

**32<sup>nd</sup> Annual General Meeting**

**NOTICE TO MEMBERS**

Notice is hereby given that the **Thirty Second (32<sup>nd</sup>) Annual General Meeting (AGM)** of **Rane TRW Steering Systems Private Limited** is scheduled to be held at shorter notice at **12:30 hrs. on Friday, July 19, 2019**, at the Registered office: 'Maithri', 132, Cathedral Road, Chennai - 600 086, to transact following business:

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**ORDINARY BUSINESS**

1. **To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2019, reports of the Board of Directors and Auditors thereon**

To consider passing the following resolution, with or without modification as an ordinary resolution:

"Resolved that the Audited Financial Statement of the Company for the year ended March 31, 2019 together with the reports of the Board of Directors and the Auditors of the Company thereon, as circulated to the members and presented to the meeting be and are hereby adopted."

2. **To declare dividend on equity shares**

To consider passing the following resolution, with or without modification as an ordinary resolution:

"Resolved that a final dividend of Rs. 16/- 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, 2019, absorbing a sum of Rs.16.85 crores/- (inclusive of Dividend Distribution Tax of Rs. 2.47 crores-) and that the dividend be paid to those shareholders, whose names appear on the Company's register of members as on July 19, 2019 and the interim dividend of Rs.18/- per share paid on 87,38,246 equity shares of Rs.10/- each fully paid, declared by the Board of Directors of the Company on January 21, 2019 and paid to the shareholders during the financial year 2018-19 out of the profits of the Company, be and is hereby confirmed to represent a total dividend of Rs. 34/- per equity share of Rs.10/- each fully paid-up out of the profits of the Company for the financial year 2018-19."

3. **To appoint M/s MSKA & Associates, Chartered Accountants as statutory auditors of the Company.**

To consider passing the following resolution, with or without modification as an ordinary resolution:

"Resolved that M/s. MSKA and Associates (MSKA), Chartered Accountants (Firm Registration No. 105047W) with The Institute of Chartered Accountants of India, be and are hereby appointed for a term of five consecutive years as statutory auditors of the Company, to hold office from the conclusion of this thirty second Annual General Meeting until the conclusion of the thirty seventh Annual General Meeting, 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. **To appoint Mr. Suresh Kizhakke Variam (DIN: 00550459) as a nominee director under Article 101(g) of the Articles of Association of the Company**

To consider passing the following resolution, with or without modification as an ordinary resolution:

"Resolved that members be and hereby approve the appointment of Mr. Suresh Kizhakke Variam (DIN: 00550459), as a Nominee Director of the Company with effect from January 21, 2019 in accordance with Article 101 (g) of the Articles of Association of the Company."

5. **To ratify remuneration of Cost Auditor for FY 2018-19**

To consider passing the following resolution, with or without modification 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, the remuneration of Rs.75,000 (Rupees Seventy Five Thousand Only), excluding applicable taxes, re-imburement of travelling and other out-of-pocket expenses incurred, to M/s. STR & Associates, Cost Accountants who

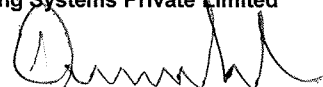
## **Rane TRW Steering Systems Private Limited**

were appointed as the Cost Auditors of the Company by the Board of Directors, to conduct audit of the cost records of the Company for the financial year 2018-19 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."

Chennai  
July 19, 2019

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



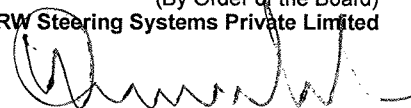
B Gnanasambandam  
Senior Vice President-Finance & Secretary

### **Notes:**

1. This Thirty Second Annual General Meeting of the Company has been convened at a shorter notice by the Board of Directors, with requisite consent from Members.
2. Any member entitled to attend and vote at the Annual General meeting (AGM) may appoint a proxy to attend and vote at the AGM instead of himself. The proxy need not be a member of the Company. The proxies should be deposited at the registered office of the Company before the commencement of the AGM. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not 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. 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.
3. 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.

