

**CONSOLIDATED SCRUTINIZER REPORT FOR E-VOTING & POLL  
 FOR M/s. RANE (MADRAS) LIMITED**

To,  
 The Chairman,  
 Eleventh Annual General Meeting of M/s. Rane (Madras) Limited  
 "MAITHRI", 132 Cathedral Road,  
 Chennai - 600 086

**Sub: Passing of resolution through electronic AND poll conducted at the Eleventh AGM of Rane (Madras) Limited held on July 31<sup>st</sup>, 2015.**

The Board of Directors of the Company, at its meeting held on 21<sup>st</sup> May 2015 had appointed us as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The e-voting was held between Tuesday, 28<sup>th</sup> July 2015 (9.00 a.m. IST) to Thursday, 30<sup>th</sup> July 2015 (5.00 p.m. IST) and the poll was conducted on Annual General Meeting of the Company held on 31<sup>st</sup> July 2015.

The Company had appointed National Securities Depository Limited., (NSDL) as the Service Provider, for extending the Facility of electronic voting to the shareholders of the Company from Tuesday, 28<sup>th</sup> July 2015 (9.00 a.m. IST) to Thursday, 30<sup>th</sup> July 2015 (5.00 p.m. IST). The remote e-voting results were unblocked by me after the completion of Eleventh (11<sup>th</sup>) Annual General Meeting in the presence of two witnesses not in the employment of the Company. For further details, refer our Scrutinizer's report dated 31.07.2015 attached herewith.

At the Eleventh Annual General Meeting of the Company held on 31<sup>st</sup> July 2015, the Chairman of the Company had suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

The result of the E-voting together with that of the Poll is as under:

**Item No.1:** To consider and adopt the Audited financial Statements of the company for the year ended March 31, 2015 report of the Board of Directors and the Auditors' thereon.

| Votes through | cast           |            | Total votes cast |               | Votes in favor of the resolution |              | Votes against the resolution |          | Invalid Votes |            |
|---------------|----------------|------------|------------------|---------------|----------------------------------|--------------|------------------------------|----------|---------------|------------|
|               | No.            | %          | No.              | %             | No.                              | %            | No.                          | %        | No.           | %          |
| E Voting      | 6163124        | 100        | 6162999          | 99.998        | 125                              | 0.002        | 0                            | 0        | 0             | 0          |
| Poll          | 5586           | 100        | 5586             | 100           | 0                                | 0            | 0                            | 0        | 0             | 0          |
| <b>TOTAL</b>  | <b>6168710</b> | <b>100</b> | <b>6168585</b>   | <b>99.998</b> | <b>125</b>                       | <b>0.002</b> | <b>0</b>                     | <b>0</b> | <b>0</b>      | <b>100</b> |

The votes cast in FAVOUR of the resolution are more than the votes cast AGAINST and the Resolution is passed as an ORDINARY RESOLUTION.

**Item No.2:** To declare dividend on Equity Shares.

| Votes through | cast           |            | Total votes cast |               | Votes in favor of the resolution |              | Votes against the resolution |          | Invalid Votes |          |
|---------------|----------------|------------|------------------|---------------|----------------------------------|--------------|------------------------------|----------|---------------|----------|
|               | No.            | %          | No.              | %             | No.                              | %            | No.                          | %        | No.           | %        |
| E Voting      | 6163128        | 100        | 6163003          | 99.998        | 125                              | 0.002        | 0                            | 0        | 0             | 0        |
| Poll          | 5586           | 100        | 5586             | 100           | 0                                | 0            | 0                            | 0        | 0             | 0        |
| <b>TOTAL</b>  | <b>6168714</b> | <b>100</b> | <b>6168589</b>   | <b>99.998</b> | <b>125</b>                       | <b>0.002</b> | <b>0</b>                     | <b>0</b> | <b>0</b>      | <b>0</b> |

The votes cast in FAVOUR of the resolution are more than the votes cast AGAINST and the Resolution is passed as an ORDINARY RESOLUTION.

