

Rane NSK Steering Systems Private Limited

CIN: U29141TN1995PTC030621

Registered Office: 'Maithri' 132, Cathedral Road, Chennai 600 086



Twenty Fourth Annual General Meeting

NOTICE TO MEMBERS

NOTICE is hereby given that the **Twenty Fourth Annual General Meeting (24th AGM)** of **Rane NSK Steering Systems Private Limited** is scheduled to be held at **09:30 hrs on Tuesday, July 02, 2019**, at the Registered office: 'Maithri', 132, Cathedral Road, Chennai - 600 086, to transact following business:

ORDINARY BUSINESS

1. **To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2019, 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, 2019 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."

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

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

"Resolved that a dividend of ₹ 17 per equity share of ₹ 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, 2019, absorbing a sum of ₹ 36,68,49,760 /- (inclusive of Dividend Distribution Tax) and that the dividend be paid out of the profits for the financial year 2018-19, to those shareholders, whose names appears on the Company's register of members as on July 02, 2019."

SPECIAL BUSINESS

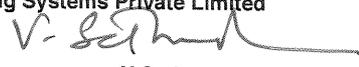
3. **To approve appointment Mr. Yasuaki Asami (DIN:08378362) as a Nominee Director pursuant to Article no. 109 of the Articles of Association of the Company**

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

"Resolved that the members hereby approve the appointment of Mr. Yasuaki Asami (DIN:08378362), Nominee of NSK Limited, Japan as a Nominee Director with effect from April 22, 2019, pursuant to Article 109 (g) of the Articles of Association of the Company."

Chennai
April 22, 2019

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


V Sethuraman
GM-Finance, CFO & Secretary

Rane NSK Steering Systems Private Limited

- Notes:**
1. Any member entitled to attend and vote at the Annual General Meeting (AGM) may appoint a proxy to attend and vote at the AGM 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 AGM. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not 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. 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**



V Sethuraman
GM-Finance, CFO & Secretary

Chennai
April 22, 2019

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

Item No.3

NSK Limited, Japan (NSK) had vide their letter dated January 22, 2019, nominated Mr. Yasuaki Asami, as Chief Executive Officer (CEO), effective January 23, 2019 and for the office of Managing Director of the Company. The Board of Directors of your Company appointed Mr. Yasuaki Asami (nominee of NSK), as a Nominee Director, with effect from April 22, 2019, pursuant to section 161 of the Companies Act, 2013. The Board of Directors also co-opted Mr. Yasuaki Asami as Managing Director pursuant to Article 123 of the Articles of Association of the Company, with effect from April 22, 2019.

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 appointment of Mr. Yasuaki Asami (nominee of NSK) as a Nominee Director on the Board.

Mr. Yasuaki Asami holds a Mechanical Engineering degree and a bachelor's degree from Niigata University, Japan. He has over 32 years of experience in the areas of Quality Assurance, Manufacturing preparation and procurement planning and worked with NSK Group offices situated at Japan and USA. Mr. Yasuaki Asami progressively grew to become the Head of quality assurance and Head of Global Purchasing Department at NSSH, Japan.

Mr. Yasuaki Asami 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 and has the requisite qualifications and necessary experience and the Board of Directors considers that the appointment of Mr. Yasuaki Asami will be beneficial to the Company.

Mr. Yasuaki Asami is interested in the resolution. Mr. Ajit Krishnan, Mr. Masatada Fumoto and Mr. Saimon Nogami are the other Nominee Directors of NSK, may also be 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
GM-Finance, CFO & Secretary

Chennai
April 22, 2019

Rane NSK Steering Systems Private Limited

Information about Director(s) seeking appointment / re-appointment vide resolution in item no. 3 of the notice convening the Twenty Fourth Annual General Meeting in compliance with Secretarial Standard on General Meetings (SS-2) as on April 22, 2019

Name of the Director	Mr. Yasuaki Asami
Father's Name	Mr. Hideo Asami
Director Identification Number (DIN)	08378362
Age (in years)	55
Date of Birth	February 06, 1964
Educational Qualifications	Mechanical Engineering from Niigata University, Japan
Experience	Mr. Yasuaki Asami began his career in May 1987 at NSK, Japan. His past assignments were in Quality Assurance at NSK, Japan and NSK, America, Manufacturing preparation and procurement planning at NSSH, Japan. He progressively grew to become the Head of quality assurance and Head of Global Purchasing Department at NSSH, Japan. He has extensive experience in quality assurance, manufacturing preparation and procurement.
Date of first appointment on the Board	April 22, 2019
Terms and Conditions of appointment	Appointed as Managing Director of the Company with effect from April 22, 2019, as per the terms of appointment approved by the Board from time to time
Last drawn remuneration	-
Remuneration sought to be paid	As approved by the Board of Directors from time to time.
Relationship with other Directors / Manager / KMP	Nominee of NSK Limited, Japan
Other Directorships	Nil
Committee Memberships in other Boards	Nil
Number of meetings of the Board attended during the year	Nil
Number of equity shares held	Nil

Rane NSK Steering Systems Private Limited

ROUTE MAP FOR THE AGM VENUE

