

# Rane TRW Steering Systems Private Limited

CIN: U35999TN1987PTC014600

Registered Office : 'Maithri' 132, Cathedral Road, Chennai 600 086.



## 30<sup>th</sup> Annual General Meeting

### NOTICE TO SHAREHOLDERS

**NOTICE** is hereby given that the **Thirtieth Annual General Meeting (AGM)** of **Rane TRW Steering Systems Private Limited** will be held at **09.30 a.m. on Tuesday, August 22, 2017**, at the Registered office: 'Maithri', 132, Cathedral Road, Chennai 600 086, to transact following business:

#### ORDINARY BUSINESS

1. To consider and adopt the directors' report, the audited financial statements of the Company for the year ended March 31, 2017 and the auditors' report thereon.

To consider passing of the following resolution, as an **ordinary resolution**:

"Resolved that the Audited Financial Statement of the Company for the year ended March 31, 2017 including Balance Sheet as at March 31, 2017, the Profit and Loss Account for the year ended March 31, 2017 together with the Reports of the Directors and the Auditors of the Company thereon, as presented to the meeting be and the same are hereby approved and adopted."

2. To confirm payment of interim dividend and declaration of final dividend for the year 2016-17

To consider passing of the following resolution, as an **ordinary resolution**:

"Resolved that the interim dividend of Rs.10/- per share on 87,38,246 equity shares of Rs.10/- each fully paid, declared by the Board of Directors of the Company on January 24, 2017 absorbing a sum of Rs.10,51,71,781 (inclusive of Dividend Distribution Tax of Rs.1,77,89,321) paid to the shareholders for the year ended March 31, 2017, be and is hereby confirmed as interim dividend for the year 2016-17."

"Resolved further that final dividend of Rs.12.5/- per equity share of Rs.10 each fully paid-up on 87,38,246 equity shares be and is hereby declared out of the profits of the Company for the year ended March 31, 2017, absorbing a sum of Rs. 13,14,64,727/- (Dividend of Rs.10,92, 28,075/- of Dividend Distribution Tax of Rs. 2,22,36,652/-) and that the dividend be paid to those shareholders, whose names appears on the Company's register of members as on August 22, 2017."

3. To ratify the appointment of statutory auditors M/s Deloitte Haskins & Sells, Chartered Accountants

To consider passing of the following resolution, as an **ordinary resolution**:

"Resolved that the appointment of M/s. Deloitte Haskins and Sells (DHS), Chartered Accountants (Firm Registration No. 008072S with The Institute of Chartered Accountants of India), as auditors of the Company at the twenty seventh Annual General Meeting to hold office until the conclusion of the thirty second Annual General Meeting, be and is hereby ratified on such terms and conditions including remuneration as may be determined by the Board of Directors of the Company, in addition to reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit."

#### SPECIAL BUSINESS

4. **Appointment of Mr. Kevin Fredrick Angelone as a nominee director under Article 101(g) of the Articles of Association of the Company**

To consider passing of the following resolution, as an **ordinary resolution**:

"Resolved that Mr. Kevin Fredrick Angelone (DIN 07491437), who holds the office as an Additional Director with effect from July 20, 2016, in terms of Section 161 of the Companies Act, 2013, he and is hereby appointed as Nominee Director of the Company with effect from August 22, 2017, on such terms and conditions in accordance with Article 101 (g) of the Articles of Association of the Company."

5. **Appointment of Mr. Michael Buechsner as a nominee director under Article 101(g) of the Articles of Association of the Company**

To consider passing of the following resolution, as an **ordinary resolution**:

"Resolved that Mr. Michael Buechsner (DIN 07214952), who holds the office as an Additional Director with effect from April 25, 2017, in terms of Section 161 of the Companies Act, 2013, be and is hereby

## **Rane TRW Steering Systems Private Limited**

appointed as Nominee Director of the Company with effect from August 22, 2017, on such terms and conditions in accordance with Article 101 (g) of the Articles of Association of the Company."

