

Rane TRW Steering Systems Private Limited

NOTICE TO MEMBERS

Notice is hereby given that the **Thirty Fourth (34th) Annual General Meeting (AGM) of Rane TRW Steering Systems Private Limited will be held on Monday, July 19, 2021, at 16:00 hrs IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") to transact the following business:**

ORDINARY BUSINESS

- 1. To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2021, together with reports of the Board of Directors and Auditors thereon.**

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

"Resolved that the Audited Financial Statement of the Company for the year ended March 31, 2021 together with the reports of the Board of Directors and the Auditors 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 as an **ordinary resolution:**

"Resolved that a dividend of ₹ 14/- per equity share having face value of ₹ 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, 2021, absorbing a sum of ₹ 12,23,35,444/- and that the dividend be paid subject to deduction of applicable taxes at source, to those shareholders, whose names appear on the Company's register of members as on July 19, 2021."

SPECIAL BUSINESS

- 3. To ratify remuneration of Cost Auditor for FY 2020-21.**

To consider passing 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, the remuneration of ₹ 60,000 (Rupees Sixty Thousand only), excluding applicable taxes, reimbursement of travelling and other out-of-pocket expenses incurred, to M/s. STR & Associates, Cost Accountants who 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 2020-21 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."

- 4. To appoint Mr. Tomas Bozek (DIN: 08768309) 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. Tomas Bozek, (DIN: 08768309), as a Nominee Director of the Company with effect from June 20, 2020 in accordance with Article 101(g) of the articles of association of the Company."

- 5. To appoint Dr. Petra Kunigunde Mayer (DIN: 08941158) 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 Dr. Petra Kunigunde Mayer, (DIN: 08941158), as a Nominee Director of the Company with effect from October 29, 2020 in accordance with Article 101(g) of the articles of association of the Company."

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

Chennai
April 21, 2021

S Senthilnathan
Vice President-Finance
CFO & Secretary

Rane TRW Steering Systems Private Limited

Notes:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated January 13, 2021 (read with previous circulars in this regard) permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars for companies which are not required to provide the facility of e-voting under the Act, the Thirty Fourth AGM of the Company will be held through VC / OAVM and notices to members is being sent through e-mails registered with the Company. Members may also note that the notice of the Thirty Fourth AGM and the annual report 2021 will be available on the Company's website www.ranegroup.com. The deemed venue for the 34th AGM shall be the registered office of the Company. The web link for attending the thirty fourth AGM of the Company is: <https://meet.google.com/tsr-uycs-zga>.
2. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning business to be transacted at the AGM is annexed and forms part of this Notice along with information about Director(s) seeking appointment / re-appointment in this AGM.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a

proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. In compliance with the aforementioned MCA Circulars. However, since the meeting is being held through VC / OAVM mode, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. Corporate members intending to authorise representatives to attend the AGM through VC/OAVM on its behalf and to vote are requested to send to the designated email id c.siva@ranegroup.com, a certified copy of the board resolution authorising their representative.
6. Voting of resolution by Poll: In case, a Poll is ordered by the Chairman on any item during the meeting, the members may vote during the meeting by sending emails to the designated email ID: l.ganesh@ranegroup.com.
7. Since the AGM is held through VC/OAVM, the route map is not annexed in this notice.

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

S Senthilnathan
Vice President-Finance
CFO & Secretary

Chennai
April 21, 2021

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

Item No.3

In terms of 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 had approved the appointment of M/s. STR & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2020-21 on a remuneration of ₹ 60,000/- per annum excluding applicable taxes, reimbursement of all out of pocket expenses incurred, if any, in connection with the cost audit. The remuneration of the cost auditor is required to be ratified by members 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. Accordingly, the Board of Directors recommends passing the ordinary resolution as set out at item no.3 of this notice for your approval.

Item No. 4

The members may note that, ZF Automotive J.V. US LLC (Formerly known as TRW Automotive JV LLC, USA) had vide their letter dated January 21, 2020, nominated Mr. Tomas Bozek, as Nominee Director of the Company. The Board of Directors of your Company appointed Mr. Tomas Bozek (nominee of ZF), as a Nominee Director, with effect from June 20, 2020, pursuant to section 161 of the Companies Act, 2013.

