

R Balasubramaniam
Company Secretary
CP – No. 1340
Phone : 91-44-26269826

'Newry Suprit', 2A
No 27, 2nd Floor, J Block,
2nd Street, Anna Nagar East,
Chennai 600 102


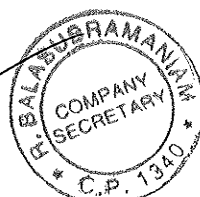
SCRUTINIZER'S REPORT

To

Mr L Ganesh
Chairman
Rane (Madras) Limited,
'Maithri', No. 132, Cathedral Road,
Chennai – 600 086

Dear Sir,

1. The Board of Directors of **M/s. Rane (Madras) Limited** at its meeting held on October 27, 2014 has appointed me as a Scrutinizer for conducting the postal ballot and e-voting pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for resolutions set out in item no.1 and 2 in the Postal Ballot Notice dated **November 4, 2014**.
2. I submit my report as under:
 - i. The company has completed on **November 11, 2014** the dispatch of postal ballot forms along with self-addressed inland letter to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on **October 31, 2014**.
 - ii. The members of the Company as on the "cut-off" date i.e. **Friday, October 31, 2014** were entitled to vote on the resolution through physical postal ballot forms or E-Voting platform provided by National Securities Depository Limited (NSDL).
 - iii. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
 - iv. The postal ballot forms were kept under my safe custody.
 - v. The postal ballot forms were opened on **December 11, 2014** after the closing hours in my presence and the votes cast through e-voting were unblocked after the completion of E-voting process **at 6.00 P.M. on December 11, 2014** in the presence of two (2) witnesses, Mr. Balu Sridhar and Mr. Pankaj Mehta, who are not in the employment of Company.

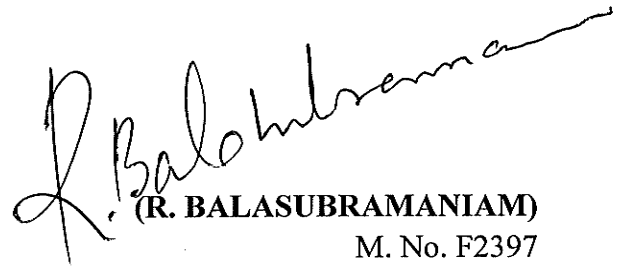
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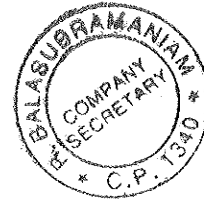
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- vi. The votes cast through postal ballot forms and e-voting platform were scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company / list of beneficiaries as on the cut-off date ie., **October 31, 2014**.
 - vii. All postal ballot forms received upto the close of working hours on **December 11, 2014**, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
 - viii. No postal ballot forms were received after closing hours on **December 11, 2014**.
 - ix. Postal ballot forms returned undelivered aggregated to 271 vide serial number 1 to 271. These envelopes were also not opened and they are separately kept.
 - x. I did not find any defaced or mutilated ballot paper.
3. The summary of votes cast through e-voting & postal ballot forms are furnished in **Annexure 1** of this report.
 4. There were no shareholders who participated in both e-voting and postal ballot.
 5. I have handed over the postal ballot forms and other related papers / registers and records for safe custody to the Director authorized by the Board to supervise the postal ballot process.
 6. You may accordingly declare the result of the voting by Postal ballot / e-voting.

Thanking you,

Place: Chennai
Date: 15.12.2014


(R. BALASUBRAMANIAM)

M. No. F2397
C.P. No.1340



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Annexure 1 (referred to in paragraph no.3 under 'SCRUTINIZER'S REPORT' of even date)

Summary of votes cast through e-voting & postal ballot forms

Item No.1	Adoption of new set of Articles of Association of the Company						
	Special Resolution						
	Postal Ballot Forms		E-Votes		Total votes polled		% to total votes polled
	Votes / Shares	Count (Nos.)	Votes / Shares	Count (Nos.)	Votes / Shares	Count (Nos.)	
Total Votes received	35,297	118	61,98,046	53	62,33,343	171	100.000%
Less : Invalid votes	-	-	-	-	-	-	-
Net Valid votes	35,297	118	61,98,046	53	62,33,343	171	100.000%
Votes favouring the resolution - (A)	35,147	117	61,98,046	53	62,33,193	170	99.998%
Votes against the resolution - (B)	150	1	-	-	150	1	0.002%
Total Votes received - (A)+(B)	35,297	118	61,98,046	53	62,33,343	171	100.000%

Item No.2	To mortgage / create charges on assets of the Company under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and rules made thereunder in connection with the borrowings of the Company						
	Special Resolution						
	Postal Ballot Forms		E-Votes		Total votes polled		% to total votes polled
	Votes / Shares	Count (Nos.)	Votes / Shares	Count (Nos.)	Votes / Shares	Count (Nos.)	
Total Votes received	35,297	118	61,98,384	54	62,33,681	172	100.000%
Less : Invalid votes	-	-	-	-	-	-	-
Net Valid votes	35,297	118	61,98,384	54	62,33,681	172	100.000%
Votes favouring the resolution - (A)	35,129	115	61,98,384	54	62,33,513	169	99.997%
Votes against the resolution - (B)	168	3	-	-	168	3	0.003%
Total Votes received - (A)+(B)	35,297	118	61,98,384	54	62,33,681	172	100.000%

Place : Chennai
 Date : December 15, 2014

R Balasubramaniam
R Balasubramaniam
 Membership No.F2397
 C P No.1340

