holding DIN 07037060) as a Non-Executive Independent Director on the Board of the Company for a period of 5 (Five) years w.e.f. the date of approval by the members by way of special resolution passed through Postal Ballot i.e. 26 December, 2025, as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company and in respect of whom the Company has received all the necessary consent(s)/disclosure(s), as required under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (which includes a Committee, constituted for the time being in force) be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit."

**By Order of the Board**



Place: Faridabad

**Neha Patwal**

Dated: 24 November, 2025 **Company Secretary and CFO**

### **NOTES:**

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 stating material facts and reasons for the proposed resolution is annexed hereto and forms part of this Notice.
2. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company at its meeting held on 13 November, 2025, has appointed Mr. Sanket Jain, Proprietor, M/s Sanket Jain & Co., Company Secretaries, Jhansi (Uttar Pradesh), as the Scrutinizer for conducting the Postal Ballot through remote e-voting in a fair and transparent manner.
3. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by RTA/Depositories as on Friday, 21 November, 2025 ("**Cut-off date**") and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants ("DP").

#### **4. Voting Through Electronic Means:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, 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 offer the voting by electronic means as provided by MUFG Intime India Private Limited (Formerly Known as Link Intime India Private Limited) (MI IPL), to those Members whose names appear in the Register of Members or Register of Beneficial Owners maintained by the RTA/Depositories as on Friday, 21 November, 2025 ("**Cut-off date**").

Members may note that copy of this Postal Ballot Notice is also be available on the Company's website [www.raunaqinternational.com](http://www.raunaqinternational.com), and the website of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).

5. The remote e-voting shall commence on Thursday, 27 November, 2025 at 09:00 A.M. (IST) and end on Friday, 26 December, 2025 at 05:00 P.M. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off date may cast their vote electronically.

Once the vote on the Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

6. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during business hours on all working days, till the last date of remote e-voting.
7. **Remote e-Voting Instructions for shareholders:**

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

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

**Login method for Individual shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode with NSDL:-

**METHOD 1 - NSDL IDeAS facility:**

**Shareholders registered for IDeAS facility:**

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "IDeAS Login Section".
- Click on "Beneficial Owner" icon under "IDeAS Login Section".
- Post successful authentication, you will be able to see e-Voting services under Value Added Services section. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "e-Voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Shareholders not registered for NSDL IDeAS facility:**

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on "Submit".
- Enter the last 4 digits of your bank account/ generate 'OTP'.

- Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



**METHOD 2 - NSDL e-voting website:**

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/ OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value Added Services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "e-Voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 3 - NSDL OTP based login:**

- Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- Enter your 8-character DP ID, 8-digit Client ID, PAN, Verification code and generate OTP.
- Enter the OTP received on your registered e-mail ID/mobile number and click on login.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value Added Services. Click on "Access to e-Voting" under e-Voting services.
- Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## Individual Shareholders registered with CDSL Easi/Easiest facility:

### METHOD 1 - CDSL Easi/Easiest facility:

#### **Shareholders registered for Easi/Easiest facility:**

- Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com) & click on New System Myeasi Tab.
- Enter existing username, Password & click on "Login".
- Post successful authentication, user will be able to see e-Voting option. The e-Voting option will have links of e-Voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-Voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-Voting period.

#### **Shareholders not registered for Easi/Easiest facility:**

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Home/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Home/EasiestRegistration>
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

### METHOD 2 - CDSL e-voting page:

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in Demat Account.
- Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-Voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-Voting period.

## Individual Shareholders holding securities in demat mode with Depository Participant:

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

- Login to DP website.
- After Successful login, user shall navigate through "e-Voting" option.
- Click on e-voting option, user will be redirected to NSDL/CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on "MUFG InTime" or "e-Voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

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

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

#### **STEP 1: LOGIN/SIGNUP to InstaVote:**

##### **Shareholders registered for INSTAVOTE facility:**

- Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- Enter details as under:
  - User ID: Enter User ID
  - Password: Enter existing Password
  - Enter Image Verification (CAPTCHA) Code
  - Click "Submit".

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

Instavote USER ID	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is <u>Event No. + Folio no.</u> registered with the Company.



### **Shareholders not registered for INSTAVOTE facility:**

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

1. User ID: Enter User ID.

<b>Instavote USER ID</b>	
NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
CDSL	User ID is 16 Digit Beneficiary ID.
Shares held in physical form	User ID is <u>Event No. + Folio no.</u> registered with the Company.

2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable.
3. DOB/DOI: Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format).
4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
- Shareholders holding shares in NSDL form, shall provide 'D' above.
  - Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above.
5. Set the password of your choice.
- (The password should contain minimum 8 characters, at least one special Character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter).
6. Enter Image Verification (CAPTCHA) Code.
7. Click "Submit" (You have now registered on InstaVote).
- Post successful registration, click on "Login" under 'SHARE HOLDER' tab & follow steps given above in points (a-b).

### **STEP 2: Steps to cast vote for Resolutions through InstaVote:**

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- D. After selecting the desired option i.e. Favour/Against, click on 'Submit'.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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

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

### **Guidelines for Institutional shareholders ("Custodian/Corporate Body/Mutual Fund")**

#### **STEP 1 - Custodian/Corporate Body/Mutual Fund Registration:**

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on "Sign Up" under "Custodian/Corporate Body/Mutual Fund".
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person e-mail ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in)
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's e-mail ID. (You have now registered on InstaVote).

#### **STEP 2 - Investor Mapping:**

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on "Investor Mapping" tab under the Menu Section.

