Notice to Shareholders

NOTICE is hereby given that the Thirteenth Annual General Meeting of Rane (Madras) Ltd. is scheduled to be held at 10:15 a.m. on Thursday, August 24, 2017, at The Music Academy (Mini Hall), New No. 168, TTK Road, Royapettah, Chennai, 600 014, to transact the following businesses:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017, reports of the Board of Directors and the Auditors’ thereon.

To consider passing of the following resolution(s), as an ordinary resolution:

(i) “Resolved that the audited financial statement of the Company for the year ended March 31, 2017 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.”

(ii) “Resolved further that the consolidated audited financial statement of the Company for the year ended March 31, 2017 together with the report of 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 of the following resolution, as an ordinary resolution:

“Resolved that final dividend of ₹ 4/- per equity share of ₹ 10/- each fully paid-up 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, 2017 absorbing a sum of ₹ 5,06,61,628 (including dividend distribution tax and cess thereon) be paid to those shareholders, whose name appear in the Register of Members and records of the depositories, as on August 17, 2017 and the interim dividend of ₹ 2/- per equity share declared by the Board of Directors on January 23, 2017 and paid to the shareholders on February 10, 2017 be confirmed to represent a total dividend ₹ 6/- per equity share of ₹ 10/- each fully paid-up be paid out of the profits of the Company for the financial year 2016-17.”

3. To appoint a director in the place of Mr. Harish Lakshman (DIN 00012602), who retires by rotation being eligible, offers himself for re-appointment.

To consider passing of the following resolution, as an ordinary resolution:

“Resolved that Mr. Harish Lakshman (DIN 00012602), who retires by rotation under article 117 and 119 of the Articles of Association of the Company and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the Company.”

4. To re-appoint statutory auditors of the Company.

To consider passing of the following resolution, as an ordinary resolution:

“Resolved that M/s. Deloitte Haskins and Sells (DHS), Chartered Accountants (Firm Registration No. 008072S with The Institute of Chartered Accountants of India), be and are hereby re-appointed for a second term of five consecutive years as statutory auditors of the Company, to hold office from the conclusion of this thirteenth Annual General Meeting until the conclusion of the sixteenth Annual General Meeting (subject to ratification of the appointment by the members at every AGM), 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 appoint Mr. Pradip Kumar Bishnoi (DIN 00732640) as an Independent Director

To consider passing of the following resolution, as an ordinary resolution:

“Resolved that pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Pradip Kumar Bishnoi (DIN 00732640), appointed as an additional director of the Company in the category of Independent Director by the board of directors with effect from October 24, 2016, in terms of section 149 read with section 161 and the Articles of Association of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office up to October 23, 2021 or upto conclusion of seventeenth Annual General Meeting, whichever is earlier.”

6. To re-appoint Mr. M Lakshminarayanan (DIN 00064750) as an Independent Director for a second term.

To consider passing of the following resolution, as a special resolution:

“Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. M Lakshminarayanan (DIN 00064750) who was appointed as an Independent Director and who holds office up to the conclusion of this Annual General Meeting and being eligible, in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company not liable to retire by rotation, to hold office for a second term of five consecutive years, up to August 23, 2022 or up to the conclusion of the eighteenth Annual General Meeting, whichever is earlier.”
7. To re-appoint Ms. Anita Ramachandran (DIN 00118188) as an Independent Director for a second term.

To consider passing of the following resolution, as a special resolution:

“Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the eligibility for appointment of Ms. Anita Ramachandran (DIN 00118188) who was appointed as an Independent Director and who holds office upto the conclusion of this Annual General Meeting and being eligible, in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years, up to August 23, 2022 or upto the conclusion of the eighteenth Annual General Meeting, whichever is earlier.”

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

S Subha Shree
Secretary

Chennai
May 16, 2017

Registered Office:
“Maithri”, 132, Cathedral Road
Chennai 600086
CIN: L65993TN2004PLC052856
www.ranegroup.com

NOTES:

1. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings, an explanatory statement setting out the material facts concerning business to be transacted at the AGM is annexed and forms part of this Notice.

2. Any member entitled to attend and vote at the Annual General Meeting (AGM) may appoint a proxy to attend and vote at the AGM 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 commencement of the AGM.

