

SCRUTINIZER REPORT

To
The Chairman
M/s. Rane Holdings Limited
"Maithri", 132, Cathedral Road,
Chennai - 600086

Dear Sir,

1. The Board of Directors of M/s. RANE HOLDINGS LIMITED at its meeting held on March 31, 2017 had appointed me as a Scrutinizer for scrutinizing the postal ballot including e-voting process in a fair and transparent manner pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, and as amended from time to time for resolutions set out in the Postal Ballot Notice dated March 31, 2017

2. I hereby submit my report as under:

(i) The company had completed on April 11, 2017 the dispatch of postal ballot forms along with postage prepaid business reply envelope to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on March 31, 2017.

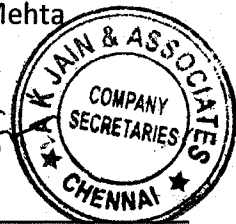
(ii) The Company published advertisements relating to dispatch of postal ballot forms/ e-mails in Business Standard (English) and Dina Mani (Tamil) newspapers on April 12, 2017.

(iii) The members of the Company as on the "cut-off" date i.e. March 31, 2017 were entitled to vote on the resolution through physical postal ballot forms or E-Voting platform provided by National Security Depository Limited (NSDL).

(iv) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.

(v) The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.

(vi) The ballot box was opened on May 11, 2017 after the closing hours in my presence and the votes cast through e-voting were unblocked after the completion of E-voting process at 5.25 P.M. on May 11, 2017, in the presence of 2 witnesses, Mr. Pankaj Mehta & Mr. A Mohanachandran, who are not in the employment of Company.



(vii) 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 March 31, 2017.

(viii) All postal ballot forms received up to the close of working hours on May 11, 2017, being the last date fixed by the company for receipt of the forms, were considered for my scrutiny.

(ix) Envelopes containing postal ballot forms received after closing hours on May 11, 2017 were not considered for my scrutiny. Such envelopes aggregate to "1" (One).

(x) Envelopes containing postal ballot forms returned undelivered aggregated to 567.

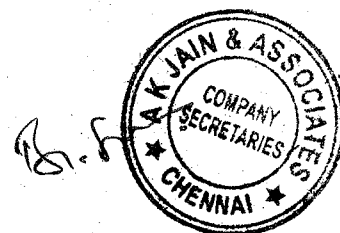
(xi) I did not find any defaced or mutilated ballot paper.

3. The summary of votes cast through e-voting & postal ballot forms is given below:

Resolution 1: (Special)		Appointment and remuneration of Mr. L Ganesh (DIN: 00012583) as Chairman and Managing Director					
		E-voting		Postal ballot forms		Total	
		Nos.	No of shares	Nos.	No of shares	Nos.	No of shares
1.	Total votes cast.	85	80,74,073	271	8,27,129	356	89,01,202
2.	Less Invalid votes	0	0	31	33,186	31	33,186
3.	Net valid votes	85	80,74,073	240	7,93,943	325	88,68,016
4.	Total votes favoring the resolution.	82	80,74,039	230	7,92,930	312	88,66,969
5.	Total votes against the resolution.	3	34	10	1,013	13	1,047

% of votes in favor of the resolution : 99.99

% of votes against the resolution : 0.01



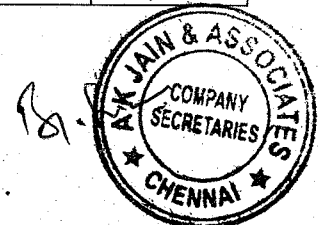
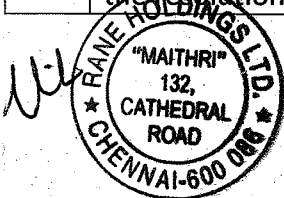
Resolution 2: (Special)		Payment of Commission to Mr. L Lakshman (DIN: 00012554), Chairman Emeritus (Non-Executive Director)					
		E-voting		Postal ballot forms		Total	
		Nos.	No of shares	Nos.	No of shares	Nos.	No of shares
1.	Total votes cast.	85	80,74,073	269	8,26,979	354	89,01,052
2.	Less Invalid votes	0	0	31	33,186	31	33,186
3.	Net valid votes	85	80,74,073	238	7,93,793	323	88,67,866
4.	Total votes favoring the resolution.	77	80,73,449	226	7,92,704	303	88,66,153
5.	Total votes against the resolution.	8	624	12	1,089	20	1,713

