



CR & ASSOCIATES COMPANY SECRETARIES

CONSOLIDATED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR M/s. RANE (MADRAS) LIMITED

To,
The Chairman,
Fifteenth (15th) Annual General Meeting of Rane (Madras) Limited
"MAITHRI", 132, Cathedral Road,
Chennai - 600086

Sub: Passing of resolution through electronic AND poll conducted at the Fifteenth (15th) AGM of Rane (Madras) Limited held on Wednesday, July 24, 2019

The Board of Directors of the Company, at its meeting held on May 23, 2019 had appointed us as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The e-voting was held between Sunday, July 21, 2019 (09:00 A.M IST) to Tuesday, July 23, 2019 (05:00 P.M IST) and the poll was conducted on Annual General Meeting of the Company held on Wednesday, July 24, 2019.

The Company had appointed National Securities Depository Limited.,(NSDL) as the Service Provider, for extending the Facility of electronic voting to the shareholders of the Company from Sunday, July 21, 2019 (09:00 A.M IST) to Tuesday, July 23, 2019 (05:00 P.M IST). The remote e-voting results were unblocked at 12.20 P.M IST by me after the completion of Fifteenth (15th) Annual General Meeting in the presence of two witnesses not in the employment of the Company. For further details, refer our Scrutinizer's report dated 24.07.2019 attached herewith.

At the Fifteenth (15th) Annual General Meeting of the Company held on Wednesday, July 24, 2019, the Chairman of the Company had suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

The result of the E-voting together with that of the Poll is as under:

Item No.1: To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2019, together with reports of the Board of Directors and the Auditor thereon.

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	7601639	100	7601638	99.999	1	0.001	0	0.000
Poll	655	100	493	75.267	52	7.939	110	16.794
TOTAL	7602294	100	7602131	99.999	53	0.000	110	0.001

The votes cast in FAVOUR of the resolution are more than the votes cast AGAINST and the Resolution is passed as an ORDINARY RESOLUTION.

For CR & ASSOCIATES

C. Anand
Partner.

'Raji', 3B1, 3rd Floor, Gaiety Palace, No. 1L, Blackers Road, Mount Road, Chennai - 600 002.

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Item No.2: To declare dividend on equity shares

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	7601664	100	7601563	99.999	101	0.001	0	0.000
Poll	655	100	493	75.267	52	7.939	110	16.794
TOTAL	7602319	100	7602056	99.997	153	0.002	110	0.001

The votes cast in FAVOUR of the resolution are more than the votes cast AGAINST and the Resolution is passed as an ORDINARY RESOLUTION.

Item No.3: To appoint a Director in the place of Mr. Harish Lakshman (DIN: 00012602), who retires by rotation and being eligible, offers himself for re-appointment

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	7601664	100	7600958	99.991	706	0.009	0	0.000
Poll	655	100	493	75.267	52	7.939	110	16.794
TOTAL	7602319	100	7601451	99.989	758	0.010	110	0.001

The votes cast in FAVOUR of the resolution are more than the votes cast AGAINST and the Resolution is passed as an ORDINARY RESOLUTION.

SPECIAL BUSINESS

Item No.4: To approve revision in remuneration of Mr. Aditya Ganesh, Vice President (Marketing), a related party, under Section 188 of the Companies Act, 2013

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	7601664	100	7600927	99.990	737	0.010	0	0.000
Poll	655	100	493	75.267	52	7.939	110	16.794
TOTAL	7602319	100	7601420	99.988	789	0.011	110	0.001

The votes cast in FAVOUR of the resolution are more than the votes cast AGAINST and the Resolution is passed as an ORDINARY RESOLUTION.

For CR & ASSOCIATES

C. S. M. M. M.
Partner.

'Raji', 3B1, 3rd Floor, Gaiety Palace, No. 1L, Blackers Road, Mount Road, Chennai - 600 002.

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Item No.5: To approve under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to Mr. L Ganesh (DIN: 00012583), Chairman (Non-Executive Director) exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	7601639	100	7600924	99.991	715	0.009	0	0.000
Poll	655	100	493	75.267	52	7.939	110	16.794
TOTAL	7602294	100	7601417	99.988	767	0.011	110	0.001

The votes cast in FAVOUR of the resolution are three times more than the votes cast AGAINST and the Resolution is passed as a SPECIAL RESOLUTION.

We hereby confirm that, we are maintaining the Registers received from the Registrar and Share Transfer Agent electronically, in respect of the votes cast through E-Voting and Poll by the shareholders of the Company, which will be handed over to the Chairman/Company Secretary of the company along with this report.

**FOR CR & ASSOCIATES
COMPANY SECRETARIES**



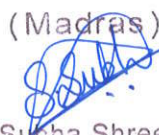
**C. RAMASUBRAMANIAM
PARTNER
M. NO. 6125 CP NO.6549**

**Place: Chennai
Date: 24.07.2019**

CERTIFIED TRUE COPY

**CR & ASSOCIATES
COMPANY SECRETARIES
"RAJI"3B1, 3rd Floor, Gaiety Palace,
No. 1L - Blackers Road, Mount Road,
Chennai - 600 002.
GST No. 33AAHFC7595H126**

For Rane (Madras) Limited



**S Sucha Shree
Secretary**

