

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 **Eleventh (11th) Annual General Meeting (AGM)** of **Rane (Madras) Ltd.** will be held at **10.15 a.m. on Friday, July 31, 2015**, at **The Music Academy (Mini Hall)**, New No. 168, T.T.K Road, Royapettah, Chennai, 600 014, 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, 2015, report of the Board of Directors and the Auditors' 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, 2015 including Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash flow statement for the year ended March 31, 2015 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."

2. To declare dividend on equity shares

To consider passing the following resolution as an ordinary resolution:

"Resolved that dividend of Rs.4.50 per equity share of Rs.10/- each on 1,05,10,649 equity shares be and is hereby declared out of the profits of the Company for the year ended March 31, 2015, absorbing an amount of Rs.5,69,26,832/- (including dividend distribution tax and cess thereon) and that the dividend be paid to those shareholders, whose names appear in the Company's register of members as on July 31, 2015 and in respect of shares in electronic form to those beneficial owners of the shares as at the end of business hours on July 23, 2015 as per the details furnished by the depositories for this purpose."

3. To appoint a director in the place of Mr Harish 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-election.

To consider passing the following resolution as an ordinary resolution:

"Resolved that Mr Harish Lakshman (DIN 00012602), 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. The appointment of statutory auditors, M/s. Deloitte Haskins and Sells (DHS), Chartered Accountants, who hold office from the conclusion of the Tenth Annual General Meeting (AGM) until the conclusion of the Thirteenth AGM, is subject to the ratification by shareholders at every AGM in accordance with Section 139 & 142 of the Companies Act, 2013. The declaration to the effect that their appointment, if ratified, would be within the limits and that they are free from any disqualification specified in section 141 of the Companies Act, 2013 and the rules made thereunder, has been received from them.

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 per approval of the members, at the Tenth Annual General Meeting to hold office until the conclusion of the Thirteenth Annual General Meeting, 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."

SPECIAL BUSINESS:

5. To approve payment of commission to Mr L Ganesh, Chairman and Non-Executive Director

To consider passing the following resolution as an ordinary resolution:

"Resolved that pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act 2013 (the Act), the rules made thereunder and such other approvals, permissions and sanctions, as may be required, approval of the shareholders be and is hereby accorded for payment of remuneration by way of commission to Mr L Ganesh, Chairman, not exceeding two percent (2 %) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, for a period of three financial years from April 1, 2015 to March 31, 2018."

“Resolved further that subject to the limits as aforesaid, the payment and distribution of commission to Mr L Ganesh, Chairman be determined by the Board of Directors from time to time in such proportion and in such manner as the Board may determine.”

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

May 21, 2015
Chennai

S Subha Shree
Secretary

NOTES:

1. **Any member entitled to attend and vote at the meeting may appoint a proxy to attend and vote 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 meeting.**

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 Meeting 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 Meeting.
3. The Statement of material facts pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business as given in the notice is annexed hereto
4. The register of members of the Company will remain closed from Friday, July 24, 2015 to Friday, July 31, 2015 (both days inclusive) for annual closing and determining the entitlement of shareholders to the dividend on the equity shares for the financial year 2014-15, if declared.
5. Pursuant to the relevant provisions of the Companies Act, 1956 / Companies Act, 2013, dividend for the financial year ended March 31, 2010 and thereafter, which remain unclaimed for a period of seven years will be 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 on or after 2009-10 is 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 such unclaimed dividend.

6. The notice of the eleventh 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 expect your support in this regard. To receive communications from the Company in electronic form, please register your e-mail address with your DP/ RTA or write to us at investorservices@rane.co.in

7. Members may also note that the notice of the 11th AGM and the eleventh Annual report 2015 will be available on the Company's website www.rane.co.in.
8. 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 600 017.

Members holding shares in dematerialized form may inform any change in addresses, bank details or e-mail addresses with their respective DPs.

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 / Proxies should bring the attendance slip duly filled in for attending the meeting.
11. 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.
12. 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. Members holding shares in physical form can submit their PAN to the RTA.

