



RASANDIK

Passion For Excellence

corpadm@rasandik.com

www.rasandik.com

CIN: L74210HR1984PLC032293

Rasandik Engineering Industries India Ltd.

September 5, 2017

THE STOCK EXCHANGE MUMBAI
1st FLOOR, NEW TRADING RING
ROTUNDA BUILDING
P.J. TOWERS, DALAL STREET
FORT, MUMBAI – 400 001

Stock Code: 522207

Sub: **NOTICE OF 33rd ANNUAL GENERAL MEETING, BOOK CLOSURE AND E-VOTING INFORMATION**

Dear Sir,

NOTICE OF 33RD ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting (AGM) of Rasandik Engineering Industries India Limited will be held on Friday, the 29th September, 2017 at 10:00 A.M. at Conference Hall, Saras Tourist Complex, Damdama, Sohna, Haryana. The Notice setting out the business to be transacted at the meeting together with the Annual Report of the Company for the financial year 2016-17 has been dispatched to Members at their registered addresses/email on 5th September, 2017 and the same is also available on our website www.rasandik.com.

The Notice of AGM together with the Annual Report has also been made available electronically to those Members who have registered their email address. Any such Member who wishes to have a physical copy of the Annual Report may write to the Company and the same would be provided free of cost. Any Member, who has not received the Annual Report or any investor who has become a Member of the Company after the dispatch of Annual Report, may send a requisition to the Company Secretary for a copy of the Annual Report and can also attend the AGM in person or appoint a proxy.

NOTICE is also given that pursuant to Section 91 of the Companies Act, 2013, Rule 10 of the Companies (Management and Administration) Rules 2014 and Regulation 42 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Registers of Members and Share Transfer books of the Company will remain closed from Tuesday, 26th September 2017 to Friday, 29th September 2017 (both days inclusive) for the purpose of 33rd Annual General Meeting of the Company.

The Members are further informed that pursuant to Reg 44 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company is offering remote e-voting facility to its Members. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide e-voting facility to the Members of the Company. The Company has on sent e-mails to the Members, whose e-mail IDs are registered with the Company or Depository Participant(s), wherein the details and procedures for e voting has been provided. For those Members whose email IDs are not registered, a copy of the notice with procedure for e voting has been sent through courier.

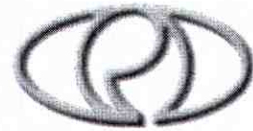
1/2

Regd. Office & Plant I: 13/14, Roz-Ka-Meo Industrial Area, Sohna, Distt. Gurgaon, Haryana-122105, INDIA. Tel: 0124-2362646/7, 2363245/6 Fax: 0124-2362107

Plant II: A - 1/2 - 2 & A - 1/2 - 3, Site B, Surajpur Industrial Area, Distt. Gautambudh Nagar, Uttar Pradesh-201306, INDIA. Tel: 0120-2569790-93 Fax: 0120-2560169

Pune Plant: E 82/83, MIDC Ranjangaon, Distt. Pune, Maharashtra, INDIA. Tel: 02138 - 2660420-670176 Fax: 02138 -670178





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Rasandik Engineering Industries India Ltd.

E-voting rights of the Members / beneficial owners shall be reckoned in proportion to the paid-up value of the equity shares registered in the name of the Members as on Friday, 22nd September, 2017. The e-voting period will commence on 26th September 2017 (9.00 a. m) and will end on 28th September 2017 (5.00 p. m.), during which period the Members may cast their vote electronically. Thereafter, the e-voting modules shall be disabled by CDSL. Once a vote on the resolutions is cast and submitted, the Members shall not be allowed to change it subsequently.

A Member can download the Notice of the AGM or Annual Report from Company's website (www.rasandik.com) or write to the Registrar of the Company, Link Intime India Private Limited.

The Results on resolutions shall be declared on or after the AGM of the Company. The Results declared along with the scrutinizer's report shall be placed on the Company's website (www.rasandik.com) and on the website of the CDSL for information to the Members and communicated to Stock Exchanges where the Company's shares are listed.