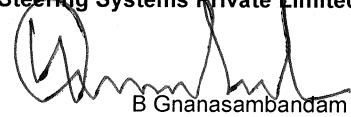
### **6. Ratification of Remuneration of Cost Auditor for 2016-17**

To consider passing of the following resolution, as an **ordinary resolution**:

"Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including amendments, if any, made thereon, M/s. STR & Associates, Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, for conduct of the audit of the cost records of the Company for the financial year 2016-17 at a remuneration of Rs.75,000/- (Rupees Seventy five thousands Only) plus reimbursement of the travelling and other out-of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

"Resolved further that the Board of Directors of the Company (including its Committee thereof), 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."

(By Order of the Board)  
For Rane TRW Steering Systems Private Limited



B Gnanasambandam  
Vice President-Finance & Secretary

Chennai  
April 25, 2017

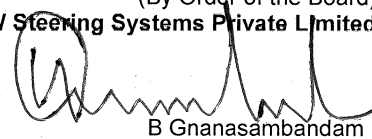
#### **Notes:**

1. Any member entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the Company. The proxies should however be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

A member holding more than ten 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 a proxy for any other person or shareholder.

2. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013 in respect of the special business(s) as given in the notice is annexed.

(By Order of the Board)  
For Rane TRW Steering Systems Private Limited



B Gnanasambandam  
Vice President-Finance & Secretary

Chennai  
April 25, 2017

# **Rane TRW Steering Systems Private Limited**

## **EXPLANATORY STATEMENT (Pursuant to Section 102 of the Companies Act, 2013)**

**The Explanatory Statement sets out all the material facts relating to the Special Businesses**

### **Resolution No.4**

The board of directors of your Company based on the written nomination received from TRW Automotive JV LLC, USA ("TRW") co-opted Mr. Kevin Fredrick Angelone on July 20, 2016 as an additional director. In terms of provisions of section 161(1) of the Companies Act, 2013, Mr. Kevin Fredrick Angelone would hold office upto the date of this AGM. In accordance with Article 101 (g), the nominees of TRW are required to be appointed to the Board and further appointed by the shareholders at the General Meeting.

Mr. Kevin Fredrick Angelone has requisite qualifications and necessary experience and the board of directors considers that the appointment of Mr. Kevin Fredrick Angelone will be beneficial to the Company. Mr. Kevin Fredrick Angelone is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a director.

Mr. Kevin Fredrick Angelone is interested in the resolution as it relates to his own appointment. Mr. Alexander Heilig, Mr. Saurabh Mall and Mr. Michael Buechsner are the other nominee directors of TRW, may be deemed to be interested. None of the other directors and Key Managerial Personnel (KMP) of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

Your directors commend the resolution for approval.

### **Resolution No.5**

The board of directors of your Company based on the written nomination received from TRW Automotive JV LLC, USA ("TRW") co-opted Mr. Michael Buechsner on April 25, 2017 as additional director. In terms of provisions of section 161(1) of the Companies Act, 2013, Mr. Michael Buechsner would hold office upto the date of this AGM. In accordance with Article 101 (g), the nominees of TRW are required to be appointed to the Board and further appointed by the shareholders at the General Meeting.

Mr. Michael Buechsner has requisite qualifications and necessary experience and the board of directors considers that the appointment of Mr. Michael Buechsner will be beneficial to the Company.

Mr. Michael Buechsner is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a director.

Mr. Michael Buechsner is interested in the resolution as it relates to his own appointment. Mr. Alexander Heilig, Mr. Saurabh Mall and Mr. Kevin Angelone are the other nominee directors of TRW, may be deemed to be interested. None of the other directors and Key Managerial Personnel (KMP) of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

Your directors commend the resolution for approval.

### **Resolution No.6**

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of the Company.

On the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of M/s. STR & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2016-17 at a remuneration of Rs. 75000/- per annum plus reimbursement of all out of pocket expenses incurred, if any, in connection with the cost audit. The remuneration payable of the cost auditor is required to be ratified subsequently in accordance to the provisions of the Act and Rule 14 of the Rules.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution. Your directors commend the resolution for approval.

(By Order of the Board)  
For Rane TRW Steering Systems Private Limited

  
B Gnanasambandam  
Vice President-Finance & Secretary

Chennai  
April 25, 2017

ROUTE MAP FOR THE AGM VENUE

