



RANE t4u PRIVATE LIMITED
(Formerly Telematics 4U Services Private Limited)

CIN: U72900KA2009PTC049462

Registered Office: # 9, 2ND FLOOR, 1ST MAIN ROAD, NEW BEL ROAD, SANJAYNAGAR, BANGALORE
KARNATAKA 560094 IN

Contact No: +91-8046503700 Website: www.telematics4u.com

NOTICE

NOTICE is hereby given that the Ninth Annual General Meeting of the Company will be held at 10.15 AM on Tuesday, August 21, 2018 at the Registered Office of the Company at No. 9, 2nd Floor, 1st Main Road, New BEL Road, Sanjaynagar, Bangalore - 560 094, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements as at 31st March 2018, the Board's Report and Independent Auditors' Report thereon.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited Financial Statements including Balance Sheet as at 31st March, 2018 and the Statement of Profit and Loss for the year ended on that date together with the reports of the Board of Directors and the Auditors of the Company thereon, be and are hereby received, considered and adopted."

2. Appointment of Statutory Auditors of the Company and fix their remuneration.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Shareholders be and is hereby accorded for appointment of Messrs Varma & Varma, Chartered Accountants, Bengaluru, registered with the Institute of Chartered Accountants of India under the Registration Number 004532S, as Statutory Auditors of the Company for a period of 5 (five) years from the conclusion of this AGM until the conclusion of the 14th AGM of the Company at such remuneration as may be agreed between the Board of Directors and the Auditors."

3. Re-appointment of Pratap Chandra Hegde, Director, who retires by rotation.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Pratap Chandra Hegde (DIN: 02496473), who retires by rotation and being eligible, having offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."



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SPECIAL BUSINESS:

4. Appointment of Mr. Harish Lakshman as Nominee Director:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Articles of Association of the Company and the provisions of Section 161 (3) of the Companies Act, 2013, Mr. Harish Lakshman (DIN: 00012602), who was appointed as an Additional Director of the Company by the Board of Directors, and who holds the office only up to the date of this Annual General Meeting, be and is hereby appointed as a Nominee Director of the Company pursuant to the written nomination letter from Rane Holdings Limited dated 11th September, 2017."

5. Appointment of Mr. Vinay Lakshman as Nominee Director:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the Articles of Association of the Company and the provisions of Section 161 (3) of the Companies Act, 2013, Mr. Vinay Lakshman (DIN: 07295820), who was appointed as an Additional Director of the Company by the Board of Directors, and who holds the office only up to the date of this Annual General Meeting, be and is hereby appointed as a Nominee Director of the Company pursuant to the written nomination letter from Rane Holdings Limited dated 11th September, 2017."

6. Approval of appointment and remuneration of Pratap Chandra Hegde (DIN: 02496473) as an Executive Director in designation of President:

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 of the Companies Act, 2013 and all other applicable provisions (including any statutory modification(s) or re-enactment(s) thereof) and rules prescribed there under read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, consent of the Shareholders be and is hereby accorded for the appointment of Mr. Pratap Chandra Hegde (DIN: 02496473) as Executive Director of the Company in the designation of President for a period of three years commencing from 1st September 1, 2017 to 31st August 2020, upon following terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as specifically sanctioned with authority to the Board (which term shall be deemed to include any duly authorized Committee thereof for the time being exercising the power conferred on the Board by this resolution) to alter and vary any terms and conditions of the said appointment and remuneration in such manner, as it may deem fit and for this purpose the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary:

(i) Salary

Basic salary of Rs. 2,50,000/- per month. Annual increase will be effective 1st April every year. The quantum of increase will be as decided by the Board of Directors.

(ii) Perquisites

Perquisites like House Rent Allowance, Transport Allowance, Medical allowance, Bonus, Leave Travel Allowance and special allowance will be provided in accordance with the scheme of the Company as applicable to Directors and Senior Executives of the Company approved by the Board from time to time.

The perquisites will be evaluated as per Income Tax Rules, wherever applicable, and at actual cost to the Company in other cases.



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(iii) Contribution to Funds

Company's contribution to Provident Fund and Superannuation Fund or other pension fund will be as per the scheme of the Company.

Company's contribution to Provident Fund, and Superannuation Fund or other pension fund as above will not be included in the computation of the ceiling on perquisites to the extent these singly or put together are not taxable under the Income-tax Act.

(iv) Gratuity

Gratuity payable shall be as per the rules of the Company.

(v) Performance Pay

Quantum and payment thereof as may be determined by the Board depending on Company's performance each year, from time to time not exceeding Rs.10 Lakhs per annum.

In the event of there being inadequacy or absence of profits in any financial year during the currency of tenure of the Executive Director, he will be paid remuneration in terms of PART II of Schedule V to the Companies Act, 2013 including any re-enactments thereof or such other limit as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the remuneration specified hereinabove, may be enhanced, altered or varied by the Board, in accordance with the relevant provisions of the Companies Act 2013 / Income Tax Act 1961 and/or the rules and regulations made thereunder including any re-enactments thereof or such other limit as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT Mr. Pratap Chandra Hegde shall function under the overall control, guidance and superintendence of the Board of Directors of the Company."

