

Rane Holdings Limited

CIN: L35999TN1936PLC002202

Registered Office: "Maithri", 132, Cathedral Road, Chennai – 600 086
Web address: www.ranegroup.com, email: investorservices@ranegroup.com
Ph: 91 44 2811 2472 Fax: 91 44 2811 2449



NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given, pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 to seek your consent for the resolution(s) as set out hereunder and proposed to be passed by means of postal ballot and Electronic voting (e-voting).

The explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the resolution(s) contained in this Notice are annexed for your consideration.

The board of directors has at their meeting held on May 26, 2017 appointed Mr. Balu Sridhar, Practising Company Secretary (Membership No. FCS 5869) and Partner in M/s. A.K. Jain and Associates, Company Secretaries, as the scrutinizer for conducting the postal ballot and e-voting process, in a fair and transparent manner.

Members have the option to vote either by Postal Ballot or through e-voting. Members opting to vote by Postal Ballot are requested to read carefully the instructions printed on the Postal Ballot Form and return the same, completed and signed, in the enclosed self-addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours on Wednesday, July 12, 2017. Members who opt for e-voting are requested to read carefully the instructions given in the Notes forming part of this Notice. Members may note that they cannot vote both by postal ballot and e-voting. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Postal Ballot Form shall be treated as invalid. In case of any grievance connected with voting by postal ballot including e-voting, members may contact Mr Siva Chandrasekaran, Company Secretary of the Company (e-mail: investorservices@ranegroup.com) or Mr. Amit Vishal, Senior Manager, NSDL (e-mail: AmitV@nsdl.co.in).

The scrutinizer shall, submit his report to the Chairman of the Company or in his absence to any other Director of the Company authorized by the Board of Directors, for such purpose, who shall declare the same. The results of the postal ballot and e-voting will be declared on Friday, July 14, 2017 at 17:00 hrs at the Registered office of the Company. The declared results along with the Scrutinizer's Report, will be available on the Company's website viz., www.ranegroup.com and will be displayed at the registered office of the Company, besides being communicated to the stock exchanges on which equity shares of the Company are listed. National Securities Depository Limited (NSDL) engaged by the Board of Directors of the Company for facilitating e-voting, will also display these results on its website www.evoting.nsdl.com.

Date : May 26, 2017

Place : Chennai

Registered Office:

"Maithri", 132, Cathedral Road,

Chennai – 600 086

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For Rane Holdings Limited

L Ganesh

Chairman and Managing Director

SPECIAL BUSINESS

Item No. 1.

To make loan(s) / give guarantee(s) / provide security(ies) in connection with loan(s) / acquire by way of subscription, purchase or otherwise, the securities of any other bodies corporate under Section 186 of the Companies Act, 2013

To consider and if thought fit to give ASSENT / DISSENT to the following resolution as a **Special Resolution**:

“Resolved that pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers), Rules, 2014 and such other provisions, as may be applicable, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include, unless the context otherwise, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), to make loan(s) and / or give guarantee(s) / provide any security(ies) in connection with the loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate(s) or person as the case may be, in their absolute discretion deem beneficial and in the interest of the Company, in excess of 60% of the paid-up share capital, free reserves and securities premium of the Company or 100% of free reserves and securities premium of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013, from time to time, in one or more tranches, upto (i) maximum amount of Rs.600 crores (Rupees Six Hundred Crores only), if the investments / acquisitions, loans, guarantee, securities to be provided along with the Company’s existing investments, loans, guarantee or securities are in excess of the limits prescribed under Section 186 aforesaid or (ii) the maximum limits so prescribed under Section 186 (as may be amended from time to time), whichever is higher.”

“Resolved further that the board of directors or any committee thereof, be and are hereby authorised to do all such acts, deeds and matters including but not limited to making requisite filings with Ministry of Corporate Affairs, Reserve Bank of India, Stock Exchanges or any other statutory / regulatory bodies, in India or abroad, as the case may be, from time to time, that may be required in connection with the above resolution.”

Date : May 26, 2017

Place : Chennai

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For Rane Holdings Limited

L Ganesh

Chairman and Managing Director

Statement of material facts pursuant to the provisions of section 102 of the Companies Act, 2013

Item No. 1.

To make loan(s) / give guarantee(s) / provide security(ies) in connection with loan(s) / acquire by way of subscription, purchase or otherwise, the securities of any other bodies corporate under Section 186 of the Companies Act, 2013

The Company had obtained specific approvals from members, from time to time, under Section 372A of the erstwhile Companies Act, 1956, for making investments / acquisitions / loan(s) and / or giving guarantee(s) / providing any security(ies) in connection with the loan(s) made to other companies, including subsidiaries, associates / joint ventures in the Rane group. As at the close of March 31, 2017, the aggregate value of investments made / loans given / guarantees given / security provided, is Rs.205.50 crores.

