

Rane Holdings Limited



CIN: L35999TN1936PLC002202

Registered Office: "Maithri", 132, Cathedral Road, Chennai - 600086, India

Phone: +91 44 28112472 / 73, Fax: +91 44 28112449, Email: investorservices@rane.co.in; Webiste: www.rane.co.in

Notice to Shareholders

NOTICE is hereby given that the **Eightieth Annual General Meeting of Rane Holdings Limited** is scheduled to be held at **10.15 a.m. on Thursday, August 11, 2016**, at **The Music Academy (Mini Hall)**, New No. 168, T.T.K Road, Royapettah, Chennai, 600 014, to transact the following businesses:-

ORDINARY BUSINESS:

1. **To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2016 reports of the Board of Directors and the Auditors' thereon.**

To consider passing of the following resolutions, as **ordinary resolution(s)**:

- (i) "Resolved that the audited financial statement of the Company for the year ended March 31, 2016 together with the reports of the board of directors and the auditors of the Company thereon, as circulated to the members and presented to the meeting be and are hereby adopted."
- (ii) "Resolved that the consolidated audited financial statement of the Company for the year ended March 31, 2016 together with the report of the auditors of the Company thereon, as circulated to the members and presented to the meeting be and are hereby adopted."

2. **To confirm interim dividend paid on equity shares**

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

"Resolved that the interim dividend of ₹ 10/- per equity share declared by the Board of Directors of the Company on March 10, 2016 on 1,42,77,809 equity shares of ₹ 10/- each fully paid, absorbing a sum of ₹ 17,18,44,853/- (including dividend distribution tax and cess thereon), paid to the shareholders on March 23, 2016 for the year ended March 31, 2016, be and is hereby confirmed as dividend for the year 2015 -16."

3. **To appoint a director in the place of Mr. Harish Lakshman, who retires by rotation under article 108 and 109 of the articles of association of the Company and being eligible, offers himself for re-appointment**

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

"Resolved that Mr. Harish Lakshman (DIN 00012602), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a director of the Company."

4. **To re-appoint statutory auditors of the Company**

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

"Resolved that M/s. Deloitte Haskins and Sells, Chartered Accountants (Firm Registration No. 008072S with The Institute of Chartered Accountants of India), be and are hereby re-appointed for a second term of five consecutive years as statutory auditors of the Company, to hold office from the conclusion of this Eightieth Annual General Meeting until the conclusion of the Eighty-Fifth Annual General Meeting (subject to ratification of the appointment by the members at every AGM), 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:

5. **To appoint Dr. V Sumantran (DIN 02153989) as an Independent Director**

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

"Resolved that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions read with Schedule IV of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr.VSumantran (DIN 02153989) appointed as an additional director of the Company in the category of Independent Director by the board of directors with effect from May 27, 2016, in terms of Section 149 read with Section 161 of the Companies Act 2013 and the Articles of Association of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office with effect from May 27, 2016 upto the conclusion of Eighty Third Annual General Meeting."

(By order of the board)

For Rane Holdings Limited

Chennai
May 27, 2016

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Siva Chandrasekaran
Secretary

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. 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. Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the AGM.
3. The statement of material facts pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business given in the notice is annexed hereto.
4. Pursuant to the relevant provisions of the Companies Act 1956/ Companies Act 2013, dividend for the financial year ended March 31, 2009 which remained unclaimed for a period of seven years has been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. The Company has sent reminders to all those members whose dividend payments during the last seven years remaining unpaid as per Company's records. Members are requested to contact the Company's Registrars and Transfer Agents (RTA), for payment in respect of the unclaimed dividend for the financial year 2009 - 10 and thereafter.
5. The notice of the Eightieth AGM along with the attendance slip and proxy form, is being sent by electronic mode to all members whose e-mail addresses are registered with the Company / Depository Participant(s) (DP) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. We encourage your participation and request your support in this regard. To receive communications from the Company in electronic form, please register your e-mail address with your DP/ RTA.
6. Members may also note that the notice of the Eightieth AGM and the annual report 2016 will be available on the Company's website www.rane.co.in.
7. Members holding shares in physical form are requested to notify any change in their addresses, bank details or e-mail addresses to RTA immediately at the following address:

M/s. Integrated Enterprises (India) Ltd.