Copy of AGM Notice is attached herewith.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

For Rasandik Engineering Industries India Limited


Pradeep Chandra Nayak
Company Secretary



Rasandik Engineering Industries India Limited

(CIN: L74210HR1984PLC032293)

Reg. Off: 14, Roj-Ka-Meo Industrial Area, Sohna, District - Mewat, Haryana - 122103

Phone No.: 0124 - 2362646, 2362647 **Fax:** 0124 - 2362107 **Web:** www.rasandik.com **Email:** cs@rasandik.com

NOTICE

To the Shareholders

Notice is hereby given that the 33rd Annual General Meeting of the Shareholders of the Company will be held on Friday, the 29th September, 2017 at 10 a.m. at Conference Hall, Saras Tourist Complex, Damdama, Sohna, Haryana to transact the following business:

ORDINARY BUSINESS:

1. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited balance sheet as at 31st March 2017, the statement of profit and loss and cash flow statement for the year ended on that date, together with the directors' report and the auditors' report thereon as presented to the meeting, be and are hereby, approved and adopted".

2. To consider passing the following resolution as an Ordinary Resolution:

RESOLVED THAT Mr. Rajiv Kapoor (DIN: 00054659), director, who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a director of the Company.

3. To appoint Auditors and fix their remuneration

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder including any statutory modification(s) or re-enactment thereof made from time to time, M/s. V. SANKAR AIYAR & CO., Chartered Accountants, New Delhi (Firm Registration no. 109208W), who have offered themselves for appointment and have confirmed their eligibility in terms of provisions of Section 141 of the Companies Act, 2013 and Rule 4 of the Companies (Audit and Auditors) Rules, 2014 be and are hereby appointed as Statutory Auditors of the Company from the conclusion of 33rd Annual General Meeting (AGM) till the conclusion of the 38th AGM of the Company to be held in the year 2022 (subject to annual ratification of their appointment at every Annual General Meeting) on such remuneration as may be mutually agreed upon between the Board of Directors /Audit Committee and the Auditors, in place of , M/s. Awatar & Co. Chartered Accountants, New Delhi, (Firm Registration No. 000726N) who will vacate their office at the conclusion of this AGM pursuant to the provisions of Section 139 of the Companies Act, 2013."

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. AGHARAM RAMAKRISHNAN HALASYAM (DIN: 00775926) AS AN INDEPENDENT DIRECTOR IN TERMS OF SECTION 149 OF THE COMPANIES ACT, 2013.

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 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Agharam Ramakrishnan Halasyam (DIN: 00775926) who was appointed as an Additional Director of the Company, categorized as Independent, by the Board of Directors with effect from 6th March 2017, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received notice in writing under Section 160 of the Companies Act, 2013, from a member proposing Mr. Agharam Ramakrishnan Halasyam for the office of Director, the consent of the Members be and is hereby accorded to the appointment of Mr. Agharam Ramakrishnan Halasyam as an Independent Director of the Company with effect from 6th March 2017, to hold office up to 5th March 2022, not liable to retire by rotation."

5. RE-APPOINTMENT OF MR. RAJIV KAPOOR (DIN: 00054659) AS MANAGING DIRECTOR DESIGNATED AS CHAIRMAN AND MANAGING DIRECTOR

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as a **Special Resolution:**

"RESOLVED THAT pursuant to the recommendations of the Nomination and Remuneration Committee (the Committee) dated 31st August 2017 and pursuant to the provisions of Section 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013, the relevant rules made thereunder read with Schedule V of the said Act (including any statutory modifications and reenactment thereof, for the time being in force), and subject to approval of central government if any and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable to the appointee, the consent of the Members be and is hereby accorded to the appointment and terms of remuneration for the reappointment of Mr. Rajiv Kapoor (DIN: 00054659) as Managing Director designated as Chairman and Managing Director of the Company for a further period of three years with effect from 1st October, 2017 to 30th September, 2020, on the terms & conditions and remuneration as set out below:

1.	Period	from October 01, 2017 to September 30, 2020
2.	Remuneration	
a.	Salary	Rs. 500,000/-basic salary per month w.e.f. 1st October, 2017
c.	Commission	Up to 5% of the Net Profit of the Company

Perquisites:

In addition to above, he shall entitle to receive the following:

- i) Medical Reimbursement: Expenses incurred for himself and his family as per rules of the Company.
- ii) Club Fees: Fees of clubs to a maximum of two clubs. This will not include admission and life membership fees.
- iii) Car with a driver for use on the Company's business and telephone at residence provided that personal long distance calls on telephone and use of car for private purpose shall be billed by the Company to him. The provision of car and telephone will not be considered as perquisites.
- iv) Reimbursement of entertainment, traveling, hotel and all other expenses incurred for the business of the Company as per the Rules of the Company.

RESOLVED FURTHER THAT the minimum remuneration and perquisites to be paid in the event of absence or inadequacy of profits in any financial year during his tenure of office shall be as per Schedule V of the Companies Act, 2013, as may be amended from time to time.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorised Representative(s) as may be authorised by the Board be and are hereby authorized to file the necessary applications, documents with, inter- alia, the Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto."

By Order of the Board
For Rasandik Engineering Industries India Limited

Sd/-

Pradeep Chandra Nayak
Company Secretary

Place: Sohna, Haryana

Date : 31.08.2017

Registered Office:

CIN: L74210HR1984PLC032293

14, Roj-ka-Meo Industrial Area, Sohna, Distt. Mewat, Haryana-122103

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("THE MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. PROXY FORM IS ATTACHED HEREWITH. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.
IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. Corporate Members intending to send their authorised representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The instrument appointing the proxy should however be deposited at the Registered office of the Company not less than 48 hours before the commencement of the meeting.
4. Members or their respective proxies are requested to:
 - i. bring copies of Annual Report sent to them as the copies of Annual Report shall not be distributed at the Annual General Meeting;
 - ii. Quote their Folio / DP ID & Client ID in the attendance slips for attending the meeting;
 - iii. bring the attendance slip sent herewith duly filled in for attending the meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in order of names will be entitled to vote.
6. The Register of Members and Share Transfer Books will remain closed from September 26, 2017 to September 29, 2017 (both days inclusive).
7. Un-claimed / Unpaid Dividend for the Financial Year 2007-08 has been transferred to the Investor Education and Protection Fund established by the Central Government and no claims can be admitted in respect of this Fund.
8. In terms of Article 108 of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Rajiv Kapoor retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Further, Board of Directors of the Company in its Meeting held on 6th March, 2017 has appointed Mr. Agharam Ramakrishnan Halasyam (DIN: 00775926) as an Additional Director and also appointed him as an Independent Director of the Company for a term of 5 (Five) years w.e.f. 6th March, 2017 to 5th March, 2022, subject to approval of shareholders at the ensuing AGM. The information or details about the director(s) proposed to be appointed / re-appointed to be provided pursuant to the requirements of Regulation 36(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule V of the Companies Act, 2013 is annexed herewith.
9. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special businesses specified under Item No. 4 and 5 are annexed hereto.
10. All documents referred to in the Notice and accompanying Explanatory Statement, as well as the Annual Report, are open for inspection at the Registered Office of the Company on all working days during normal business hours up to the date of the Meeting.
11. Ministry of Corporate Affairs (MCA) took a 'Green Initiative in Corporate Governance' in 2011 by allowing the Companies to service the documents to its Members through electronic mode. Accordingly, the Company sends all communications including the Notice of Annual General Meeting (along with instruction for e-voting, attendance slip and proxy form) and Annual Report in electronic form to all Members whose email Ids are registered with the Company/ Depository Participant(s) unless a specific request for hard copy has been requested.
12. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically. Members holding shares in physical form are requested to notify any change of address, bank mandates, if any, to the Registrar and Share Transfer Agent: Link Intime India Private Limited, 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase-I, New Delhi - 110 028, E-mail id : delhi@linkintime.co.in or the Company Secretary or to their respective depository participants if the shares are held in electronic form.
13. Members are entitled to nominate a person to whom his/her shares in the Company shall vest in the event of his/her demise, by filling up Form No. SH-13. The members are requested to avail of this facility. The duly filled in and signed Nomination Form No. SH-13 should be sent to the Registrar and Share Transfer Agents, Link Intime India Private Ltd. at the address mentioned in above point.
14. Members may also note that the Notice of Annual General Meeting and Annual Report 2016-17 is available on the website of the Company at www.rasandik.com under Investor Relations Section.
15. Members desiring any information on the accounts at the AGM are requested to write to the Company at least 7 days in advance, so as to enable the Company to keep the information ready.
16. 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 electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN details to the Company at its Registered Office or to the Registrar and Share Transfer Agents.
17. In terms of Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended ('the Rules') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations], the Company has provided facility to exercise votes through electronic voting system, to members holding shares as on 22nd September 2017 being the "Cut-off Date" ("Cut-Off" for the purpose of Rule 20(4)(vii) of the Rules) fixed for determining voting rights of members entitled to participate in the e-Voting process through the e-Voting platform provided by CSDL viz., www.evotingindia.com
The voting rights of the members / beneficial owners will be reckoned on the Equity Shares held by them as on 22nd September 2017, i.e "Cut-off Date". Members as on the cut-off date only shall be entitled to avail the facility of remote e-Voting or Ballot paper.
Information and other instructions relating to e-voting are as under:
 - i. Pursuant to provisions of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolution set forth in the Notice convening the 33rd Annual General Meeting to be held on Friday, the 29th September, 2017, at 10:00 a.m. The Company has engaged the services of Central Depository Services Limited (CDSL) to provide the e-voting facility.
 - ii. These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on 29th September, 2017.
 - iii. The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
26th September, 2017, 9.00 A.M. IST	28th September, 2017, 5.00 PM IST