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.

3. Corporate members intending to send their authorised representatives to attend the AGM 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 AGM.

4. Pursuant to the relevant provisions of the Companies Act 1956 / Companies Act 2013, dividend if any, up to the financial year ended March 31, 2010, which remained unclaimed for a period of seven years has been 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 were remaining unpaid as per Company’s records. Members are requested to contact the Company’s Registrars and Transfer Agents (RTA), for payment in respect of the unclaimed dividend on or after the financial year 2009-10.

5. The notice of the thirteenth 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 request your support in this regard. To receive communications from the Company in electronic form, please register your e-mail address with your DP/ RTA.

6. Members may also note that the notice of the thirteenth AGM and the annual report 2017 is available on the Company’s website www.ranegroup.com.

7. Members holding shares in physical form are requested to notify any change in their addresses, bank details or e-mail address to RTA immediately at the following address:

M/s. Integrated Registry Management Services Private Limited,
II Floor, “Kences Towers”, No.1, Ramakrishna Street,
North Usman Road, T Nagar, Chennai 600017

8. Members holding shares in dematerialized form are requested to update the change in residential and e-mail address with their respective DP.

9. 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.

10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are being sent by the permitted mode. We encourage your participation and request your support in this regard. To receive communications from the Company in electronic form, please register your e-mail address with your DP/ RTA.

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.ranegroup.com

12. Members / Proxies should bring the attendance slip duly filled in for attending the AGM.
13. Information pursuant to regulation 26(4), 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) (SEBI LODR) and Secretarial Standard on General Meetings (SS-2) with respect of the Directors seeking appointment/ re-appointment at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.

14. 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 SEBI LODR, 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 (Monday) August 21, 2017 (9:00 hrs.) and ends on (Wednesday) August 23, 2017 (17:00 hrs.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 17, 2017 (Thursday), 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 Thursday, August 17, 2017.

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. Thursday, August 17, 2017, 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 (ICSI 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 the Board, 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.ranegroup.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by the Board. The results shall also be immediately forwarded to the stock exchanges where the Company’s shares are listed.

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):
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 at the bottom of the Attendance Slip for the AGM.

(ii) Please follow all steps mentioned from Sl. No. (i) to Sl. No. (xii) above, to cast vote.

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

S Subha Shree
Secretary

Chennai
May 16, 2017

Registered Office:
“Maithri”, 132, Cathedral Road
Chennai 600086
CIN: L65993TN2004PLC052856
www.ranegroup.com

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

Resolution No.5

Mr. Pradip Kumar Bishnoi joined the board of directors of your Company on October 24, 2016 and was appointed as additional director (Independent) upto the conclusion of this AGM. It is proposed to appoint him as independent Director for a period of five years upto October 23, 2021 or upto conclusion of seventeenth Annual General Meeting, whichever is earlier.

Mr. P K Bishnoi is a Graduate in Petroleum Engineering and holds Masters’ Degree in Business Management from IIM Ahmedabad. He has served as ex-Chairman & Managing Director of Rashtriya Ispat Nigam Ltd and also Managing Director of Balmer Lawrie & Co Ltd, Kolkata. He is a former Member of Petroleum & Natural Gas Regulatory Board.

He has over 40 years of rich experience and insights into industries like steel, natural gas, industrial packaging, lubricants etc.

The Nomination and Remuneration Committee of the Board has recommended the appointment of Mr. P K Bishnoi as Independent Director for a period of five years till conclusion of the seventeenth Annual General Meeting of the Company.

Mr. P K Bishnoi is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. P K Bishnoi that he meets with the criteria for independence as prescribed both under sub-section (1) of section 169 of the Act and provisions of SEBI LODR. The Company has received notice in writing under section 160 of the Companies Act 2013, along with requisite deposit amount from a member signifying the intention to propose his candidature to the office of director of the Company.

In view of his knowledge, rich experience and fulfilment of the conditions for appointment as an independent director as specified in the Act and SEBI LODR, in the opinion of board of directors the appointment of Mr. P K Bishnoi would be beneficial to the Company.