In accordance with Article 109(g), the nominee(s) of ZF are required to be appointed to the Board and the shareholders are also required to approve such appointment. Accordingly, the resolution seeks approval of the members pursuant to Article 109(g) for appointment of Mr. Tomas Bozek as a Nominee Director on the Board of Directors of the Company.

Mr. Tomas Bozek holds a bachelor's degree in electrical engineering, from University of Windsor, Master degree in Engineering Management from Wayne State University. He has over 28 years of experience in the areas of engineering Management.

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Mr. Tomas Bozek is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has given his consent to act as a Director and has the requisite qualifications and necessary experience. The Board of Directors considers that the appointment of Mr. Tomas Bozek will be beneficial to the Company.

Mr. Tomas Bozek is interested in the resolution. Dr. Petra Mayer, Mr. Suresh Kizhakke Variam, Mr. Alexander Heilig being the other Nominee Directors of ZF, are deemed to be interested. None of the other Directors / 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.

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

Item No. 5

The members may note that, the Board of Directors of your Company based on the written nomination received from ZF Automotive J.V. US LLC (Formerly known as TRW Automotive JV LLC, USA) had vide their letter dated July 14, 2020, co-opted Dr. Petra Kunigunde Mayer, as Nominee Director of the Company with effect from October 29, 2020, pursuant to section 161 of the Companies Act, 2013 and rules made thereunder.

In accordance with Article 109 (g) of the Articles of Association, the nominee(s) of ZF are required to be appointed to the Board and the shareholders are also required to approve such appointment. Accordingly, the resolution seeks approval of the

members for appointment of Dr. Petra Mayer (nominee of ZF) as a Nominee Director on the Board of Directors of the Company.

Dr. Petra Mayer holds a Dr Engineer's degree and has experience in the area of Executive Management.

Taking into consideration that she has requisite qualifications and necessary experience and the Board considers that her appointment would be beneficial to the Company. Dr. Petra Mayer is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. She has given her consent to act as a Director.

Dr. Petra Mayer is interested in the resolution. Mr. Tomas Bozek, Mr. Suresh Kizhakke Variam, Mr. Alexander Heilig being the other Nominee Directors of ZF, are deemed to be interested. None of the other Directors / 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.

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

(By Order of the Board)

For Rane TRW Steering Systems Private Limited

Chennai
April 21, 2021

S Senthilnathan
Vice President-Finance
CFO & Secretary

Rane TRW Steering Systems Private Limited

Information about Director(s) seeking appointment / re-appointment vide resolution in item no. 4 & 5 of the notice convening the Thirty Fourth Annual General Meeting in compliance with Secretarial Standard on General Meetings (SS-2) as on April 21, 2021

Name of the Director	Mr Tomas Bozek	Dr Petra Mayer
Father's Name	Mr. Vladimir Bozek	Mr. Konrad Mayer
DIN	08768309	08941158
Age (in years)	57 years	54 years
Date of Birth	19-06-1963	26-09-1966
Educational Qualifications	Bachelor's degree in electrical engineering, from University of Windsor, Master degree in Engineering Management from Wayne State University	Dr Engineer's degree
Experience	He has over 28 years of experience in the areas of engineering Management.	Executive Management
Date of first appointment on the Board	June 20, 2020	October 29, 2020
Terms and Conditions of appointment	Nominee Director, not liable to retire by rotation	Nominee Director, not liable to retire by rotation
Last drawn Remuneration	-	-
Remuneration sought to be paid	As approved by the Board of Directors from time to time.	As approved by the Board of Directors from time to time.
Relationship with other Directors/ Managers/ KMP	Nominee of ZF Automotive J.V. US LLC (Formerly known as TRW Automotive JV LLC, USA)	Nominee of ZF Automotive J.V. US LLC (Formerly known as TRW Automotive JV LLC, USA)
Other Directorships	NA	NA
Committee Memberships in other Boards	NA	NA
Number of meetings of the Board attended during the year	2	1
Number of equity shares held	Nil	Nil