By Order of the Board of Directors
For RANE t4u Private Limited
(Formerly known as Telematics 4U Services Private Limited)



Pratap Chandra Hegde
Executive Director
DIN:02496473

Date: 13.07.2018
Place: Chennai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY SHALL BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4: Appointment of Mr. Harish Lakshman as Nominee Director

Mr. Harish Lakshman (DIN 00012602) was nominated by Rane Holdings Limited, pursuant to clause 3.3.3 of Shareholders Agreement dated August 31, 2017, as Nominee Director of RHL with effect from September 11, 2017. Accordingly, Mr. Harish Lakshman joined the Board of Directors of the Company as an Additional Director effective September 11, 2017, in line with the provisions contained in the Articles of Association of the Company and Section 161 of the Companies Act, 2013 and holds office up to the conclusion this 9th AGM.

The Board of Directors of the Company recommends his appointment as Nominee Director of Rane Holdings Limited, with effect from the conclusion of the 9th AGM by passing the resolution as set out in item no.4 of the AGM Notice.

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Item No. 5: Appointment of Mr. Vinay Lakshman as Nominee Director

Mr. Vinay Lakshman (DIN 07295820) was nominated by Rane Holdings Limited, pursuant to clause 3.3.3 of Shareholders Agreement dated August 31, 2017, as Nominee Director of RHL with effect from September 11, 2017. Accordingly, Mr. Vinay Lakshman joined the Board of Directors of the Company as an Additional Director effective September 11, 2017, in line with the provisions contained in the Articles of Association of the Company and Section 161 of the Companies Act, 2013 and holds office up to the conclusion this 9th AGM.

The Board of Directors of the Company recommends his appointment as Nominee Director of Rane Holdings Limited, with effect from the conclusion of the 9th AGM by passing the resolution as set out in item no.5 of the AGM Notice.

Item No.06: Appointment of Mr. Pratap Chandra Hegde as an Executive Director:

Mr. Pratap Chandra Hegde holds the office of President in terms of Employment Agreement dated 1st September, 2017, entered into with the Company, for a period of three years from 1st September, 2017 to 31st August, 2020. The Board of Directors had approved the appointment of Mr. Pratap Chandra Hegde as one of the Promoter Directors of the Company with effect from September 11, 2017.

Mr. Pratap Chandra Hege holds a degree in Engineering & Masters in Business Administration and has over 34 years of experience in the field of IT, ITES & IoT Services Industry.

The Board, considering his qualification, knowledge and experience, approved the appointment of Mr. Pratap Chandra Hegde as Executive Director in the designation of President to hold office with effect from 1st September, 2017 to 31st August, 2020, in compliance with the Companies Act, 2013 and the rules framed thereunder on the terms and conditions as set out in the resolution.

Mr Pratap Chandra Hegde would be a Key Managerial Personnel (KMP) under Section 203 of the Companies Act, 2013. As required under the provisions of Schedule V to the Companies Act, 2013, the following information is provided.

I. General information:

The Company is a subsidiary of Rane Holdings Limited under Section 2(87)(i) of the Companies Act, 2013. The Company is engaged in providing Technology Services & Solutions to Transportation Sector. The performance of the Company for the year ended March 31, 2018 is given below:

Particulars for 2017-18	Rs. in Crores
Sales & Operating Revenue	14.66
Profit Before Tax	(11.14)
Provision for Tax	(1.46)
Profit After Tax	(9.62)



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II. Information about the appointee:

Name of the Director	Mr. Pratap Chandra Hegde
DIN	02496473
Father's Name	Mr Badagabettu Panduranga Hegde
Date of Birth	1 st June 1961
Educational Qualifications	BE, MBA
Experience	Mr. Pratap Chandra Hegde has over 34 years of industrial experience. He was previously the CEO of Infodesk Manipal Limited. He has also been associated with the Patni Group Company and USA, I-Zone, USA as the CEO of the respective Companies and is CEO of the Company for the last nine years.
Past Remuneration (2017-18)	Remuneration: Rs. 60 Lakhs per annum.
Recognition / Awards	<ul style="list-style-type: none">• Future of India – Business Excellence and Achievement Award for Entrepreneurs – 2016.• Autorickshaw Community Empowerment Program in which Pratap Hegde was the chief architect behind conceptualizing this social impact initiative has been published as a case study by Harvard Publishing and IIM-B for management studies.
Job Profile and his suitability	Given his qualification and experience, Mr. Pratap Chandra Hegde is considered well suited for the position as CEO.
Remuneration Proposed	As detailed in the resolution. The proposed remuneration is commensurate with the responsibilities of the appointee and is in line with the remuneration practices in the relevant industry.
Comparative remuneration profile with respect to the industry	The proposed remuneration package of the appointee commensurates with the industry, size of the company including the profile of the position.
Pecuniary Relationship and relationship with the managerial personnel	None

III. Other Information:

- a. Reasons for loss or inadequacy of profits – Significant fall in Revenue as the expected new Business acquisition got deferred & Increase in Expenditure due to strengthening of the Organization/HR Costs
- b. Steps taken or proposed to be taken for improvement – Continued focus to get more Business from the Existing Customers & emphasis on new Business development
- c. expected increase in productivity and profit in measurable terms – Expected to achieve a topline of around 33 Crores & will break even for the year without incurring further losses



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IV. Other Disclosures:

Disclosures relating to remuneration and other terms of appointment are set out in the resolution.

