

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

To,
The Chairman,
Thirteenth (13th) Annual General Meeting of Rane (Madras) Limited
"MAITHRI", 132 Cathedral Road,
Chennai - 600 086

Sub: Passing of resolution through electronic AND poll conducted at the Thirteenth (13th) AGM of Rane (Madras) Limited held on Thursday, 24th August 2017

The Board of Directors of the Company, at its meeting held on 16th May 2017 had appointed us as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The e-voting was held between Monday 21st August 2017 (9.00 A.M IST) to Wednesday, 23rd August 2017 (5.00 P.M IST) and the poll was conducted on Annual General Meeting of the Company held on 24th August 2017.

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 Monday 21st August 2017 (9.00 A.M) to Wednesday, 23rd August 2017 (5.00 P.M). The remote e-voting results were unblocked at 12.12 P.M IST by me after the completion of Thirteenth (13th) 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 24.08.2017 attached herewith.

At the Thirteenth (13th) Annual General Meeting of the Company held on Thursday, 24th August 2017, 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 Statements of the Company for the year ended March 31, 2017 report of the Board of Directors and the Auditors' Report 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	6118422	100	6118347	99.999	75	0.001	0	0
Poll	901	100	901	100	0	0	0	0
TOTAL	6119323	100	6119248	99.999	75	0.001	0	0

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



G4-RMC Flats, No.1, Venkatesapuram Colony, Vadapalani, Chennai - 600 026.

Phone : 044-24818292. Mobile : +91 - 9884068292, 9962568292

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

For CR & ASSOCIATES

[Signature]

Director.

Item No.2: To declare dividend on equity shares

Votes through	cast	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
		No.	%	No.	%	No.	%	No.	%
E Voting		6118422	100	6118347	99.999	75	0.001	0	0
Poll		901	100	901	100	0	0	0	0
TOTAL		6119323	100	6119248	99.999	75	0.001	0	0

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 re-appoint Mr. Harish Lakshman (DIN: 00012602), who retires by rotation, being eligible, offers himself for re-appointment.

Votes through	cast	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
		No.	%	No.	%	No.	%	No.	%
E Voting		6118422	100	6118347	99.999	75	0.001	0	0
Poll		901	100	901	100	0	0	0	0
TOTAL		6119323	100	6119248	99.999	75	0.001	0	0

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

Votes through	cast	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
		No.	%	No.	%	No.	%	No.	%
E Voting		6118422	100	6118247	99.997	175	0.003	0	0
Poll		901	100	901	100	0	0	0	0
TOTAL		6119323	100	6119148	99.997	175	0.003	0	0

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.5: To appoint Mr. Pradip Kumar Bishnoi (DIN 00732640) as an Independent Director

Votes through	cast	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
		No.	%	No.	%	No.	%	No.	%
E Voting		6118272	100	6118197	99.999	75	0.001	0	0
Poll		901	100	901	100	0	0	0	0
TOTAL		6119173	100	6119098	99.999	75	0.001	0	0

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

[Signature]
Partner.



'SRINIDHI' G4-RMC Flats, No.1, Venkatesapuram Colony, Vadapalani, Chennai - 600 026.

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Item No.6: To re-appoint Mr. M Lakshminarayan (DIN 00064750) as an Independent Director for a second term.

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	6118422	100	6118297	99.998	125	0.002	0	0
Poll	901	100	901	100	0	0	0	0
TOTAL	6119323	100	6119198	99.998	125	0.002	0	0

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

Item No. 7: To re-appoint Ms. Anita Ramachandran (DIN 00118188) as an Independent Director for a second term.

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	6118412	100	6118187	99.996	225	0.004	0	0
Poll	901	100	901	100	0	0	0	0
TOTAL	6119313	100	6119088	99.996	225	0.004	0	100

The votes cast in FAVOUR of the resolution are three times more than the votes cast AGAINST and the Resolution is passed as 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
**C. RAMASUBRAMANIAM
PARTNER
M. NO. 6125 CP NO.6549**

Place: Chennai
Date: 24/08/2017

CERTIFIED TRUE COPY

For **(Madras) Limited**

S. Subha Shree
**S. Subha Shree
Secretary**

**CR & ASSOCIATES
COMPANY SECRETARIES
"SRINIDHI"**

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