13. Relevant documents referred to in the accompanying notice and the statement of material facts pursuant to section 102 (1) of the Companies Act, 2013 will be available for inspection at the registered office of the Company during the business hours on all working days up to the date of AGM.
14. Information pursuant to clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM are furnished in the Corporate Governance section of the Annual Report and forms part of this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
15. 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 Clause 35B of the Listing Agreement, 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.
- 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 National Securities Depository Limited (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 28, 2015 (9:00 am) and ends on Thursday, July 30, 2015 (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 24, 2015, 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 24, 2015.
 - 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 24, 2015, 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 following 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.

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 raneevoting2015@gmail.com with a copy marked to evoting@nsdl.co.in.

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-evoting.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

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 as below / at the bottom of the Attendance Slip for the AGM:

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

- (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.**

May 21, 2015
Chennai

S Subha Shree
Secretary

Statement of material facts pursuant to Section 102(1) of the Companies Act, 2013

Resolution No.5

At the 8th Annual General Meeting of the Company held on July 11, 2012, the shareholders had approved payment of commission to Mr L Ganesh, Chairman, not exceeding 1% of the net profits of the Company for a period of 3 years with effect from April 1, 2012 to March 31, 2015.

Mr L Ganesh is a Chartered Accountant and also holds an MBA from the Pennsylvania State University, USA. He has over 36 years of industrial experience in overall management of the companies. He has held several positions of high responsibilities with various industry forums and had been the President of Automotive Component Manufacturers Association of India and Chairman of Confederation of Indian Industry, Southern Region. Presently he is honorary consul for New Zealand in South India. Currently he is also the Chairman and Managing Director of Rane Engine Valve Limited and Vice-Chairman of Rane Holdings Limited.

Mr L Ganesh is the Chairman of the Company since June 2007 and devotes substantial time and attention towards formulating new strategies to improve the performance and develop the business of the Company. The cost reduction and profit improvement measures formulated by him have benefited the Company. He has played a key role in establishing strong footprint in global markets and winning the coveted Deming award.

Considering the expanded scope of his roles and responsibilities and value addition made through his efforts it is proposed to revise the payment of commission to Mr L Ganesh, from existing levels to not exceeding two percent (2%) of the net profits per annum, for a period of three years with effect from April 1, 2015 to March 31, 2018, as may be determined by the Board from time to time. Mr L Ganesh does not draw any other remuneration from the Company except by way of sitting fees.

Mr L Ganesh is concerned or interested in the resolution. Mr L Lakshman being relative of Mr L Ganesh, is deemed to be interested in the resolution.

None of the other Directors and KMP of the Company and their relatives is concerned or interested, financial or otherwise, in the above resolutions except to the extent of their shareholding, if any.

Your directors commend the resolution for adoption.