II Floor, "Kences Towers", No.1, Ramakrishna Street,
North Usman Road, T. Nagar, Chennai 600 017

8. Members holding shares in dematerialized form are requested to update the change in residential and e-mail address with their respective DP.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the RTA.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the RTA, for consolidation into a single folio.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.rane.co.in
12. Members / Proxies should bring the attendance slip duly filled in for attending the AGM.
13. Relevant documents referred to in the accompanying notice and the explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 will be available for inspection at the registered office of the Company during the business hours on all working days up to the date of AGM.
14. Information pursuant to regulation 26 (4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) with respect of the director seeking appointment / re-appointment at the AGM are furnished in the Corporate Governance section of the Annual Report forms part of this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
15. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and SEBI LODR the Company is required to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.
 - (i) The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - (ii) The facility for voting through ballot paper/ polling paper shall be made available at the AGM and the

members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

- (iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- (iv) The remote e-voting period commences on Monday, August 8, 2016 (9:00 am) and ends on Wednesday, August 10, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, August 4, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (v) The "remote e-voting" end time shall be 5:00 p.m. on the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting.
- (vi) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- (vii) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- (viii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, August 4, 2016.
- (ix) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, August 4, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- (x) However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- (xi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- (xii) Mr. C Ramasubramaniam, Practising Company Secretary (Membership No. FCS 6125), Partner M/s

CR & Associates, Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting at the AGM and the remote e-voting process in a fair and transparent manner.

- (xiii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xiv) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xv) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rane.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed.

INSTRUCTION FOR E-VOTING

- a. **In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):**
 - (i) Open email and open PDF file viz; "RHL e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Rane Holdings Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to raneevoting@gmail.com with a copy marked to evoting@nsdl.co.in

b. In case of members' receiving physical copy of the notice of AGM and desires to cast e-vote [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy]:

- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(By order of the board)
For **Rane Holdings Limited**

Chennai
May 27, 2016

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Secretary

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Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Resolution No. 5

Dr. V Sumantran holds Masters' and Ph.D. degrees in Aerospace Engineering (Princeton University & Virginia Tech) and a Master's degree in Management of Technology. He is an alumnus of the Indian Institute of Technology, Madras where he received his Bachelor's degree in Aerospace Engineering. He is a Fellow of SAE International and a Fellow of the Indian National Academy

of Engineers. Dr. Sumantran is Chairman of Celeris Technologies and an advisor to several leading Fortune-100 organizations in autos, industrial equipment, defence and aerospace. He is an adjunct Professor at MIT-MISI and a distinguished visiting professor of the Indian Institute of Technology, Madras. He is a member of the board of directors of UCAL Fuel Systems Ltd.

Dr. V Sumantran has over 30 years of experience. He has served on the Science Advisory Council of the Prime Minister of India and Scientific Advisory Committee to the Cabinet of the Indian Government. He was also member of the National Manufacturing Competitiveness Council and served as Chairman, National Defence Council of the Confederation of Indian Industry until 2013.

The knowledge and experience of Dr. V Sumantran would be immensely beneficial to the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Dr. V Sumantran would hold office up to the date of the ensuing AGM as an additional director in the category of Independent Director. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with requisite deposit proposing the candidature of Dr. V Sumantran for the office of director in the category of Independent Director under the provisions of Section 149 of the Companies Act, 2013.

Dr. V Sumantran is interested in the resolution as it relates to his own appointment. None of the other Directors and 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 in the Company, if any.

Information about Dr. V Sumantran, in accordance with Regulation 26(4) & 36(3) of SEBI LODR is furnished in corporate governance report annexed to the report of the board of directors.

The board recommends passing the resolution as set out at item no. 5 of this notice as an ordinary resolution.

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General Shareholder Information

Information about directors seeking appointment / re-appointment in this Annual General Meeting in compliance with Regulation 26(4) & 36(3) of SEBI LODR

Name of the Director	Mr. Harish Lakshman	Dr. V Sumantran
Father's Name	Mr. L Lakshman	Mr. Venkataramani
Director Identification Number (DIN)	00012602	02153989
Date of Birth	12.02.1974	27.09.1958
Educational Qualifications	B.E. - BITS Pilani, MSM - Purdue University, USA	Masters' degrees in in Aerospace Engineering and Management of Technology. Ph.D. degree in Aerospace Engineering from Princeton University & Virginia Tech., USA. He is a Fellow of SAE International and Indian National Academy of Engineers.
Experience / Expertise	Mr. Harish Lakshman has over 21 years of industrial experience and has held various positions in the areas of Marketing, Operations and Business Development Overseas. He currently spearheads the future growth plan for the Rane group.	Dr. Sumantran has over 30 years of experience and is currently the Chairman of Celeris Technologies and an advisor to several leading Fortune-100 organizations in autos, industrial equipment, defence and aerospace. He has served on the Science Advisory Council of the Prime Minister of India and Scientific Advisory Committee to the Cabinet of the Indian Government. He was also member of the National Manufacturing Competitiveness Council and served as Chairman, National Defence Council of the Confederation of Indian Industry until 2013.
Date of appointment	19.05.2004	27.05.2016
Relationship with other directors	Son of Mr. L Lakshman, Executive Chairman of the Company.	Nil
Directorships in listed entities	<p>Vice-Chairman</p> <p>Rane Engine Valve Limited</p> <p>Director</p> <p>1. Rane Holdings Limited</p> <p>2. Rane Brake Lining Limited</p> <p>3. Rane (Madras) Limited</p>	<p>Director</p> <p>Ucal Fuel Systems Limited</p> <p>Additional Director</p> <p>Rane Holdings Limited</p>

