

# Rane TRW Steering Systems Private Limited



CIN: U35999TN1987PTC014600

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

29<sup>th</sup> Annual General Meeting

## NOTICE TO SHAREHOLDERS

**NOTICE** is hereby given that the **Twenty Ninth Annual General Meeting (AGM)** of **Rane TRW Steering Systems Private Limited** will be held at **10.00 a.m.** on **Wednesday, July 20, 2016**, at the Registered office: 'Maithri', 132, Cathedral Road, Chennai 600 086, to transact following business:

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### ORDINARY BUSINESS

1. To receive, consider and adopt the directors' report, the audited financial statements of the Company for the year ended March 31, 2016 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, 2016 including Balance Sheet as at March 31, 2016, the Profit and Loss Account for the year ended March 31, 2016 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 the interim dividend of Rs.10/- per share on 87,38,246 equity shares of Rs.10/- each fully paid, declared and paid by the board of directors of the company on February 3, 2016 absorbing a sum of Rs.10,51,71,781 (inclusive of Dividend Distribution Tax of Rs.1,77,89,321) for the year ended March 31, 2016 be and are hereby approved."

"Resolved further that final dividend of Rs.10/- per equity share of Rs.10 each on 87,38,246 equity shares be and is hereby declared out of the profits of the Company for the year ended March 31, 2016, absorbing a sum of Rs. 10,51,71,781 (inclusive of Dividend Distribution Tax of Rs.1,77,89,321) and that the dividend be paid to those shareholders, whose names appears on the Company's register of members as on **July 20, 2016**."

3. To ratify the appointment of statutory auditors M/s Deloitte Haskins & Sells, Chartered Accountants, who were appointed at the Twenty Seventh AGM for a period of five years, subject to ratification by members at every AGM and to determine their remuneration. The declaration to the effect that their appointment, if made, would be within the limits and that they are free from any disqualification specified in section 141 of the Companies Act, 2013, and the rules made thereunder, has been received from them.

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

"Resolved that the appointment of M/s. Deloitte Haskins and Sells (DHS), Chartered Accountants (Firm Registration No. 008072S with The Institute of Chartered Accountants of India), as auditors of the Company at the twenty seventh Annual General Meeting to hold office until the conclusion of the thirty 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. Ratification of Remuneration of Cost Auditor for 2015-16

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. STR & Associates, Cost Accountants appointed as the Cost Auditors of the Company by the Board of

## **Rane TRW Steering Systems Private Limited**

Directors, for the conduct of the audit of the cost records of the Company for the financial year ended 2016 at a remuneration of Rs. 75000/- (Rupees Seventy five thousands Only) plus reimbursement of the travelling and other out-of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Chennai  
April 15, 2016

B Gnanasambandam  
**Vice-President-Finance & Secretary**

**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 TRW Steering Systems Private Limited**

Chennai  
April 15, 2016

B Gnanasambandam  
**Vice President-Finance & Secretary**

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

**The following Explanatory Statement sets out all the material facts relating to the Special Business under Item No.4.**

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of the Company.

On the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of M/s. STR & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2016 at a remuneration of Rs. 75000/- per annum plus reimbursement of all out of pocket expenses incurred, if any, in connection with the cost audit. The appointment and the remuneration of the cost auditor is required to be ratified subsequently in accordance to the provisions of the Act and Rule 14 of the Rules.

Accordingly, the Directors recommend the Resolution at item no. 4 of this notice for your approval.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the Resolution.