

22nd Annual General Meeting

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the **Twenty Second Annual General Meeting (AGM)** of **Rane NSK Steering Systems Private Limited** will be held at **09.30 a.m. on Thursday, August 10, 2017**, at the Registered office: 'Maithri', 132, Cathedral Road, Chennai 600 086, to transact following business:

ORDINARY BUSINESS

1. **To receive, consider and adopt the directors' report, the audited financial statements of the Company for the year ended March 31, 2017 and the auditors' report thereon.**

To consider adoption of the following resolution, as an ordinary resolution:

"Resolved that the Audited Financial Statement of the Company for the year ended March 31, 2017 including Balance Sheet as at March 31, 2017, the Profit and Loss Account for the year ended March 31, 2017 together with the Reports of the Directors and the Auditors of the Company thereon, as presented to the meeting be and the same are hereby approved and adopted."

2. **To declare dividend on equity shares**

To consider adoption of the following resolution, with or without modification(s), as an ordinary resolution:

"Resolved that a dividend of Rs.9/- 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, 2017, absorbing a sum of Rs.19,38,96,738/- (inclusive of Dividend Distribution Tax of Rs.3,27,96,738/-) and that the dividend be paid out of the profits for the financial year 2016-17, to those shareholders, whose names appears on the Company's register of members as on August 10, 2017."

3. **To re-appoint statutory auditors of the Company**

To consider adoption of the following resolution, with or without modification(s), as an ordinary resolution:


"Resolved that M/s. S.R. Batliboi & Associates, Chartered Accountants (Firm Registration No. 101049W) with The Institute of Chartered Accountants of India, be and is hereby re-appointed for a second term of five consecutive years as statutory auditors of the Company, to hold office from the conclusion of this Twenty Second annual general meeting until the conclusion of the Twenty Seventh Annual General Meeting, (subject to ratification of the appointment by the members at every AGM) 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 approve appointment Mr. Hideki Koike (DIN: 07799602) as nominee director pursuant to Article 109 of the Articles of Association of the Company**

"Resolved that the members hereby approve the appointment of Mr. Hideki Koike (DIN : 07799602), Nominee of NSK Limited, Japan as a Nominee Director with effect from April 28, 2017, pursuant to Article 109 (g) of the Articles of Association of the Company."

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


Rajesh Raghavan
Senior Vice President & Secretary

Chennai
April 28, 2017

- Notes: 1. Any member entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the Company. The proxies should however be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The explanatory statement pursuant to section 102(1) of the Companies Act, 2013 in respect of the special business as given in the notice is annexed.

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

Chennai
April 28, 2017


Rajesh Raghavan
Senior Vice President & Secretary

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

Resolution No.4

NSK Limited, Japan (NSK) had vide their letter dated March 30, 2017, nominated Mr Hideki Koike, Vice President of the Company as Chief Executive Officer (CEO), effective April 1, 2017 and for the office of Managing Director of the Company. The board of directors of your Company appointed Mr. Hideki Koike (nominee of NSK), as nominee director, with effect from April 28, 2017, pursuant to Section 161 of the Companies Act, 2013. The Board of Directors also co-opted Mr. Hideki Koike as Managing Director pursuant to Article 123 of the Articles of Association of the Company, with effect from April 28, 2017.

In accordance with Article 109 (g), the nominees of NSK are required to be appointed to the Board and the shareholders are also required to ensure such appointment. Accordingly, the resolution seeks approval of appointment Mr. Hideki Koike (nominee of NSK) as a Nominee Director on the Board.

Mr. Hideki Koike has requisite qualifications and necessary experience and the board of directors considers that the appointment of Mr. Hideki Koike will be beneficial to the Company.

Mr. Hideki Koike is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a director.

Mr. Hideki Koike is interested in the resolution as it relates to his own appointment. Mr. Ajit Krishnan, Mr. Masatada Fumoto and Mr. Saimon Nogami are the other nominee directors of NSK, may be deemed to be interested. None of the other directors and 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.

Your directors commend the resolution for approval.

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

Chennai
April 28, 2017


Rajesh Raghavan
Senior Vice President & Secretary

ROUTE MAP FOR THE AGM VENUE