Other information relating to his appointment in accordance with Secretarial Standard –SS-2 and Regulations 26(4) and 36(3) of SEBI LODR is annexed to the Notice.

Copy of the draft letter of appointment of Mr. P K Bishnoi as an independent director setting out the terms and conditions is available for inspection by members at the registered office of the Company during business hours upto date of the AGM.

Mr. P K Bishnoi is interested in the resolution as it relates to his own appointment. None of the other Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The board recommends passing the resolution as set out at item no.5 of this notice as an ordinary resolution.

Resolution No.6

Mr. M Lakshminarayan joined the board of your Company on July 21, 2008 and was appointed by the shareholders as Independent Director for a
first term of three years commencing from the conclusion of the tenth
Annual General Meeting (AGM) till the conclusion of this thirteenth AGM. It
is proposed to re-appoint him as Independent Director for a second term
of five years from conclusion of this Annual General Meeting to August 23,
2022 or up to the conclusion of the eighteenth Annual General Meeting,
whichever is earlier.

Mr. M Lakshminarayan holds Masters’ Degree in Technology from the
Indian Institute of Technology, Mumbai and has several years of experience
in distinguished companies such as Tata Motors and Bosch Ltd (formerly
MICO).

He has served as Chairman of Southern Region at Confederation of Indian
Industry and has been an Executive Council Member of the Indian machine
Tool Manufacturer’s Association. He is the Chairman of the Advisory Board
of Central Manufacturing Technology Institute, Bangalore. He was also the
Managing Director of Harman International India Pvt. Ltd., a 100% subsidiary
of the Audio giant Harman. He has over 48 years of experience in the field
of Science and Technology.

In compliance with Schedule IV of the Act, the Board has evaluated
performance of the director in terms of broad parameters like attendance
and participation in meetings, sharing of relevant domain experience,
networking in other forums, strategic inputs and demonstration towards
governance compliances.

Based on the evaluation of directors carried out during his first term as
Independent Director, the Nomination and Remuneration Committee of the
Board has recommended the re-appointment of Mr. M Lakshminarayan,
being eligible, as Independent Director for a second term of five consecutive
years up to August 23, 2022 or conclusion of eighteenth Annual General
Meeting, whichever is earlier.

Mr. M Lakshminarayan is not disqualified from being re-appointed as a
Director in terms of section 164 of the Act and has given his consent to
act as a Director. The Company has received a declaration from Mr. M
Lakshminarayan that he meets with the criteria of independence as
prescribed both under sub-section (6) of section 149 of the Act and
provisions of SEBI LODR. The Company has received notice in writing under
section 160 of the Companies Act 2013, along with requisite deposit amount
from a member signifying the intention to propose his candidature to the
office of director of the Company.

Taking into consideration the knowledge, rich experience, contributions
in the meetings as a member of the Board / committees thereof and
fulfilment of the conditions for re-appointment as an independent director
as specified in the Act and SEBI LODR, the board of directors recommends
that the continuance of Mr. M Lakshminarayan would be beneficial to the
Company.

Other information relating to his re-appointment in accordance with
Secretarial Standard –SS-2 and Regulations 26(A) and 36(3) of SEBI LODR
is annexed to the Notice.

Copy of the draft letter of re-appointment of Mr. M Lakshminarayan as
an independent director setting out the terms and conditions is available
for inspection by members at the registered office of the Company during
business hours up to date of the AGM.

Mr. M Lakshminarayan is interested in the resolution as it relates to his own
appointment. None of the other Directors and KMP of the Company and
their relatives are concerned or interested, financial or otherwise in this
resolution, except to the extent of their shareholding, if any, in the Company.

The board recommends passing the resolution as set out at item no.6 of
this notice as a special resolution.

Resolution No.7

Ms. Anita Ramachandran joined the Board of your company on October 15,
2012 and was appointed by the shareholders as Independent Director for
a first term of three years commencing from the conclusion of the tenth
Annual General Meeting (AGM) till the conclusion of this thirteenth AGM. It
is proposed to re-appoint her as Independent Director for a second term
of five years from conclusion of this Annual General Meeting to August 23,
2022 or up to the conclusion of the eighteenth Annual General Meeting,
whichever is earlier.