During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (22nd September 2017), may cast their vote electronically. The e-voting module shall be disabled by CDSL after voting period ends.

- iv. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- v. The shareholders should log on to the e-voting website www.evotingindia.com.
- vi. Click on Shareholders.
- vii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- viii. Next enter the Image Verification as displayed and Click on Login.
- ix. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- x. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details or Date of Birth	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number

- xi. After entering these details appropriately, click on "SUBMIT" tab.
- xii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xiii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions in this Notice.
- xiv. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xv. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xvi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xvii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xviii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xix. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xx. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xxi. Note for Non - Individual Shareholders and Custodians
 - o Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - o A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - o After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - o The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - o A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - o Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. may follow the same instructions as mentioned above for e-Voting.
 - o In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting. The voting rights of shareholders shall be in proportion to their shares of the paid equity capital of the Company as on 22nd September 2017.

Mr. Awanish Kumar, Practicing Chartered Accountant (Membership No. FCS 510868) Partner M/s AKDC & Associates has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unlock the votes through remote e-Voting in the presence of at least two witnesses, not in employment of the Company and make, within 48 hours from the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company or any other director, who shall countersign the same;

The Scrutinizer will submit his report to the Chairman, or any other director, who will declare the result of the voting. The results declared along with the Scrutinizer's report will be placed on the Company's website www.rasandik.com & on the website of CSDL and shall also be communicated to the Stock Exchanges. All the resolutions, subject to receipt of requisite no. of votes, shall be deemed to be passed at the AGM scheduled to be held on 29th September 2017.

