

33rd Annual General Meeting

NOTICE TO MEMBERS

Notice is hereby given that the Thirty Third (33rd) Annual General Meeting (AGM) of Rane TRW Steering Systems Private Limited will be held on Monday, July 20, 2020, 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, 2020, together with reports of the Board of Directors and 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, 2020 together with the reports of the Board of Directors and the Auditors 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 final dividend of Rs. 8.00/- per equity share of Rs.10 each fully paid-up on 87,38,246 equity shares be and is hereby declared out of the profits of the Company for the year ended March 31, 2020, absorbing a sum of Rs.6,99,05,968/- and that the dividend be paid to those shareholders, whose names appear on the Company’s register of members as on July 20, 2020 and the interim dividend of Rs.6/- per share paid on 87,38,246 equity shares of Rs.10/- each fully paid, declared by the Board of Directors of the Company on January 28, 2020 and paid to the shareholders during the financial year 2019-20 out of the profits of the Company, be and is hereby confirmed to represent a total dividend of Rs. 14.- per equity share of Rs.10/- each fully paid-up out of the profits of the Company for the financial year 2019-20.”

Notes:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) 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 33rd AGM of the Company will be held through VC

SPECIAL BUSINESS

3. To ratify remuneration of Cost Auditor for FY 2019-20

To consider passing the following resolution 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, the remuneration of Rs.75,000 (Rupees Seventy Five Thousand Only), excluding applicable taxes, re-imbursment of travelling and other out-of-pocket expenses incurred, to M/s. STR & Associates, Cost Accountants who were appointed as the Cost Auditors of the Company by the Board of Directors, to conduct audit of the cost records of the Company for the financial year 2019-20 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
June 16, 2020

S Senthilnathan
Vice President-Finance,
CFO & Secretary

/ OAVM and notices to members is being sent through e-mails registered with the Company.

2. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning business to be transacted at the AGM is annexed and forms part of this Notice.
3. 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

Rane TRW Steering Systems Private Limited

aforementioned MCA Circulars, However, 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.

4. 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 designated email id c.siva@ranegroup.com, a certified copy of the board resolution authorising their representative.
5. Members may also note that the notice of the THIRTY THIRD AGM and the annual report 2020 will be available on the Company's website www.ranegroup.com.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. The web link for attending the thirty third AGM of the Company <https://meet.google.com/evo-atmk-qdf>.
8. 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
9. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.

(By Order of the Board)

For Rane TRW Steering Systems Private Limited

Chennai
June 16, 2020

S Senthilnathan
Vice President-Finance,
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EXPLANATORY STATEMENT

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

The Explanatory Statement sets out all the material facts relating to the Special Business

Item No.3

In terms of 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.

Based on the recommendations 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 2019-20 at a remuneration of Rs.75,000/- per annum plus reimbursement of all out of pocket expenses incurred, if any, in connection with the cost audit. The remuneration payable to the cost auditor is required to be ratified by members subsequently in accordance to the provisions of the Act and Rule 14 of the Rules.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution. Accordingly, the Board recommends passing the resolution as set out at item no.3 of this notice as a ordinary resolution.

(By Order of the Board)

For Rane TRW Steering Systems Private Limited

Chennai
June 16, 2020

S Senthilnathan
Vice President-Finance,
CFO & Secretary