Ms. Anita Ramachandran is a well-known Human Resource (HR) expert
in the country and has over 38 years of experience as a management
consultant. Ms Anita Ramachandran began her career in the Management
Consultancy division of AF Ferguson & Co (AFF) in Mumbai in 1976. In
her nineteen years stint with AFF she worked in various parts of the
country and became a director of the firm. Ms Anita Ramachandran
founded Cerebrus Consultants in 1995 to focus on HR consulting including
organisation transformation. Cerebrus has a national and International
presence in South Asia and has clientele in various other countries in Asia.

Ms Anita Ramachandran holds a MBA (Finance) from the Jamnalal Bajaj
Institute, Mumbai and has won several academic honours. She is on the
board of several other companies as Independent Director.

In compliance with Schedule IV of the Act, the Board has evaluated
performance of the director in terms of broad parameters like attendance
and participation in meetings, sharing of relevant domain experience,
networking in other forums, strategic inputs and demonstration towards
governance compliances.

Based on the evaluation of directors carried out during her first term as
Independent Director, the Nomination and Remuneration Committee of the
Board has recommended the re-appointment of Ms. Anita
Ramachandran, being eligible, as Independent Director for a second term
of five consecutive years up to August 23, 2022 or conclusion of eighteenth
Annual General Meeting, whichever is earlier.

Ms Anita Ramachandran is not disqualified from being re-appointed as a
Director in terms of section 164 of the Act and has given her consent to
act as a Director. The Company has received a declaration from Ms
Anita Ramachandran that she meets with the criteria of independence as
prescribed both under sub-section (6) of section 149 of the Act and
provisions of SEBI LODR. The Company has received notice in writing under
section 160 of the Companies Act 2013, along with requisite deposit amount
from a member signifying the intention to propose her candidature to the
office of director of the Company.

Taking into consideration the knowledge, rich experience, contributions
in the meetings as a member of the Board / committees thereof and
fulfilment of the conditions for re-appointment as an independent director
as specified in the Act and SEBI LODR, the board of directors recommends
that the continuance of Ms. Anita Ramachandran would be beneficial to
the Company.
Other information relating to her re-appointment in accordance with Secretarial Standard – SS-2 and Regulations 26(4) and 36(3) of SEBI LODR is annexed to the Notice.

Copy of the draft letter of re-appointment of Ms. Anita Ramachandran as an independent director setting out the terms and conditions is available for inspection by members at the registered office of the Company during business hours upto date of the AGM.

Ms Anita Ramachandran is interested in the resolution as it relates to her own appointment. None of the other Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

Annexure to the NOTICE dated May 16, 2017

Information about directors seeking re-appointment / appointment at the forthcoming Annual General Meeting in compliance with Regulation 26(4), 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2).

