

**CONSOLIDATED SCRUTINISER REPORT
[Pursuant to Section 108 of the Companies Act, 2013, and
Rule 20 of the Companies (Management and Administration) Rules, 2014]**

To,

The Chairman,
Of the Sixteenth (16th) Annual General Meeting of the Shareholders of M/s Rane (Madras) Limited held on August 07, 2020 at 15.00 hrs IST through Video Conferencing ("VC")/ other Audio Visual Means ("OAVM")

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 16th Annual General Meeting of M/s. Rane (Madras) Limited held on Friday, the August 07, 2020 at 15:00 Hrs (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')

We, M/s. CR & ASSOCIATES, Practicing Company Secretaries, represented by Mr. C. RAMASUBRAMANIAM, Partner, had been appointed as the Scrutinizer by the Board of Directors of M/s. Rane (Madras) Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 16th Annual General Meeting ("AGM") of M/s. Rane (Madras) Limited on Friday the August 07, 2020 at 15.00 Hrs (IST) through VC / OAVM.

We were also appointed as Scrutinizer to scrutinize the e-voting at the AGM process.

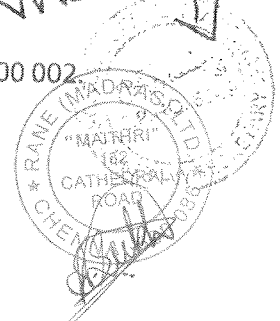
The notice dated June 18, 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

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

The period for remote e-voting remained open from August 04, 2020 (09.00 Hrs (IST)) to August 06, 2020 (17.00 Hrs (IST)) as mentioned in the Notice convening AGM.

The Company had provided e-voting facility to the shareholders attended the AGM through VC / OAVM and who had not cast their vote in remote e-voting.

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The shareholders of the Company holding shares as on the "cut-off" date of July 31, 2020 were entitled to vote on the resolutions as contained in the Notice of the 16th AGM.

As prescribed in clause IV of the Circular dated May 05, 2020 issued by MCA, which is forming part of the Applicable Circulars, and in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company released an advertisement, which was published more than 21 days before the date of the AGM in English in "Business Standard" newspaper having countrywide circulation dated July 13, 2020 and in Tamil in 'Dinamani' newspaper dated July 13, 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 AGM to the shareholders through electronic mode, the Company has also made available the full Annual report on the website of the Company viz., www.ranegroup.com besides notice of the AGM made available in the website of CDSL.

After the closure of voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to AGM were unblocked by us at 03.32 P.M on August 07, 2020 in the presence of Ms. Anubala and Mr. V Panneer who are not in the employment of Company.

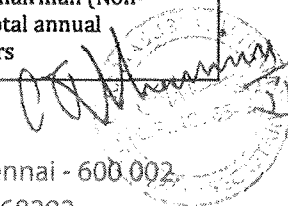
Based on the data downloaded from the official website of CDSL, we submit the consolidated report as under on the result of the remote e-voting prior to AGM and E-voting at the AGM in respect of said resolutions;

Item No	Type of Resolution	Subject Matter
1	Ordinary	To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020, together with reports of the Board of Directors and the Auditor thereon.
2	Ordinary	To appoint a Director in the place of Mr. Lakshman Lakshminarayan (DIN: 00012554), who retires by rotation and being eligible, offers himself for re-appointment.
3	Ordinary	To approve appointment of Statutory Auditors.
4	Special	To approve appointment and remuneration of Ms. Gowri Kailasam, as Manager
5	Special	To approve under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the remuneration payable to Mr. Ganesh Lakshminarayan (DIN: 00012583), Chairman (Non-Executive Director) exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors

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Item No.	Total valid Votes received through			Votes in favor of the resolution		Votes against the resolution	
	Remote E-voting prior to AGM	E-voting on the date of the AGM	Total	No	% of votes	No	% of votes
1	8074868	102793	8177661	8175784	99.98	1877	0.02
2	8074968	102793	8177761	8176744	99.99	1017	0.01
3	8074868	102793	8177661	8176752	99.99	909	0.01
4	8074868	102793	8177661	8175784	99.98	1877	0.02
5	8074968	102793	8177761	8176601	99.99	1160	0.01

We did not find any invalid votes

For Resolutions No.1, 2 & 3- Ordinary Resolutions

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

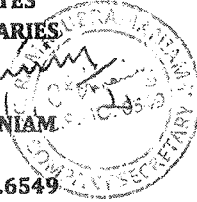
For Resolutions No.4 & 5 - Special Resolutions

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

All relevant records of e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting 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**



Date: 07.08.2020

Place: Chennai

UDIN: F006125B000560679

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.

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

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