18. The route map to the venue of the Meeting included in this Notice for easy location. The route map of the venue of the Meeting is also available on the website of the Company at www.rasandik.com under Investor Relations section.
19. In terms of Regulation 36(3) of SEBI (LODR) Regulations read with Secretarial Standards on General Meeting, a brief profile of the directors, who are proposed to be re-appointed / appointed in this AGM, nature of their expertise in specific functional areas, other directorships and committee memberships, their shareholding and relationship with other directors of the Company are given below:

Name	: Mr. Rajiv Kapoor	Mr. Agharam Ramakrishnan Halasyam
Date of Birth	: 4th November 1955	July 7, 1940
Date of Appointment	: 10/01/1984	06/03/2017
Educational Qualification	: B.Tech. (Mechanical) IIT-Delhi, Graduated in 1977	Advanced Management Program, Indian Institute of Management, Ahmedabad Master of Arts- Economics, Madras University Bachelor of Law, Madras University
Expertise in specific functional area	: Mr Rajiv Kapoor a founder promoter of the company is a technocrat turned industrialist. After graduating from IIT Delhi, Mr. Kapoor joined F. L. Smidth and Company, a Copenhagen Denmark based company and worked with them for a period of about five years at their project sites. With project management skills coupled with great understanding of the auto component manufacturing and networking in automobile industry, Mr. Kapoor decided to venture in to auto component manufacturing. His drive and passion for the auto component business resulted in the formation of Rasandik Engineering Industries India Ltd in 1986. He is the key driver behind the success achieved by the Company. He is in day-to-day charge of the Company's operations and business. He, however, concentrates more on the product development, new business opportunities, technology up-gradation, and product quality and growth strategies. His continuous pursuit for timely supply of best quality products at competitive prices has made Rasandik a very dependable and preferred auto component supplier in the industry.	Mr. Agharam Ramakrishnan Halasyam is a management graduate with experience of over thirty-five years in industry. Of the said period of experience around twenty years of experience is at senior management level. He has worked with public sector Companies at management levels since 1982. He was finance Director and member of the executive board of Maruti Udyog Limited for ten years beginning from 1991. He has expertise in treasury management, project management, project financing, and business development. He is having expertise in providing hands-on leadership and direction in corporate finance, formulation, appraisal and implementation of large scale projects, funding strategies (global and domestic), innovative treasury management, foreign currency risk management and business development. Adept in identifying partner companies, negotiating and closing major contracts and deals, including transactions, as well as developing and monitoring business relationships at the highest levels. Successful at establishing and maintaining mutually profitable business relationships with both suppliers and customers.
List of other Companies in which Directorship held	: None	None
Chairman / Member of the Committees of Board of Directors of Other Companies	: Member of Audit Committee of Rasandik Engineering Industries India Limited	Member of following Committees of Rasandik Engineering Industries India Limited Audit Committee Stakeholders' Relationship Committee Nomination and Remuneration Committee
No of Shares Held in the Company	: 809,604	23,000
Relationship	: Mr. Rajiv Kapoor is related to Mrs. Deepika Kapoor, Whole Time Director	None

Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)

This Statement is provided under Secretarial Standard on General Meetings (SS-2)

ITEM NO. 3

Though not mandatory, this statement is provided for reference.

As per second proviso to Section 139(2) of the Companies Act, 2013 ('the Act'), a transition period of three years from the commencement of the Act is provided to appoint a new auditor when the existing auditor's firm has completed two terms of five consecutive years.

M/s. Awatar & Co. Chartered Accountants, New Delhi (Firm Registration Number 000726N with the Institute of Chartered Accountants of India) were appointed as auditors for more than 10 years. In terms of their appointment made at the 32nd AGM held on 30th September 2016, they are holding office of the auditors up to the conclusion of the 33rd AGM and hence, would retire at the conclusion of the forthcoming 33rd AGM.

Accordingly, as per the said requirements of the Act, M/s. V. SANKAR AIYAR & CO., Chartered Accountants (Firm Registration Number 109208W) are proposed to be appointed as auditors for a period of 5 years, commencing from the conclusion of 33rd AGM till the conclusion of the 38th AGM, in place of M/s. Awatar & Co. Chartered Accountants, subject to ratification by members every year, as may be applicable.

M/s. V. SANKAR AIYAR & CO., Chartered Accountants, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

None of the Directors/Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item No. 3 of the notice.

The Board recommends the resolution set forth in item No. 3 of the notice for approval of the members.