Name of the Director	Mr. Harish Lakshman	Dr. V Sumantran
Committee Memberships in listed entities	<p>Chairman – Stakeholders’ Relationship Committee</p> <p>1. Rane Holdings Limited 2. Rane Brake Lining Limited</p> <p>Member – Stakeholders’ Relationship Committee</p> <p>Rane (Madras) Limited</p> <p>Member - Nomination and Remuneration Committee</p> <p>Rane Holdings Limited</p>	<p>Member– Nomination and Remuneration Committee</p> <p>Rane Holdings Limited</p>
Number of shares held*	1,24,882	Nil

*includes joint shareholding

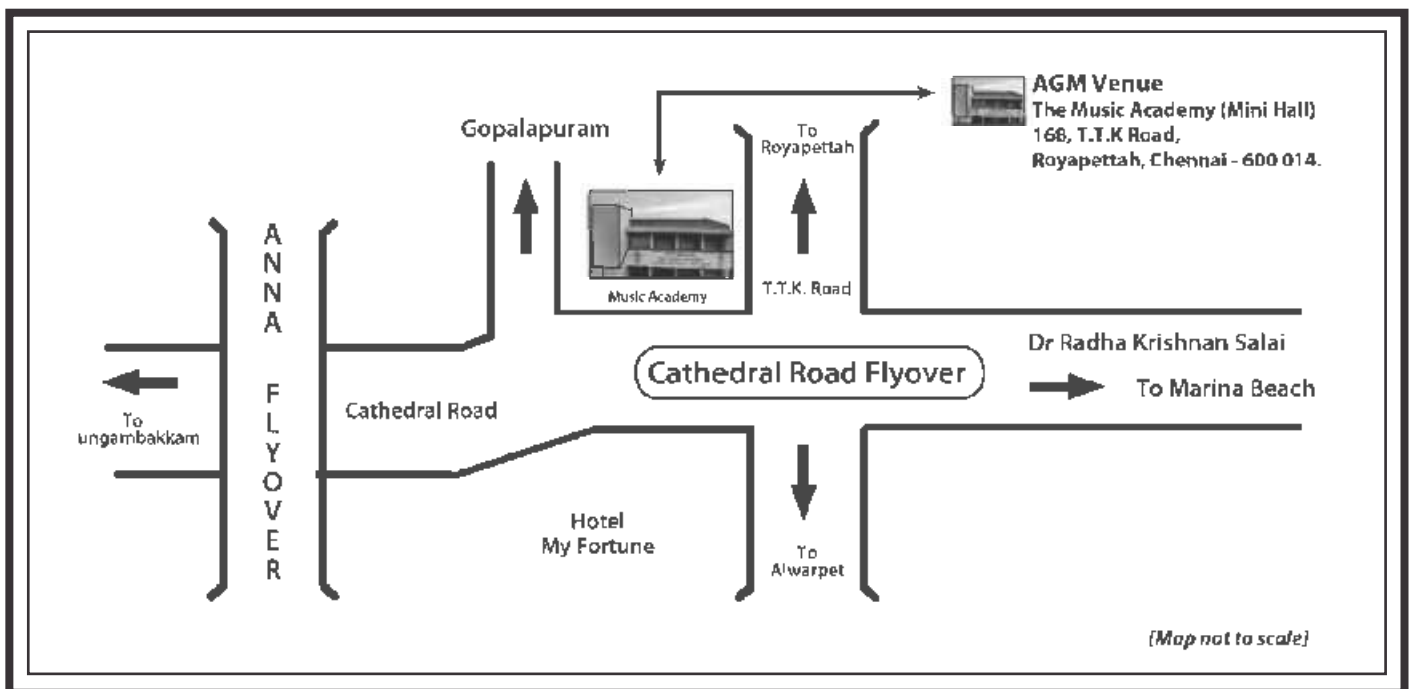
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ROUTE MAP TO AGM VENUE



(Map not to scale)