



**CONSOLIDATED SCRUTINISER REPORT**

**[Pursuant to Section 108 of the Companies Act, 2013, and  
Rule 20 of the Companies (Management and Administration) Rules, 2014]**

To,

The Chairman,

Of the Eighteenth (18<sup>th</sup>) Annual General Meeting of the Shareholders of M/s Rane (Madras) Limited held on Wednesday, June 29, 2022 at 10:00 hrs IST through Video Conferencing ("VC")/ other Audio Visual Means ("OAVM")

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 18<sup>th</sup> Annual General Meeting of M/s. Rane (Madras) Limited held on Wednesday June 29, 2022 at 10:00 hrs (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')**

We, M/s. CR & ASSOCIATES, Practicing Company Secretaries, represented by Mr. C. RAMASUBRAMANIAM, Partner, had been appointed as the Scrutinizer by the Board of Directors of M/s. Rane (Madras) Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 18<sup>th</sup> Annual General Meeting ("AGM") of M/s. Rane (Madras) Limited on Wednesday, June 29, 2022 at 10:00 Hrs (IST) through VC / OAVM.

We were also appointed as Scrutinizer to scrutinize the e-voting at the AGM process.

The notice dated May 20, 2022, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 05, 2022 (read with previous Circulars) and Securities and Exchange Board of India ("SEBI") vide circular dated May 13, 2022 (read with previous circulars) ("collectively referred to as applicable circulars")



*C. Ramasubramaniam*



'Raji', 3B1, 3rd Floor, Gaiety Palace, No. 1L, Blackers Road, Mount Road, Chennai

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The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting and voting at the AGM by the Shareholders of the Company.

The period for remote e-voting remained open from Sunday, June 26, 2022, 09:00 hrs (IST) to Tuesday, June 28, 2022, 17:00 hrs (IST) as mentioned in the Notice convening AGM.

The Company had provided e-voting facility to the shareholders who attended the AGM through VC / OAVM and who had not cast their vote in remote e-voting.

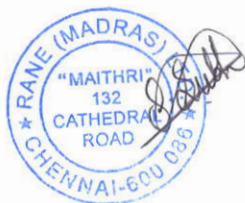
The shareholders of the Company holding shares as on the "cut-off" date of Wednesday, June 22, 2022 were entitled to vote on the resolutions as contained in the Notice of the 18<sup>th</sup> AGM

As prescribed in the Applicable Circulars, and in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company released an advertisement, which was published more than 21 days before the date of the AGM in English in "Business Standard" newspaper having countrywide circulation dated June 08, 2022 and in Tamil in "Dinamani" newspaper dated June 08, 2022. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v)(a) to (h) of the said Rule 20.

In addition to sending notice of the AGM to the shareholders through electronic mode, the Company has also made available the full Annual report on the website of the Company viz., besides notice of [www.ranegroup.com](http://www.ranegroup.com) the AGM made available in the website of CDSL.

After the closure of voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to AGM were unblocked by us at 10:36 A.M on June 29, 2022 in the presence of Mr. V Paineer and Ms. Anubala who are not in the employment of Company.

Based on the data downloaded from the official website of CDSL, we submit the consolidated report as under on the result of the remote e-voting prior to AGM and E-voting at the AGM in respect of said resolutions;



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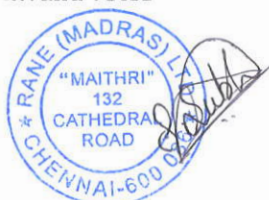
Email: [fcs.rms@gmail.com](mailto:fcs.rms@gmail.com), [csrms@hotmail.com](mailto:csrms@hotmail.com)



| Item No | Type of Resolution | Subject Matter  |
|---------|--------------------|---|
| 1       | Ordinary           | To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022, together with reports of the Board of Directors and the Auditor thereon  |
| 2       | Ordinary           | To appoint a Director in the place of Mr. Ganesh Lakshminarayan (DIN:00012583), who retires by rotation and being eligible, offers himself for re-appointment   |
| 3       | Special            | To approve under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the remuneration payable to Mr. Ganesh Lakshminarayan (DIN: 00012583), Chairman (Non Executive Director) exceeding fifty per cent of the total annual remuneration payable to all Non-Executive Directors |
| 4       | Special            | To appoint Ms. Vasudha Sundararaman (DIN: 06609400) as an Independent Director  |

| Item No. | Total valid Votes received through |                                 |          | Votes in favor of the resolution |            | Votes against the resolution |            |
|----------|------------------------------------|---------------------------------|----------|----------------------------------|------------|------------------------------|------------|
|          | Remote E-voting prior to AGM       | E-voting on the date of the AGM | Total    | No.                              | % of votes | No.                          | % of votes |
| 1        | 11838802                           | 29005                           | 11867807 | 11866911                         | 99.99      | 896                          | 0.01       |
| 2        | 11838802                           | 29005                           | 11867807 | 11866494                         | 99.99      | 1313                         | 0.01       |
| 3        | 11838802                           | 29005                           | 11867807 | 11866494                         | 99.99      | 1313                         | 0.01       |
| 4        | 11838802                           | 29005                           | 11867807 | 11866494                         | 99.99      | 1313                         | 0.01       |

We did not find any invalid votes



**For Resolutions No.1 & 2- Ordinary Resolutions**

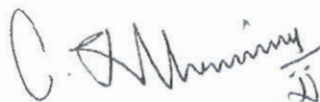
The votes cast in FAVOUR of the resolution are more than the votes cast AGAINST and the Resolutions are passed as an ORDINARY RESOLUTION with requisite majority.

**For Resolutions No.3 & 4- Special Resolutions**

The votes cast in FAVOUR of the resolution are three times more than the votes cast AGAINST and the Resolutions are passed as a SPECIAL RESOLUTION with requisite majority.

All relevant records of e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the Company.

**FOR CR & ASSOCIATES  
COMPANY SECRETARIES**

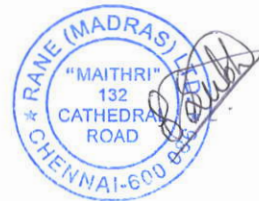


**C. RAMASUBRAMANIAM**

**PARTNER**

**M. NO. 6125**

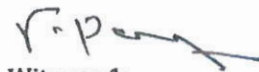
**CP NO.6549**



**Date: 29-06-2022**

**Place: Chennai**

**UDIN: F006125D000542232**



**Witness 1:**

**V. Panneer**

**S/o K. Veeramani**

**No.72, Vinayagapuram 1<sup>st</sup> street**

**Arumbakkam, Chennai- 600106**



**Witness 2:**

**S. Anubala**

**D/o K. Shanmugavel**

**No. 10, Perumal Koil 2<sup>nd</sup> Street**

**Ernavoor, Chennai- 600057**

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