

**NOTICE TO SHAREHOLDERS**

**NOTICE** is hereby given that the **Twenty First Annual General Meeting** (AGM) of the Company will be held at **09.30 a.m. on Friday, July 15, 2016**, at the Registered Office: 'Maithri', 132, Cathedral Road, Chennai 600 086, to transact the following:

**ORDINARY BUSINESS**

1. To consider and adopt the, the Audited Financial Statements of the Company for the year ended March 31, 2016 , reports of Board of Directors and the Auditors' 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, 2016 together with the reports of the board of directors and the Auditors thereon, circulated to the members and presented to the meeting be and are hereby adopted."

2. To declare dividend paid on equity shares

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

"Resolved that dividend of Rs.4 /- per equity share of Rs.10/- each on 1, 79, 00,000 equity shares be and is hereby declared out of the profits of the Company for the year ended March 31, 2016, absorbing an amount of Rs.8, 61, 76,328/- (including dividend distribution tax of Rs. 7,16,00,000 and cess thereon) and that the dividend be paid to those shareholders, whose names appears on the Company's register of members as on July 15, 2016."

3. To ratify appointment of statutory auditors of the Company.

To consider passing the following resolution as an ordinary resolution:

"Resolved that the appointment of M/s. S R Batliboi & Associates, Chartered Accountants (Registration No. FRN 101049W with The Institute of Chartered Accountants of India), as auditors of the Company at the Nineteenth Annual General Meeting to hold office until the conclusion of the Twenty Second Annual General Meeting, be and is hereby ratified on such terms and conditions including remuneration as may be determined by the Board of Directors of the Company, in addition to reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit."

**SPECIAL BUSINESS:**

4. To appoint Mr. Ajit Krishnan (DIN: 01630599) , as a director under Article 109 of Articles of Association of the company.

To consider passing the following resolution as an ordinary resolution:

"Resolved that Mr. Ajit Krishnan (DIN 01630599), who holds the office as Additional Director with effect from October 12, 2015, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Nominee director of the Company on such terms and conditions in accordance with Article 109 of the Articles of Association of the Company."

5. To appoint Mr. Saimon Nogami (DIN 07345641), as a director under Article 109(g) of Articles of Association of the company.

To consider passing the following resolution as an ordinary resolution:

"Resolved that Mr. Saimon Nogami (DIN 07345641), who holds the office as Additional Director with effect from November 20, 2015 in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Nominee director of the Company on such terms and conditions in accordance with Article 109 of the Articles of Association of the Company.

6. To approve the borrowing powers of the Board

To consider passing of the following resolution, as a special resolution:

"Resolved that in supersession of the ordinary/special resolution passed at the 19<sup>th</sup> Annual General Meeting held on July 29, 2014 and pursuant to Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free

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.

Your directors recommend the resolution for adoption.

**Resolution Nos. 6**

The shareholders of the Company at their 19th Annual General Meeting held on July 29, 2014 approved by way of an Special Resolution under Section 180(1)(c) of the Companies Act, 2013 borrowings which shall not be in excess of Rs.100 Crores.

The Board of Directors envisages that the existing borrowings along with future borrowings are likely to exceed the aforementioned limits. It is thus proposed to revise the same. Approval of shareholders is now being sought to borrow upto Rs. 150 crores in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of the shareholders is sought in this regard by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 6.

Your directors recommend the resolution for adoption.

Chennai  
April 27, 2016

(By Order of the Board)  
For **Rane NSK Steering Systems Private Limited**

  
**Rajesh Raghavan**  
**Senior Vice President & Secretary**