The terms of appointment of Mr. Pratap Chandra Hegde, as required under Section 190 of the Companies Act, 2013 is available for the inspection of the members at the Registered Office of the Company in accordance with the Articles of Association. The Company has not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2017-18.

Mr. Pratap Chandra Hegde satisfies the conditions laid down in Schedule V to the Companies Act 2013. He holds 1,99,230 Equity Shares of the Company in his name and 1,00,020. Equity Shares jointly with Rane Holdings Limited, whose voting rights have been ceded in favour of the Holding Company.

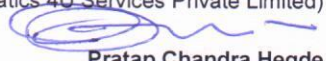
The Board recommends passing the resolution as set out at item no. 6 of this Notice as a special resolution.

None of the Directors except Mr. Pratap Chandra Hegde is concerned or interested in the Resolution, if any, in the Company.

Date: 13.07.2018
Place: Chennai



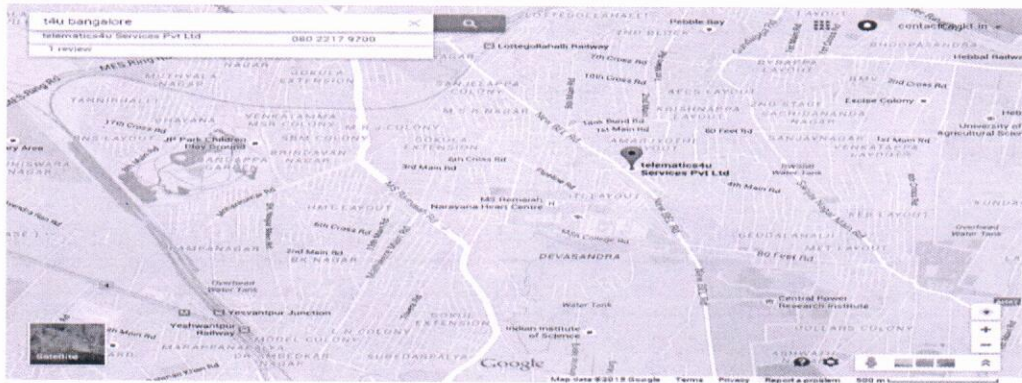
By Order of the Board of Directors
For RANE t4u Private Limited
(Formerly known as Telematics 4U Services Private Limited)


Pratap Chandra Hegde
Executive Director
DIN:02496473

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Route Map for Venue:



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Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U72900KA2009PTC049462

Name of the company: **RANE t4u Private Limited (Formerly known as Telematics 4U Services Private Limited)**

Registered office: **No. 9, 2nd Floor, 1st Main Road, New BEL Road, Sanjaynagar, Bangalore - 560 094**

Name of the member (s) :
Registered address :
E-mail Id:
Folio No/ Client Id :
DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :	Address :	E-mail Id :	Signature :, or
failing him			
2. Name :	Address :	E-mail Id :	Signature :, or
failing him			
3. Name :	Address :	E-mail Id :	Signature :, or
failing him			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 9th Annual General Meeting of the Company, to be held at 10.15 AM on Tuesday, the 21st day of August, 2018 at No. 9, 2nd Floor, 1st Main Road, New BEL Road, Sanjaynagar, Bangalore - 560 094 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements as at 31st March, 2018, the Board's Report and Independent Auditors' Report thereon.
2. Appointment of Statutory Auditors of the Company and fix their remuneration.
3. Re-appointment of Pratap Chandra Hegde, Director, who retires by rotation

SPECIAL BUSINESS:

4. Appointment of Mr. Harish Lakshman as Nominee Director.
5. Appointment of Mr. Vinay Lakshman as Nominee Director.
6. Appointment of Mr. Pratap Chandra Hegde as an Executive Director in the designation of President.

Affix
Revenue
Stamp

Signed this..... day of..... 2018

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



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ATTENDANCE SLIP

(Please complete this attendance slip and hand it over at the entrance of the Meeting Hall)

Name of the attending Member (in block letters):

Members' Folio Number:

.....

Client ID No. :

D.P.I.D No:

Name of the Proxy (in Block Letters, to be filled in if the proxy attends instead of the members)

.....

No. of Shares held :

I hereby record my presence at the 9th Annual General Meeting of the Company held at 10.15 AM on Tuesday, August 21, 2018 at No. 9, 2nd Floor, 1st Main Road, New BEL Road, Sanjaynagar, Bangalore - 560 094.

To be signed at the time of handing

Signature of member / Proxy

