

Rane (Madras) Limited



CIN : L65993TN2004PLC052856

Registered Office: "Maithri", 132, Cathedral Road, Chennai 600086

Phone : 044-28112472, Fax :044-28112449, Email : investorservices@rane.co.in, website : www.rane.co.in

Notice to Shareholders

NOTICE is hereby given that the **Twelfth (12th) Annual General Meeting (AGM) of Rane (Madras) Ltd.** is scheduled to be held at **10.15 a.m. on Friday, July 22, 2016, at The Music Academy (Mini Hall),** New No. 168, T.T.K Road, Royapettah, Chennai, 600014, to transact the following businesses:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2016, report of the Board of Directors and the Auditors' report 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, 2016 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."

"Resolved further that the Consolidated Audited Financial Statement of the Company for the year ended March 31, 2016 together with the reports of the Auditors' of the Company thereon, as circulated to the members and presented to the meeting be and are hereby adopted."

2. To confirm interim dividend paid on equity shares

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

"Resolved that the interim dividend of ₹.4.50 per equity share declared by the Board of Directors of the Company on March 10, 2016 on 1,05,10,649 equity shares of ₹.10/- each fully paid, absorbing a sum of ₹.5,69,26,831/- (including dividend distribution tax and cess thereon), paid to the shareholders on March 23, 2016 for the year ended March 31, 2016, be and is hereby confirmed as dividend for the year 2015-16."

3. To appoint a director in the place of Mr. L Lakshman, who retires by rotation under article 117 and 119 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.

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

"Resolved that Mr. L Lakshman (DIN 00012554), who retires by rotation and being eligible for

re-appointment, be and is hereby re-appointed as a director of the Company."

4. To ratify appointment of statutory auditors of the Company.

To consider passing 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, as approved by the members, who hold office from the conclusion of the Tenth Annual General Meeting until the conclusion of the Thirteenth Annual General Meeting (subject to ratification of the appointment by the members at every AGM), 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."

(By Order of the Board)
For **Rane (Madras) Ltd.**

Chennai
May 20, 2016

S Subha Shree
Secretary

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NOTES:

1. **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 however be deposited at the registered office of the Company not less than 48 hours before the time fixed for 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. 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. Corporate members intending to send their authorised representative(s) to attend the AGM 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 AGM.
 3. Pursuant to the relevant provisions of the Companies Act, 1956 / Companies Act, 2013, dividend if any, upto the financial year ended March 31, 2009, which remained unclaimed for a period of seven years has been transferred to the Investor Education and Protection Fund (IEPF) of the central government. The Company has sent reminders to all those members whose dividend payments during the last seven years remaining unpaid as per the Company's records. Members are requested to contact the Company's Registrars and Transfer Agents (RTA), for payment in respect of the unclaimed dividend on or after the financial year 2009-10.
 4. The notice of the twelfth AGM along with the attendance slip and proxy form, is being sent by electronic mode to all members whose e-mail addresses are registered with the Company / Depository Participant(s) (DP) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. We encourage your participation and request your support in this regard. To receive communications from the Company in electronic form, please register your e-mail address with your DP / RTA.
 5. Members may also note that the notice of the twelfth AGM and the twelfth annual report 2016 will be available on the Company's website www.rane.co.in.
 6. Members holding shares in physical form are requested to notify any change in their addresses, bank details or e-mail addresses to RTA immediately at the following address:
M/s. Integrated Enterprises (India) Ltd.
II Floor, "Kences Towers", No.1, Ramakrishna Street,
North Usman Road, T.Nagar, Chennai 600017
 7. Members holding shares in dematerialized form are requested to update the change in their address, bank details and e-mail address with their respective DP.
 8. 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 their PAN to their DP with whom they are maintaining their demat accounts.
 9. Members holding shares in physical form can submit their PAN to the RTA.
 9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the RTA, for consolidation into a single folio. The share certificate(s) will be returned to members after necessary endorsements.
 10. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.rane.co.in
 11. Members / Proxies should bring the attendance slip duly filled in for attending the AGM.
 12. Information pursuant to regulation 26 (4) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 ('SEBI LODR') with respect of the director seeking re-appointment at the AGM are furnished in the Corporate Governance section of the Annual Report and forms part of this Notice. The director has furnished the requisite consents / declarations for his re-appointment.
 13. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services of National Securities Depository Limited (NSDL).
- Members may note the following process and manner for 'remote e-voting':**
- i. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by NSDL.
 - ii. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by 'remote e-voting' shall be able to exercise their right at the meeting through poll.
 - iii. The members who have cast their vote by 'remote e-voting' prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

