



**CR & ASSOCIATES
COMPANY SECRETARIES**

SCRUTINIZER REPORT

**[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the
Companies (Management and Administration) Rules, 2014]**

To

The Chairman,
M/s. RANE (MADRAS) LIMITED
"Maithri", No.132,
Cathedral Road,
Chennai - 600086

Dear Sir,

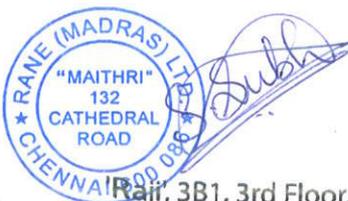
Sub: Scrutinizer's Report on remote e-voting for postal ballot process pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended.

We, M/s. CR & ASSOCIATES, Practicing Company Secretaries, represented by Mr. C. RAMASUBRAMANIAM, Partner, had been appointed as the Scrutinizer by the Issue and Allotment Committee of Board of M/s. Rane (Madras) Limited at their meeting held on December 17, 2020, for scrutinizing postal ballot which was conducted only through electronic means in respect of the resolution contained in the Notice dated December 17, 2020, with respect to the provisions of Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and in terms of the General Circular No.14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020 read with General Circular No. 33/2020 dated September 28, 2020 (collectively referred to as "MCA Circulars"), issued by the Ministry of Corporate Affairs (the "MCA,") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ["SEBI Listing Regulations"] on the resolution as set-out in the notice of Postal Ballot.

Due to the Covid-19 pandemic and resultant lockdown measures announced by the Central Government/State Government, the Postal Ballot Notice dated December 17, 2020 in respect of the below mentioned resolution, as confirmed by the Company, was sent by email to the shareholders to those Members whose e-mail addresses are registered with the Company/ Depositories, in compliance with the MCA Circulars.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.

The period for remote e-voting remained open from December 18, 2020 (9.00 a.m. IST) to January 16, 2021 (5.00 p.m. IST) as mentioned in the Notice of Postal Ballot.



CERTIFIED TRUE COPY



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

Ph: 044 - 2852 8292, 4260 6292, Mobile: +91 98840 68292, 99625 68292

Email: fcs.rms@gmail.com, csrms@hotmail.com

The shareholders of the Company holding shares as on the "cut-off" date of December 11, 2020, were entitled to vote on the resolution as contained in the Notice of Postal Ballot.

As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the SEBI listing regulations, the details pertaining to the postal ballot, the Company released an advertisement, which was published immediately on completion of dispatch of notice of Postal Ballot under clause (i) of sub-rule (4) in English "Business Standard" newspaper having countrywide circulation dated December 18, 2020 and Tamil in 'Dinamani' newspaper dated December 18, 2020. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v)(a) to (h) of the said Rule 20.

In addition to sending notice of the Postal Ballot to the shareholders through electronic mode, the Company has also made available all the documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, on the Company's website viz., www.ranegroup.com to facilitate online inspection upto the last date for exercising the voting.

The communication of assent/dissent took place only through the remote-voting system. Thus, no physical ballots were received.

After the closure of voting, the report on e-voting done through Postal Ballot and the votes cast under remote e-voting facility was unblocked by us at 05.21 P.M on January 16, 2021 in the presence of Ms. Anubala and Mr. V Panneer who are not in the employment of Company.

Based on the data downloaded from the official website of CDSL, we submit the report as under on the result of the remote e-voting in respect of said resolution;

Item No	Type of Resolution	Subject Matter
1	Special	Issue of Warrants on Preferential basis.

Item No.	Total valid Votes through Remote e-voting	Votes in favor		Votes against	
		No. of Votes	% of votes	No. of Votes	% of votes
1	8067705	8067339	100	366	0

We did not find any invalid votes

CERTIFIED TRUE COPY



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

Ph: 044 - 2852 8292, 4260 6292, Mobile: +91 98840 68292, 99625 68292

Email: fcs.rms@gmail.com, csrms@hotmail.com

For Resolution No.1 – Special Resolution

The vote cast in FAVOUR of the resolution is more than the vote cast AGAINST and the Resolution is passed as a SPECIAL RESOLUTION.

All relevant records of e-voting will remain in my safe custody until the Chairman or in his absence to any other Director of the Company authorized by the Board of Directors, who shall consider and approve and the same shall be handed over thereafter to the Company Secretary of the Company.

**FOR CR & ASSOCIATES
COMPANY SECRETARIES**



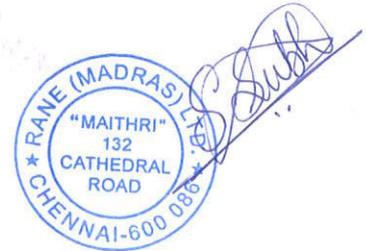
**C. RAMASUBRAMANIAM
PARTNER
M. NO. 6125 CP NO.6549**

CERTIFIED TRUE COPY

Date: 18.01.2021

Place: Chennai

UDIN: F006125B002039189



Witness 1:

S.Anubala

D/o Mr. K.Shanmugavel

No.10, Perumal Koil 2nd Street

Ernavoor, Chennai-600057.

Witness 2:

V.Panneer

S/o Mr.K.Veeramani

No.72, Vinayagapuram 1st Street

Arumbakkam, Chennai-600106.