As required by Section 102 of the Companies Act, 2013 and under Secretarial Standard on General Meetings (SS-2) the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 and 5 mentioned in the accompanying Notice:

Item No. 4

The board, on recommendation of the Nomination and Remuneration Committee of directors (NRC), through a resolution by circulation dated 6th March 2017, proposed the appointment of Mr. Agharam Ramakrishnan Halasyam (DIN: 00775926) as a non-executive independent director of the Company (NE-ID), in terms of Sections 149, 150, 152, 160, 164 and other applicable provisions of the Act, 2013 and Companies (Appointment and Qualification of Directors) Rules 2014 read with Schedule IV to the Act, 2013 and Regulation 17 of SEBI (LODR) Regulations.

In the opinion of the NRC and the Board, Mr. Agharam Ramakrishnan Halasyam (DIN: 00775926) fulfils the conditions specified under the Act, 2013 and the rules made thereunder and SEBI (LODR) Regulations, for the proposed appointment as NE-ID by the shareholders of the Company and he is independent of the management of the Company.

The Board considers that the proposed appointment of Mr. Agharam Ramakrishnan Halasyam as director will be of immense benefit to the Company. In terms of the provisions of Section 149 read with Schedule IV to the Act, 2013, the appointment of NE-ID will be required to be approved at the meeting of the shareholders of the Company.

Hence, it is proposed that Mr. Agharam Ramakrishnan Halasyam (DIN: 00775926) be appointed as a NE-ID of the Company to hold office from the date of approval by the members at the ensuing 33rd annual general meeting to be held on 29th September 2017 till the conclusion of the 38th annual general meeting and not liable to retire by rotation during his tenure of appointment.

The Company has received a consent in writing from Mr. Agharam Ramakrishnan Halasyam to act as a Director in Form DIR-2, intimating to the effect that he is not disqualified to be appointed as a director and a declaration in writing that he meets the criteria of independence as provided under Section 149(6) of the Act, 2013 and also under the SEBI (LODR) Regulations.

The Company will formalize his appointment as NE-ID, if appointed by the shareholders, setting out the terms and conditions, as stipulated in Schedule IV to the Act, 2013.

A copy of the draft letter of appointment setting out the terms and conditions of appointment of NE-ID will be available for inspection without any fee by the members at the Registered Office of the Company, at 14, Roj Ka Meo Industrial Area, Sohna, Mewat, Haryana, India, during office hours as stated above and shall also be uploaded on the website of the Company at www.rasandik.com.

The Company has also received a notice from a member along with the deposit of requisite amount under Section 160 of the Act, 2013, proposing the candidature of Mr. Agharam Ramakrishnan Halasyam for the office of director of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution relating to the appointment of Mr. Agharam Ramakrishnan Halasyam as a NE-ID of the Company.

Accordingly, the directors recommend the Special Resolution in relation to appointment of Mr. Agharam Ramakrishnan Halasyam as a NE-ID for approval by the shareholders, as set out in Item No. 4 of this Notice.

Item No 5:

At the 31st Annual General Meeting of the Company held on September 30, 2015, the members of the Company had approved re-appointment of Mr. Rajiv Kapoor as Managing Director of the Company for a period of 3 years with effect from October 01, 2014 to September 30, 2017. He has been on the Board of Directors of the Company since inception of the Company.

Mr. Rajiv Kapoor is B Tech from IIT Delhi and a founder promoter of the company is a technocrat turned industrialist, has about 35 years of experience in managing the Rasandik Engineering Industries India Ltd. His passion for the auto component business resulted in the formation of Rasandik Engineering Industries India Ltd in 1986. He is the key driver behind the success achieved by the Company. He is in day-to-day charge of the Company's operations and business and concentrates more on the product development, new business opportunities, technology upgradation, and product quality and growth strategies. His continuous pursuit for timely supply of best quality products at competitive prices has made Rasandik a very dependable and preferred auto component supplier in the industry.

As Chairman and Managing Director of the Company, he is responsible for motivating the team of professionals to implement various management policies.