Chennai  
July 19, 2019

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



B Gnanasambandam  
Senior Vice President-Finance & Secretary

# **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") vide letter dated January 07, 2019, had co-opted Mr. Suresh Kizhakke Variam (DIN: 00550459) as a Nominee Director of the Company with effect from January 21, 2019, in terms of provisions of section 161 of the Companies Act, 2013 and rules made thereunder.

In accordance with Article no. 101(g) of the Articles of Association, the nominees of TRW are required to be appointed to the Board and the shareholders at the General Meeting. Accordingly, the resolution seeks approval of appointment of Mr Suresh Kizhakke Variam (nominee of TRW), as a Nominee Director on the Board.

Mr Suresh Kizhakke Variam holds Bachelor degree in Mechanical Engineering and PGDM and has over 25 years of experience in auto and manufacturing sector

Taking into consideration that he has requisite qualifications and necessary experience and the board of directors considers that his appointment will be beneficial to the Company. Mr. Suresh Kizhakke Variam (DIN: 00550459) 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. Suresh Kizhakke Variam is interested in the resolution as it relates to his own appointment..

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.

The Board of Directors recommends the ordinary resolution as set out in item no. 4 of this notice for your approval.

### **Resolution No.5**

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.

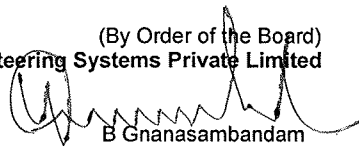
Based on the recommendations of the Audit Committee, the Board of Directors of the Company has approved the re-appointment of M/s. STR & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2018-19 at a remuneration of Rs. 75,000./- per annum plus reimbursement of all out of pocket expenses incurred, if any, in connection with the cost audit. The remuneration payable to the cost auditor is required to be ratified by members subsequently in accordance with 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.

The Board of Directors recommends the ordinary resolution as set out in item no. 5 of this notice for your approval.

Chennai  
July 19, 2019

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

  
B Gnanasambandam  
Senior Vice President-Finance & Secretary

## Rane TRW Steering Systems Private Limited

Information about Director(s) seeking appointment / re-appointment vide resolution in item no. 4 of the notice convening the Twenty Fourth Annual General Meeting in compliance with Secretarial Standard on General Meetings (SS-2) as on July 19, 2019

<b>Name of the Director</b>	<b>Mr. Suresh Kizhakke Variam</b>
<b>Father's Name</b>	Mr. Unnikrishnan KV
<b>Director Identification Number (DIN)</b>	00550459
<b>Age (in years)</b>	52
<b>Date of Birth</b>	February 20, 1967
<b>Educational Qualifications</b>	B.E., PGDM
<b>Experience</b>	Currently the Country head of ZF group in India. He has over 25 years of experience in the auto and manufacturing sector. Prior to ZF he has also worked with Asian Paints Limited., Bajaj Auto Limited, Visteon India & Philips in various capacities.
<b>Date of first appointment on the Board</b>	July 18, 2019
<b>Terms and Conditions of appointment</b>	Appointed as Nominee Director of the Company with effect from January 21, 2019, as per the terms of appointment approved by the Board from time to time
<b>Last drawn remuneration</b>	-
<b>Remuneration sought to be paid</b>	Not Applicable
<b>Relationship with other Directors / Manager / KMP</b>	Nominee of TRW Automotive JV LLC
<b>Other Directorships</b>	<b>Wholetime Director</b> ZF India Private Limited  <b>Director</b> ZF Wind Power Coimbatore Private Limited Somic ZF Components Private Limited ZF Hero Chassis Systems Private Limited TRW Sun Steering Wheels Private Limited
<b>Committee Memberships in other Boards</b>	Nil
<b>Number of meetings of the Board attended during the year</b>	3
<b>Number of equity shares held</b>	Nil

ROUTE MAP FOR THE AGM VENUE