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

May 21, 2015
Chennai

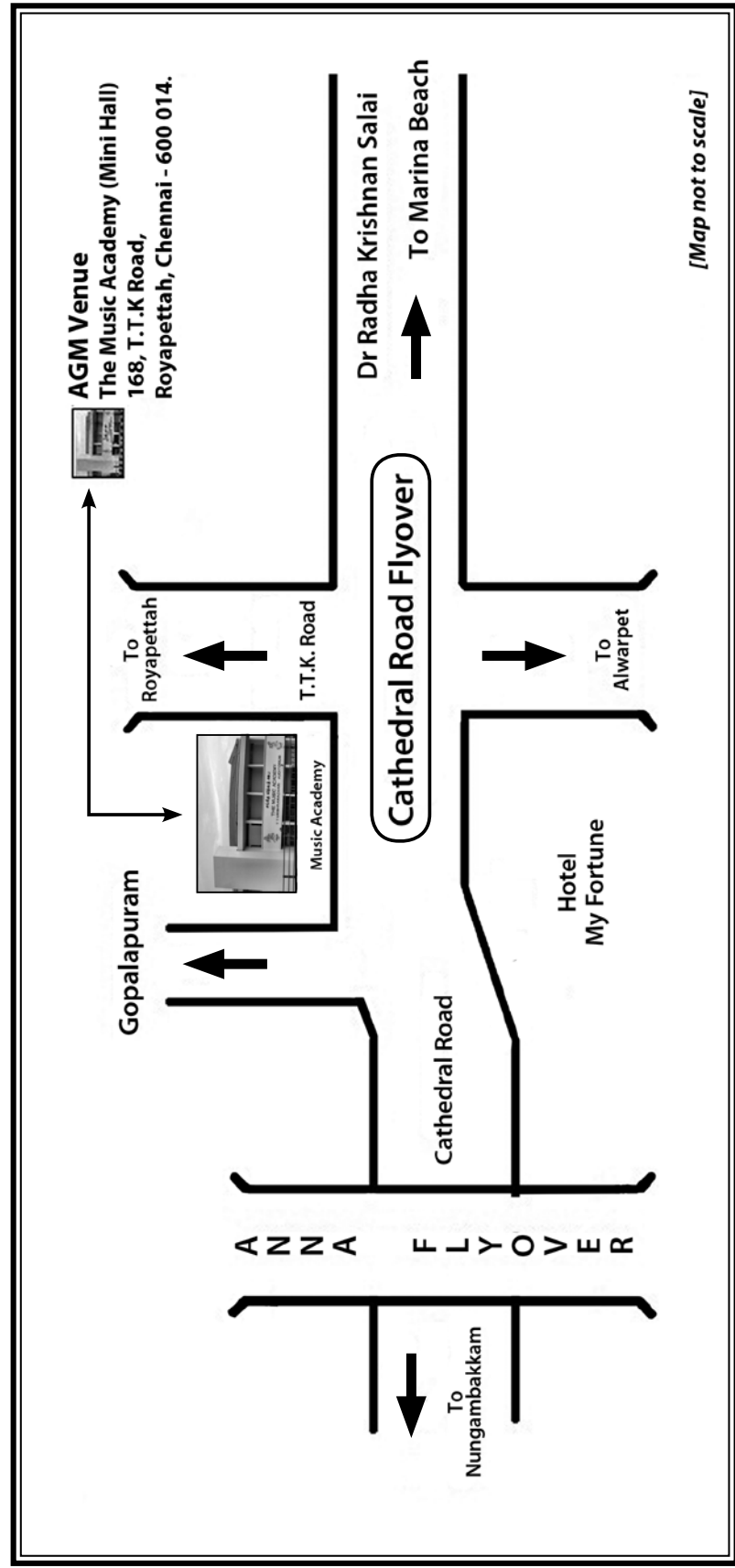
S Subha Shree
Secretary

Information about director seeking re-appointment in eleventh (11th) Annual General Meeting in respect of item Nos.3 (in accordance with clause 49 of the listing agreement).

Name of the Director	Mr Harish Lakshman
Director Identification Number (DIN)	00012602
Father's Name	Mr L Lakshman
Date of Birth	February 12, 1974
Educational Qualifications	B.E. - BITS Pilani, MSM - Purdue University, USA
Experience	Mr Harish Lakshman has over 13 years of experience in the automotive industry and has held various positions in the areas of Marketing, Operations and Business Development Overseas. He currently spearheads the future growth plan for the Rane group.
Date of appointment	March 31, 2004
Other directorships	<p><u>Managing Director</u> Rane TRW Steering Systems Private Ltd.</p> <p><u>Vice-Chairman</u> Rane Engine Valve Ltd.</p> <p><u>Director</u></p> <ol style="list-style-type: none"> 1. Rane Holdings Ltd. 2. Rane Brake Lining Ltd. 3. JMA Rane Marketing Ltd. 4. SasMos HET Technologies Ltd. 5. Fokker Elmo Sasmos Interconnection Systems Ltd. 6. Rane Holdings America Inc., 7. Rane NSK Steering Systems Private Ltd. 8. Savithur Enterprises Private Ltd. 9. HL Hill Station Properties Private Ltd. 10. Broadvision Perspectives India Private Ltd. 11. Broadvision Services Private Ltd. 12. Automotive Component Manufacturers Association of India 13. Young President Organisation (Chennai Chapter)
Committee memberships	<p><u>Chairman – Stakeholders’ Relationship Committee</u></p> <ol style="list-style-type: none"> 1. Rane Holdings Ltd. 2. Rane Brake Lining Ltd. <p><u>Member – Stakeholders’ Relationship Committee</u> Rane (Madras) Ltd.</p> <p><u>Member - Nomination and Remuneration Committee</u></p> <ol style="list-style-type: none"> 1. Rane Holdings Ltd. 2. Rane NSK Steering Systems Private Ltd.
Number of shares held (Equity)	750



ROUTE MAP TO AGM VENUE



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