The Nomination & Remuneration Committee in its meeting held on August 31, 2017 had reviewed the remuneration of the Chairman and Managing Directors of the Company and recommended the remuneration.

Subject to the shareholder's approval, Nomination & Remuneration Committee and the Board of Directors at their meeting held on August 31, 2017 have re-appointed Mr. Rajiv Kapoor, as Chairman-cum-Managing Director of the Company for a period of three years with effect from October 1, 2017 to September 30, 2020 on the terms and conditions set out in the resolution under Item No. 5.

Except Mrs. Deepika Kapoor and his relatives, none of the Director 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. 5. The Board recommends the Special Resolution for your approval.

By Order of the Board
For Rasandik Engineering Industries India Limited
 Sd/-

Pradeep Chandra Nayak
 Company Secretary

Place: Sohna, Haryana
 Date :31.08.2017

Rasandik Engineering Industries India Limited

(CIN: L74210HR1984PLC032293)

Reg. Off: 14, Roj-Ka-Meo Industrial Area, Sohna, District - Mewat, Haryana - 122103

Phone No.: 0124 - 2362646, 2362647 **Fax:** 0124 - 2362107 **Web:** www.rasandik.com **Email:** cs@rasandik.com

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

DP ID*:	Folio No.:
Client ID*:	Number of Shares held:
NAME AND ADDRESS OF THE SHAREHOLDER(S):	

*Applicable for investors holding shares in electronic form

I hereby record my presence at the 33rd Annual General Meeting of the Company, held on Friday, 29th September 2017, at 10 A.M. AT CONFERENCE HALL, SARAS TOURIST COMPLEX, DAMDAMA, SOHNA, HARYANA

PROXY FORM

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

Rasandik Engineering Industries India Limited

(CIN: L74210HR1984PLC032293)

Reg. Off: 14, Roj-Ka-Meo Industrial Area, Sohna, District - Mewat, Haryana - 122103

Phone No.: 0124 - 2362646, 2362647 **Fax:** 0124 - 2362107 **Web:** www.rasandik.com **Email:** cs@rasandik.com

Name of Member(s):	E-mail Id:
Registered Address:	Folio No. / DP ID:-Client Id:

I/ We being the member(s) of Shares of the above named Company hereby appoint:

- (1) Name:..... E-mail id.....Signature.....or failing him;
- (2) Name..... E-mail id..... Signature.....or failing him;

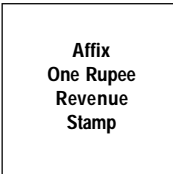
as my/our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the 33rd Annual General Meeting of the Members of Rasandik Engineering Industries India Limited to be held on Friday, September 29, 2017 at 10.00 A.M. at CONFERENCE HALL, SARAS TOURIST COMPLEX, DAMDAMA, SOHNA, HARYANA and at any adjournment thereof in respect of such resolutions as are indicated below:

DESCRIPTION OF RESOLUTIONS	FOR*	AGAINST*
ORDINARY BUSINESS		
1. Adoption of Audited Financial Statement for the year ended March 31, 2017		
2. Re-appointment of Mr. Rajiv Kapoor (DIN: 00054659), Director who retires by rotation		
3. To appoint M/s. V. SANKAR AIYAR & CO., Chartered Accountants, as Statutory Auditors and fix their remuneration		
4. Appointment of Mr. Agharam Ramakrishnan Halasyam (DIN: 00775926) as an Independent Director in terms of section 149 of the Companies act, 2013.		
5. Re-appointment of Mr. Rajiv Kapoor (DIN: 00054659) as Managing Director designated as Chairman and Managing Director.		

Signed thisday of2017

Signature of shareholder

Signature of proxy holder(s)



Note:

- *1. Please put 'x' in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 2. 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.
- 3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 33rd Annual General Meeting.
- 4. Please complete all details including detail of member(s) in above box before submission.

**ROUTE MAP OF THE VENUE OF 33rd ANNUAL GENERAL MEETING OF
RASANDIK ENGINEERING INDUSTRIES INDIA LIMITED**