<table>
<thead>
<tr>
<th>Name of the Director</th>
<th>Mr. Harish Lakshman</th>
<th>Mr. M Lakshminarayan</th>
<th>Ms. Anita Ramachandran</th>
<th>Mr. Pradip Kumar Bishnoi</th>
</tr>
</thead>
<tbody>
<tr>
<td>Age (in years)</td>
<td>43</td>
<td>70</td>
<td>62</td>
<td>65</td>
</tr>
<tr>
<td>Director Identification Number (DIN)</td>
<td>00012602</td>
<td>00064750</td>
<td>00118188</td>
<td>00732640</td>
</tr>
<tr>
<td>Father’s Name</td>
<td>Mr. L Lakshman</td>
<td>Mr. Muthuswami Venkataram</td>
<td>Mr. Edayathumangalam Narayanan Ramadoss</td>
<td>Mr. Om Prakash Bishnoi</td>
</tr>
<tr>
<td>Date of Birth</td>
<td>February 12, 1974</td>
<td>September 07, 1946</td>
<td>April 28, 1955</td>
<td>July 03, 1951</td>
</tr>
<tr>
<td>Educational Qualifications</td>
<td>B.E. - BITS Pilani, MSM – Purdue University, USA</td>
<td>M. Tech (IIT Bombay)</td>
<td>M.B.A (Finance) Jamnalal Bajaj Institute, Mumbai</td>
<td>Graduate petroleum engineer, Master’s in Business Management (IIM Ahmedabad)</td>
</tr>
<tr>
<td>Experience</td>
<td>Mr Harish Lakshman has over 22 years of experience in the automotive industry and has held various positions in the areas of Marketing, Operations and Business Development in India and overseas. He currently spearheads the future growth plan for the Rane group.</td>
<td>Mr. M Lakshminarayan has over 48 years of experience in the field of science and technology</td>
<td>Ms. Anita Ramachandran has over 38 years of experience as a management consultant.</td>
<td>Mr. Pradip Kumar Bishnoi has over 40 years of experience and insights into industries steel, natural gas, industrial packaging, lubricants etc.</td>
</tr>
<tr>
<td>Terms and conditions of appointment</td>
<td>Re-appointed as non-executive director, liable to retire by rotation by the shareholders at 11th Annual General meeting on July 31, 2015.</td>
<td>Proposed to be re-appointed as Independent Director for a second term as per resolution no. 6 of the Notice dated May 16, 2017 read with explanatory statement thereto.</td>
<td>Proposed to be re-appointed as Independent Director for a second term as per resolution no. 7 of the Notice dated May 16, 2017 read with explanatory statement thereto.</td>
<td>Additional Director (Independent) who holds office up to this AGM. Proposed to be appointed as Independent Director with effect from October 24, 2016 as per resolution no. 5 of the Notice dated May 16, 2017 read with explanatory statement thereto.</td>
</tr>
<tr>
<td>Last drawn remuneration</td>
<td>Sitting fee for FY 2016-17 ₹ 162,500/-</td>
<td>Sitting fee for FY 2016-17 ₹ 270,000/-</td>
<td>Sitting fee for FY 2016-17 ₹ 60,000/-</td>
<td>Sitting fee for FY 2016-17 ₹ 90,000/-</td>
</tr>
<tr>
<td>Remuneration sought to be paid</td>
<td>No approval sought for remuneration. Eligible for Sitting fee for attending meetings of the Board and Committees of which he is a member.</td>
<td>No approval sought for remuneration. eligible for Sitting fee for attending meetings of the Board and Committees of which he is a member.</td>
<td>No approval sought for remuneration.</td>
<td>No approval sought for remuneration. Eligible for Sitting fee for attending meetings of the Board and Committees of which she is a member.</td>
</tr>
<tr>
<td>Date of first appointment on the board</td>
<td>March 31, 2004</td>
<td>July 21, 2008</td>
<td>October 15, 2012</td>
<td>October 24, 2016</td>
</tr>
</tbody>
</table>

The board recommends passing the resolution as set out at item no.7 of this notice as a special resolution.

(By Order of the Board)

For Rane (Madras) Ltd.

S Subha Shree
Secretary

Registered Office:
“Maithri”, 132, Cathedral Road
Chennai 600086
CIN: L65993TN2004PLC052856
www.ranegroup.com
<table>
<thead>
<tr>
<th>Name of the Director</th>
<th>Mr. Harish Lakshman</th>
<th>Mr. M Lakshminarayan</th>
<th>Ms. Anita Ramachandran</th>
<th>Mr. Pradip Kumar Bishnoi</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Relationship with other directors / KMP</strong></td>
<td>Son of Mr. L Lakshman</td>
<td>-</td>
<td>-</td>
<td>-</td>
</tr>
</tbody>
</table>

### Other Directorships

<table>
<thead>
<tr>
<th>Chairman</th>
<th>Vice Chairman</th>
<th>Director</th>
<th>Member - Audit</th>
<th>Member - Nomination &amp; Remuneration</th>
<th>Member - Corporate Social Responsibility</th>
<th>Chairman</th>
<th>Member - Audit</th>
<th>Member - Nomination &amp; Remuneration</th>
<th>Member - Corporate Social Responsibility</th>
<th>Chairman</th>
<th>Member - Audit</th>
<th>Member - Corporate Social Responsibility</th>
</tr>
</thead>
</table>

### Committee Memberships in other Boards

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 ROUTE MAP TO AGM VENUE

AGM Venue
The Music Academy (Mini Hall)
168, T.T.K Road,
Royapettah, Chennai - 600 014.

[Map not to scale]