% of votes in favor of the resolution : 99.98

% of votes against the resolution : 0.02

Note: Two (2) shareholders holding One Hundred and Fifty (150) shares have abstained from voting in Resolution No.02

Resolution 3: (Ordinary)		Payment of advisory fee to Mr. L Lakshman (DIN: 00012554), Chairman Emeritus					
		E-voting		Postal ballot forms		Total	
		Nos.	No of shares	Nos.	No of shares	Nos.	No of shares
1.	Total votes cast.	68	19,38,615	269	8,26,979	337	27,65,594
2.	Less Invalid votes	0	0	31	33,186	31	33,186
3.	Net valid votes	68	19,38,615	238	7,93,793	306	27,32,408
4.	Total votes favoring the resolution.	60	19,38,026	222	7,92,341	282	27,30,367
5.	Total votes against the resolution.	8	589	16	1,452	24	2,041



% of votes in favor of the resolution : 99.93

% of votes against the resolution : 0.07

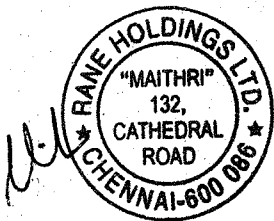
Note: Two (2) shareholders holding One Hundred and Fifty (150) shares have abstained from voting in Resolution No.03

4. The Directors / Members / KMP who are considered as interested in the Resolution No.3 have abstained from voting.

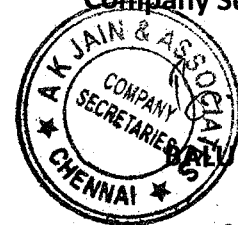
5. The postal ballot forms and other related papers / registers and records will be handed over for safe custody to the Chairman of the Company or in his absence to any other Director of the Company authorized by the Board of Directors to supervise the postal ballot process.

6. You may accordingly declare the result of the voting by Postal ballot.

Place: Chennai
Date: 16.05.2017

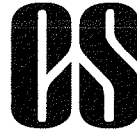


**For A.K.JAIN & ASSOCIATES
Company Secretaries**



**SRIDHAR
Partner
Scrutinizer
M.No. F5869
C P No.3550**

A. K. JAIN & ASSOCIATES
COMPANY SECRETARIES



S. Anil Kumar Jain B.Com., FCS

Balu Sridhar M.A.C.S., FCS., LLB

Pankaj Mehta B.Com (C.S.), ACS

To
The Chairman
M/s. Rane Holdings Limited
"Maithri", 132, Cathedral Road,
Chennai - 600086

Dear Sir,

Sub: Electronic Voting

As per Rule 20 of Companies (Management and Administration) Rules, 2014, and as amended from time to time, the E-voting results of **M/s. RANE HOLDINGS LIMITED** were unblocked at 5.25 P.M. on May 11, 2017 in the presence of following two witnesses:

NAME & ADDRESS OF WITNESS

SIGNATURE

1. PANKAJ MEHTA A
No. 2, Raja Annamalai Road,
Puraswalkam, Chennai – 600084

2. MOHANACHANDRAN A
No.59A, Brindhavan Colony
Gandhi Road, Chennai – 600094

For A. K. JAIN & ASSOCIATES
Company Secretaries

Date: 16.05.2017

Place: Chennai

BALU SRIDHAR
Partner
Scrutinizer
M.No. F5869
C P No.3550

