

Twenty Sixth Annual General Meeting

NOTICE TO MEMBERS

NOTICE is hereby given that the **Twenty Sixth Annual General Meeting (26th AGM)** of Rane NSK Steering Systems Private Limited will be held on **Monday, July 19, 2021 at 09:15 hrs IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**, to transact the following business:

ORDINARY BUSINESS:

1. **To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2021, together with reports of the Board of Directors and Auditor thereon**

To consider passing the following resolution as an **ordinary resolution:**

"Resolved that the Audited Financial Statement of the Company for the year ended March 31, 2021 together with the reports of the Board of Directors and the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted."

SPECIAL BUSINESS:

2. **To approve appointment of Mr. Yoshiyuki Matsumura (DIN: 08064082) as a Nominee Director pursuant to Article no. 109 of the Articles of Association of the Company**

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

Notes:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated January 13, 2021 (read with circulars in this regard) permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars for companies which are not required to provide the facility of e-voting under the Act, the 26th AGM of the Company will be held through VC / OAVM and notices to members is being sent through e-mails registered with the Company. Members may also note that the notice of the Twenty Sixth AGM and the annual report 2021 will be available on the Company's website www.ranegroup.com. The deemed venue for the 26th AGM shall be the registered office of the Company. The web link for attending the twenty sixth AGM of the Company is <https://ranensk.webex.com/ranensk/j.php?MTID=m277f4cad9ff4d857930f0d549ddefe76>.
2. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), an explanatory

"Resolved that pursuant to Article 109 (g) of the Articles of Association of the Company, the members hereby approve the appointment of Mr. Yoshiyuki Matsumura, (DIN: 08064082), Nominee of NSK Limited, Japan as a Nominee Director with effect from July 24, 2020."

3. **To approve appointment of Mr. Keita Suzuki (DIN: 08948549) as a Nominee Director pursuant to Article no. 109 of the Articles of Association of the Company**

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

"Resolved that pursuant to Article 109 (g) of the Articles of Association of the Company, the members hereby approve the appointment of Mr. Keita Suzuki, (DIN: 08948549), Nominee of NSK Limited, Japan as a Nominee Director with effect from November 04, 2020."

(By Order of the Board)

For Rane NSK Steering Systems Private Limited

V Sethuraman

Vice President-Finance,
CFO & Secretary

Chennai
April 20, 2021

statement setting out the material facts concerning business to be transacted at the AGM is annexed and forms part of this Notice, along with information about Director(s) seeking appointment / re-appointment in this AGM.

3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. However, in compliance with the aforementioned MCA Circulars, **since the meeting is being held through VC / OAVM mode, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
5. Corporate members intending to authorise representatives to attend the AGM through VC/OAVM on its behalf and to vote are

requested to send to the Company email ID c.siva@ranegroup.com, a certified copy of the board resolution authorising their representative.

(By Order of the Board)

For Rane NSK Steering Systems Private Limited

6. **Voting of resolution by Poll:** In case, a Poll is ordered by the Chairman on any item during the meeting, the members may vote during the meeting by sending emails to the designated email id: l.ganesh@ranegroup.com
7. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.

V Sethuraman
Vice President-Finance,
CFO & Secretary

Chennai
April 20, 2021

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

Item No.2

The members may note that, NSK Limited, Japan (NSK) had vide their letter dated July 13, 2020, nominated Mr. Yoshiyuki Matsumura, as Nominee Director of the Company. The Board of Directors of your Company appointed Mr. Yoshiyuki Matsumura, as a Nominee Director, with effect from July 24, 2020, pursuant to section 161 of the Companies Act, 2013.

In accordance with Article 109 (g), the nominee(s) of NSK are required to be appointed to the Board and the shareholders are also required to approve such appointment. Accordingly, the resolution seeks approval of the members pursuant to Article 109(g) for appointment of Mr. Yoshiyuki Matsumura as a Nominee Director on the Board of Directors of the Company.