In order to enable the Company to channelize its resources for natural expansion of current investments and explore areas for future investment opportunities and growth plans, in the interest of the Company and Rane group as a whole, it is necessary to enhance the powers of the board to make loan(s) to any body corporate(s) / person(s) / and to give any guarantee(s) / provide security in connection with loan(s) made to any body corporate(s) / person(s) and / or to make investment in the securities of other body corporate(s).

Taking these into consideration, the board has recommended that a fresh approval from shareholders be sought under the Companies Act, 2013 / rules made thereunder, to make investments / acquisitions / give loan(s) and / or guarantee(s) / provide any security(ies), in excess of limits prescribed under Section 186 of the Companies Act, 2013 viz., 60% of the paid-up share capital, free reserves and securities premium of the

Company or 100% of free reserves and securities premium of the Company, whichever is more or upto Rs.600 crore, whichever is higher. The Company would carefully evaluate proposals and pursue opportunities through deployment of funds out of internal resources / accruals and or any other sources including borrowings, as may be required from time to time, in line with the long term strategic and business objectives of the Rane group.

Pursuant to the provisions of section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, consent of the members is proposed to be obtained through postal ballot by way of special resolution. The board of directors has unanimously approved the above proposal at its meeting held on May 26, 2017 and recommended passing of the members as set out in item no. 1 of this postal ballot notice by casting their vote through postal ballot form which is being sent along with this notice or cast their vote electronically through NSDL website as explained in the instructions appended herewith.

None of the directors or Key Managerial Personnel and / or their relatives is deemed to be interested or concerned in this resolution, except to the extent of their shareholding, if any, in the Company

Date : May 26, 2017

For Rane Holdings Limited

Place : Chennai

Registered Office:

L Ganesh

“Maithri”, 132, Cathedral Road,

Chairman and Managing Director

Chennai – 600 086

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INSTRUCTIONS FOR POSTAL BALLOT :

1. A member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) sent by the Company along with the Notice and send it to the Scrutinizer, Mr. Balu Sridhar, Practicing Company Secretary, in the enclosed self-addressed inland letter. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if deposited in person or if sent by courier or registered / speed post at the expense of the member will also be accepted.
2. The Postal Ballot Form should be completed and signed by the member (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, the Form should be completed and signed by the first named member and in his absence, by the next named member.
3. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours on Wednesday, July 12, 2017. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such member has not been received.
4. There will be only one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint-holder(s).
5. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter.
6. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., close of working hours on Wednesday, July 12, 2017.
7. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on cut-off date i.e. Friday, June 02, 2017. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
8. Members are requested not to send any other paper along with the Postal Ballot Form. Any extraneous paper found would be destroyed by the Scrutinizer.
9. A member need not use all the votes nor does he / she needs to cast all the votes in the same manner.
10. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
11. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
12. The result of the Postal Ballot will also be posted on the website of the Company www.ranegroup.com and also in the newspaper(s) for the information of the members.
13. The Company is pleased to offer e-voting facility as an alternate, for all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

INSTRUCTION FOR E-VOTING:

a. In case of members' receiving e-mail from NSDL

- i. Open e-mail account and open PDF file viz.; "RHLPB-e-voting.pdf" with your Client ID or Folio Number as Password. The said PDF file contains your User ID and Password for e-voting. Please note that the password is an initial password
- ii. Launch internet browser by typing the following URL: www.evoting.nsd.com
- iii. Click on Shareholder – Login
- iv. Put user ID and password as initial password noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note your 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 e-Voting opens. Click on e-Voting: Active Voting Cycles
- vii. Select "EVEN" (E-Voting Event Number) of Rane Holdings Limited
- viii. Now you are ready for 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 evoting@akjainassociates.com with a copy marked to evoting@nsdl.co.in.

b. In case of members' receiving Postal Ballot Form by Post and desiring to cast e-vote [for members whose email IDs are not registered with the Company / Depository Participants or requesting physical copy]:

- i. Initial password is provided at the bottom of the Postal Ballot Form

EVEN (e-voting Event Number)	USER ID	PASSWORD/PIN

- ii. Please follow all steps from Sl. No. ii to Sl. No. xii of (a) above, to cast vote

- c. **In case of any queries, you may refer to the frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for members' available at the Downloads section of www.evoting.nsd.com**
- d. **If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.**
- e. **The e-voting period commences on Tuesday, June 13, 2017 (9.00 a.m. IST) and ends on Wednesday, July 12, 2017 (5.00 p.m. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, June 2, 2017, may cast their vote electronically. The 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.**
- f. **You can update your mobile number and email ID in the user profile details of the folio, which may be used for sending communication(s) regarding NSDL e-voting system in future.**