- iv. The 'remote e-voting' period commences on Tuesday, July 19, 2016 (9:00 am) and ends on Thursday, July 21, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, July 15, 2016, may cast their vote by 'remote e-voting'. The 'remote e-voting' module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date Friday, July 15, 2016.
- vi. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, July 15, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company / RTA.
- vii. However, if you are already registered with NSDL for 'remote e-voting', then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free no.: 1800-222-990.
- viii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and 'remote e-voting' user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- ix. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- x. A member may participate in the AGM even after exercising his right to vote through 'remote e-voting' but shall not be allowed to vote again at the AGM.
- xi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only, shall be entitled to avail the facility of 'remote e-voting' as well as voting at the AGM through poll.
- xii. Mr. C Ramasubramaniam, Practicing Company Secretary (Membership no. FCS 6125), Partner, M/s CR & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the 'remote e-voting' process and voting at the AGM, in a fair and transparent manner.
- xiii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the 'remote e-voting' facility.
- xiv. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through 'remote e-voting' in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xv. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rane.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed.

INSTRUCTIONS FOR 'REMOTE E-VOTING'

- a. **In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company / Depositories):**
- (i) Open email and open PDF file viz; "RML-remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for 'remote e-voting'. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of ‘remote e-voting’ opens. Click on ‘remote e-voting’: Active Voting Cycles.
- (vii) Select “EVEN” of “Rane (Madras) Limited”.
- (viii) Now you are ready for ‘remote e-voting’ as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to

send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to raneevoting@gmail.com with a copy marked to evoting@nsdl.co.in.

b. In case of members’ receiving physical copy of the notice of AGM and desires to cast e-vote [for members whose email IDs are not registered with the Company / Depository Participant(s) or requesting physical copy]:

- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM.
- (ii) Please follow all steps mentioned from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(By Order of the Board)
For **Rane (Madras) Ltd.**

S Subha Shree
Secretary

Chennai
May 20, 2016

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Information about director seeking re-appointment in this twelfth (12th) Annual General Meeting in respect of item No.3 in compliance with Regulation 26(4) & 36(3) of SEBI LODR

Name of the Director	Mr. L Lakshman
Director Identification Number (DIN)	00012554
Father's Name	Mr. L L Narayan
Date of Birth	July 17, 1946
Educational Qualifications	B.E, Executive MBA from London Business School
Experience / Expertise	Mr. L Lakshman has been spearheading the business of different companies in Rane Group and has more than 46 years of industrial experience.
Date of appointment	March 31, 2004
Relationship with other directors	Brother of Mr. L Ganesh and Father of Mr. Harish Lakshman
Directorships in listed entities	<u>Executive Chairman & Managing Director</u> Rane Holdings Ltd <u>Director</u> Rane (Madras) Limited Rane Brake Lining Limited Rane Engine Valve Limited SRF Limited
Committee Memberships in listed entities	<u>Member – Audit Committee</u> Rane (Madras) Limited Rane Engine Valve Limited SRF Limited <u>Chairman – Stakeholders' Relationship Committee</u> Rane (Madras) Limited <u>Member – Nomination and Remuneration Committee</u> Rane (Madras) Limited Rane Engine Valve Limited <u>Chairman – Corporate Social Responsibility Committee</u> Rane (Madras) Limited Rane Engine Valve Limited Rane Brake Lining Limited Rane Holdings Limited
Number of equity shares held	NIL