Mr. Yoshiyuki Matsumura has over 30 years of experience in the areas of Manufacturing and worked with NSK Group offices in various countries.

Mr. Yoshiyuki Matsumura is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has given his consent to act as a Director and has the requisite qualifications and necessary experience. The Board of Directors considers that the appointment of Mr. Yoshiyuki Matsumura will be beneficial to the Company.

Mr. Yoshiyuki Matsumura is interested in the resolution. Mr. Yuji Suzuki, Mr. Masatada Fumoto and Mr. Keita Suzuki being the other Nominee Directors of NSK, are deemed to be interested. None of the other Directors / Key Managerial Personnel (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 of Directors recommends the ordinary resolution as set out at item no. 2 of this notice for your approval.

Item No.3

The members may note that, NSK Limited, Japan (NSK) had vide their letter dated July 13, 2020, nominated Mr. Keita Suzuki, as Nominee Director of the Company. The Board of Directors of your Company appointed Mr. Keita Suzuki, as a Nominee Director, with

effect from November 4, 2020, pursuant to section 161 of the Companies Act, 2013.

In accordance with Article 109 (g), the nominee(s) of NSK are required to be appointed to the Board and the shareholders are also required to approve such appointment. Accordingly, the resolution seeks approval of the members pursuant to Article 109(g) for appointment of Mr. Keita Suzuki as a Nominee Director on the Board of Directors of the Company.

Mr. Keita Suzuki holds a Bachelors degree in Economics, from Seijo University, Japan. He has over 33 years of experience in the areas of finance and worked with NSK office situated at Japan and Europe.

Mr. Keita Suzuki is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has given his consent to act as a Director and has the requisite qualifications and necessary experience. The Board of Directors considers that the appointment of Mr. Keita Suzuki will be beneficial to the Company.

Mr. Keita Suzuki is interested in the resolution. Mr. Yuji Suzuki, Mr. Masatada Fumoto and Mr. Yoshiyuki Matsumura being the other Nominee Directors of NSK, are deemed to be interested. None of the other Directors / Key Managerial Personnel (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 of Directors recommends the ordinary resolution as set out at item no. 3 of this notice for your approval.

(By Order of the Board)

For Rane NSK Steering Systems Private Limited

V Sethuraman
Vice President-Finance,
CFO & Secretary

Chennai
April 20, 2021

Information about Director(s) seeking appointment / re-appointment vide resolution in item no. 2 & 3 of the notice convening the Twenty Sixth Annual General Meeting in compliance with Secretarial Standard on General Meetings (SS-2) as on April 20, 2021.

Name of the Director	Mr. Yoshiyuki Matsumura	Mr. Keita Suzuki
Father's Name	Mr. Sadao Matsumura	Mr. Mitsuru Suzuki
DIN	08064082	08948549
Age (in years)	55 years	56 years
Date of Birth	September 13, 1965	March 11, 1965
Educational Qualifications	Graduate	Graduate
Experience	Mr. Yoshiyuki Matsumura has over 30 years of experience in the areas of Manufacturing and worked with NSK Group offices in various countries.	Mr. Keita Suzuki holds a Bachelors degree in Economics, from Seijo University, Japan. He has over 33 years of experience in the areas of finance and worked with NSK office situated at Japan and Europe.
Date of first appointment on the Board	July 24, 2020	November 04, 2020
Terms and Conditions of appointment	Nominee Director, not liable to retire by rotation	Nominee Director, not liable to retire by rotation
Last drawn Remuneration	-	-
Remuneration sought to be Paid	As approved by the Board of Directors from time to time.	As approved by the Board of Directors from time to time.
Relationship with other Directors / Managers/ KMP	Nominee of NSK Limited, Japan	Nominee of NSK Limited, Japan
Other Directorships	NSK Bearings India Private Limited	NSK Bearings India Private Limited
Committee Memberships in Other Boards	-	-
Number of meetings of the Board attended during the year	3	1
Number of equity shares held	-	-