**Item No.3:** To appoint a director in the place of Mr. Harish Lakshman, who retires by rotation, as director and being eligible, offers himself for re-election

| Votes cast through | Total votes cast |            | Votes in favor of the resolution |               | Votes against the resolution |              | Invalid Votes |          |
|--------------------|------------------|------------|----------------------------------|---------------|------------------------------|--------------|---------------|----------|
|                    | No.              | %          | No.                              | %             | No.                          | %            | No.           | %        |
| E Voting           | 6163128          | 100        | 6162953                          | 99.997        | 175                          | 0.003        | 0             | 0        |
| Poll               | 5586             | 100        | 5586                             | 100           | 0                            | 0            | 0             | 0        |
| <b>TOTAL</b>       | <b>6168714</b>   | <b>100</b> | <b>6168539</b>                   | <b>99.997</b> | <b>175</b>                   | <b>0.003</b> | <b>0</b>      | <b>0</b> |

The votes cast in FAVOUR of the resolution are more than the votes cast AGAINST and the Resolution is passed as an ORDINARY RESOLUTION.

**Item No.4** To ratify appointment of Statutory Auditors, M/s Deloitte Haskins & Sells(DHS), Chartered Accountants who hold office from the conclusion of the Tenth Annual General Meeting until the conclusion of Thirteenth Annual General Meeting

| Votes cast through | Total votes cast |            | Votes in favor of the resolution |               | Votes against the resolution |              | Invalid Votes |          |
|--------------------|------------------|------------|----------------------------------|---------------|------------------------------|--------------|---------------|----------|
|                    | No.              | %          | No.                              | %             | No.                          | %            | No.           | %        |
| E Voting           | 6163128          | 100        | 6162953                          | 99.997        | 175                          | 0.003        | 0             | 0        |
| Poll               | 5586             | 100        | 5536                             | 99.105        | 50                           | 0.895        | 0             | 0        |
| <b>TOTAL</b>       | <b>6168714</b>   | <b>100</b> | <b>6168489</b>                   | <b>99.996</b> | <b>225</b>                   | <b>0.004</b> | <b>0</b>      | <b>0</b> |

The votes cast in FAVOUR of the resolution are more than the votes cast AGAINST and the Resolution is passed as an ORDINARY RESOLUTION.

**Item No.5:** To approve payment of Commission to Mr. L Ganesh, Chairman and Non-Executive Director.

| Votes cast through | Total votes cast |            | Votes in favor of the resolution |               | Votes against the resolution |              | Invalid Votes |          |
|--------------------|------------------|------------|----------------------------------|---------------|------------------------------|--------------|---------------|----------|
|                    | No.              | %          | No.                              | %             | No.                          | %            | No.           | %        |
| E Voting           | 6163128          | 100        | 6162953                          | 99.997        | 175                          | 0.003        | 0             | 0        |
| Poll               | 5586             | 100        | 5386                             | 96.420        | 200                          | 3.580        | 0             | 0        |
| <b>TOTAL</b>       | <b>6168714</b>   | <b>100</b> | <b>6168339</b>                   | <b>99.994</b> | <b>375</b>                   | <b>0.006</b> | <b>0</b>      | <b>0</b> |

The votes cast in FAVOUR of the resolution are more than the votes cast AGAINST and the Resolution is passed as an ORDINARY RESOLUTION.

For CR & ASSOCIATES

  
Partner

**CR & ASSOCIATES  
COMPANY SECRETARIES**



We hereby confirm that, we are maintaining the Registers received from the Registrar and Share Transfer Agent electronically, in respect of the votes cast through E-Voting and Poll by the shareholders of the Company.

**FOR CR & ASSOCIATES  
COMPANY SECRETARIES**

**C. RAMASUBRAMANIAM  
PARTNER  
M. NO. 6125 CP NO.6549**

Place: Chennai  
Date: 31/07/2015

**CR & ASSOCIATES  
COMPANY SECRETARIES  
"SRINIDHI"**

G-4, RMC Flats, No. 1, Venkatesapuram Colony,  
Vadapalani, Chennai - 600 026.