C. Map the Investor with the following details:

1. 'Investor ID' – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
2. 'Investor's Name - Enter Investor's Name as updated with DP.
3. 'Investor PAN' - Enter your 10-digit PAN.
4. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

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

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

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

### STEP 3 - Steps to cast vote for Resolutions through InstaVote:

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

#### METHOD 1 - VOTES ENTRY:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.  
  
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour/Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour/Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

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

#### METHOD 2 - VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select "View" icon for "Company's Name/ Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour/Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

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

#### Helpdesk:

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

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

##### Individual Shareholders holding securities in demat mode:

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
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#### **Forgot Password:**

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

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

- Click on "Login" under 'SHARE HOLDER' tab.
- Click "forgot password?".
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

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

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

*In case shareholders have a valid e-mail address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer,*

*PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

#### **Individual Shareholders holding securities in demat mode with NSDL/CDSL has forgotten the password:**

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

#### **General Instructions - Shareholders:**

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

8. 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.

**By Order of the Board**



Place: Faridabad

Dated: 24 November, 2025

**Neha Patwal**  
**Company Secretary and CFO**

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

**Item No. 01**

Mr. Virender Pal Jain, aged 69 years is a Practising Chartered Accountant and founding partner of M/s V.P. Jain & Associates, Chartered Accountants, New Delhi. He currently serves as a senior partner at the same firm. He has done his Bachelor's Degree in Commerce from the University of Delhi.

He has rich experience of 42 years. He started his career in 1983 as a Partner with M/s B.R. Maheswari & Co. LLP, Chartered Accountants, a well-known CA Firm with a PAN India presence, and continued there till March, 1998. In addition, he served as a Director at Sugam Parivahan Private Limited in the year 2014. Throughout his career, Mr. Jain has gained deep exposure in corporate law, financial consultancy and finance. Alongwith comprehensive knowledge of direct and indirect taxation, his expertise enables him to provide strategic, compliance-related and advisory guidance to businesses across diverse sectors. His credentials and experience position him as a valuable advisor in managing complex financial and legal matters.

In terms of the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Regulations, Mr. Virender Pal Jain being eligible and offering himself for appointment, is proposed to be appointed as a Non-Executive Independent Director for a period of 5 (Five) years w.e.f. the date of approval by the members by way of special resolution passed through Postal Ballot i.e. 26 December, 2025.

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. Virender Pal Jain has been provided in a separate section of this Notice.

In terms of the provisions of the Companies Act, 2013, Mr. Virender Pal Jain has filed requisite consent(s)/ disclosure(s) before the Board.

The Company has also received an intimation from Mr. Virender Pal Jain in Form DIR-8 to the effect that he

is not disqualified and further confirmed that he is not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director in any Company.

The Company has received a declaration from Mr. Virender Pal Jain confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Virender Pal Jain fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as a Non-Executive Independent Director of the Company and is independent of the management.

Therefore, the Board recommends the resolution as set out at Item No. 01 of this Notice in relation to appointment of Mr. Virender Pal Jain as a Non-Executive Independent Director, as recommended by the Nomination and Remuneration Committee, for the approval by the members of the Company, by way of a Special resolution.

Except Mr. Virender Pal Jain, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 01 of the Notice.

**INSPECTION OF DOCUMENTS**

Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the Registered Office of the Company during the office hours between 10.00 A.M. to 1.00 P.M. on all working days, till the last date of remote e-voting.

**By Order of the Board**



**Neha Patwal**

Place: Faridabad

Dated: 24 November, 2025 **Company Secretary and CFO**



Details required under Section 102 of the Companies Act, 2013 in respect of the Director proposed to be appointed and his Brief Resume has 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 has been provided herein below:

Particulars	Item No. 01
<b>Name of Director</b>	<b>Mr. Virender Pal Jain</b>
<b>DIN</b>	07037060
<b>Brief Resume</b>	As detailed in Explanatory Statement above for Item No. 01 of the Notice
<b>Category of Director</b>	Non-Executive Independent Director
<b>Date of Birth (Age in Years)</b>	26 September, 1956 (69)
<b>Proposed Date of Appointment on the Board</b>	26 December, 2025
<b>Qualification</b>	Chartered Accountant
<b>No. of years of Experience</b>	42 Years
<b>Expertise in specific functional areas</b>	Financial Literacy and Ability to read Financial Statements
<b>Skills and Capabilities required for the Role and the manner in which the proposed person meets such requirements</b>	As detailed in Explanatory Statement above for Item No. 01 of the Notice
<b>Terms and conditions of appointment/re-appointment</b>	As detailed in Explanatory Statement above for Item 01 of the Notice  The other terms and conditions are available at the website of the Company at <a href="http://www.raunaginternational.com">www.raunaginternational.com</a>
<b>Chairmanship/Membership of Committees of the Company</b>	Not Applicable
<b>Directorships held in other Companies</b>	Nil
<b>Chairmanship/Membership of Committees of other Companies</b>	Not Applicable
<b>Number of Board Meetings attended during the year</b>	Not Applicable
<b>Relationships between Directors inter-se</b>	None
<b>Relationships with Manager and other Key Managerial Personnel of the Company</b>	None
<b>Remuneration details (Including Sitting Fees &amp; Commission)</b>	Not Applicable
<b>Last remuneration drawn</b>	Not Applicable
<b>Number of Shares held in the Company as on 31 March, 2025</b>	Nil

By Order of the Board



**Neha Patwal**

**Company Secretary and CFO**

Place: Faridabad

Dated: 24 November, 2025