# Rane Holdings Limited



Registered Office: "Maithri", 132, Cathedral Road, Chennai-600086 Phone: 044 – 28112472/ 73, Fax: 044- 28112449 E-mail: investorservices@ranegroup.com, website: www.ranegroup.com

### **NOTICE TO MEMBERS**

**NOTICE** is hereby given that the **Eighty Second (82<sup>nd</sup>) Annual General Meeting** of **Rane Holdings Limited** is scheduled to be held at **10:15 hrs** on **Thursday, August 02, 2018,** at **The Music Academy (Mini Hall),** New No. 168, T.T.K Road, Royapettah, Chennai - 600 014, to transact the following businesses:

### **ORDINARY BUSINESS :**

- To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2018, reports of the Board of Directors and the Auditors' report thereon To consider passing the following resolution(s)
  - as an ordinary resolution:
  - (i) "Resolved that the audited financial statement of the Company for the year ended March 31, 2018 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, 2018 together with the reports of the auditors of the Company 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 ₹9/- per equity share having face value of ₹10/- each on 1,42,77,809 equity shares be and is hereby declared out of the profits of the Company for the year ended March 31, 2018 absorbing a sum of ₹15,49,14,350/- (including dividend distribution tax and cess thereon) and that the dividend be paid to those shareholders, whose names appear in the Company's Register of Members as on July 26, 2018 and the interim dividend of ₹5.50/- per equity share declared by the Board of Directors on February 06, 2018 and paid to the shareholders on February 26, 2018, be confirmed to represent a total dividend ₹14.50/per equity share of face value of ₹10/-each fully paid-up be paid out of the profits of the Company for the financial year 2017-18."

3. To appoint a director in the place of Mr. Harish Lakshman (DIN:00012602), who retires by rotation and being eligible, offers himself for re-appointment

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

"Resolved that Mr. Harish Lakshman (DIN: 00012602), who retires by rotation under article 108 and 110 of the Articles of Association of the Company and being eligible has offered himself for re-appointment, be and is hereby reappointed as a director of the Company."

### **SPECIAL BUSINESS:**

4. To appoint Mr. Rajeev Gupta (DIN: 00241501) as an Independent Director

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

"Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 and applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Rajeev Gupta (DIN: 00241501), appointed as an Additional Director of the Company in the category of Independent Director by the board of directors with effect from August 31, 2017, in terms of section 149 read with section 161 and the Articles of Association of the Company be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from August 31, 2017, upto the conclusion of the Eighty Sixth Annual General Meeting or August 01, 2022, whichever is earlier."

### 5. To re-appoint Dr. (Ms.) Sheela Bhide (DIN:01843547) as an Independent Director for a second term

To consider passing the following resolution as a **special resolution:** 

"Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act 2013 and applicable rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) the eligibility for appointment of Dr. (Ms.) Sheela Bhide (DIN: 01843547), who was appointed as an Independent Director and who holds office upto the conclusion of this Annual General Meeting and being eligible, be and is hereby re-appointed for a second term as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period five consecutive years, upto the conclusion of the Eighty Seventh Annual General Meeting or August 01, 2023, whichever is earlier."

6. To approve transactions under Section 185 of the Companies Act, 2013

To consider passing the following resolution as a **special resolution:** 

"Resolved that subject to the provisions of Section 185, 186 and such other provisions, as may be applicable, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include, unless the context otherwise required, any committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution), to give loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) up to a sum not exceeding Rs.200 crores at any point in time, in their absolute discretion deem beneficial and in the interest of the Company.

Resolved further that the Board of Directors or any committee thereof, be and are hereby authorised to do all such acts, deeds and matters including but not limited to making requisite filings with Ministry of Corporate Affairs, Reserve Bank of India, Stock Exchanges or any other statutory / regulatory bodies, in India or abroad, as the case may be, from time to time, that may be required in connection with the above resolution."

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

Date : June 07, 2018 Place : Chennai Siva Chandrasekaran Secretary

Registered Office: Rane Holdings Limited

"Maithri", 132, Cathedral Road, Chennai-600 086 CIN: L35999TN1936PLC002202 www.ranegroup.com

### NOTES :

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

- 3. 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.
- 4. Pursuant to the relevant provisions of the Companies Act 2013, dividend if any, up-to the financial year ended March 31, 2011 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 were remaining unpaid as per Company's records. Members are requested to contact the Company's Registrars and Transfer Agents (RTA), for claiming the unclaimed dividend on or after the financial year ended March 31, 2011.
- 5. The notice of the Eighty Second 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 Eighty Second AGM and the annual report 2018 will be available on the Company's website www.ranegroup.com.
- 7. Members holding shares in physical form are requested to notify any change in their addresses, bank details or e-mail address to RTA immediately at the following address:

### M/s. Integrated Registry Management Services Private Limited

SEBI Registration No. INR000000544

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) and Bank account details 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 are required to submit their PAN and Bank account details to the RTA / Company in terms of SEBI Circular dated April 20, 2018.
- 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. The share certificate(s) will be returned to the members after necessary endorsements.

- 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 obtained from the company/RTA.
- 12. Members / Proxies should bring the attendance slip duly filled in for attending the AGM.
- 13. Information pursuant to regulation 26(4), 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) (SEBI LODR) and Secretarial Standard on General Meetings (SS-2) with respect of the Directors seeking appointment/ re-appointment at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment/re-appointment.
- 14. 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 pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services.

## Members may note the following process and manner for 'remote e-voting':

- 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 polling paper shall be made available at the AGM venue 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 poll.
- 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) July 30, 2018 (09:00 hrs) and ends on (Wednesday) August 01, 2018 (17:00 hrs). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. (Thursday) July 26, 2018, 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 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, i.e. (Thursday) July 26, 2018.
- vi. 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) July 26, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company / RTA.

- vii. 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 forgot 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.
- viii. 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 thedownloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- ix. 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).
- x. A member may participate in the AGM even after exercising his right to vote through 'remote e-voting' but shall not be allowed to vote again at the AGM.
- 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 poll.
- xii. Mr. C. Ramasubramaniam, Practicing Company Secretary (ICSI Membership no. FCS 6125), Partner, M/s. CR & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the 'remote e-voting' process and voting at the AGM, 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 "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the 'remote evoting' facility.
- xiv. The Scrutinizer shall after the conclusion of voting at the general meeting, 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 favor 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.ranegroup.com 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.

### **INSTRUCTIONS FOR 'REMOTE E-VOTING'**

- 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; "RHLremote 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 Participant(s) or requesting physical copy]:
  - Initial password is provided as below / at the bottom of the Attendance Slip for the AGM:

(ii) Please follow all steps mentioned from SI. No. (ii) to SI. No. (xii) above, to cast vote.

(By order of the board) For Rane Holdings Limited Siva Chandrasekaran Secretary

Date : June 07, 2018 Place : Chennai

### Registered Office: Rane Holdings Limited

"Maithri", 132, Cathedral Road, Chennai 600-086 CIN: L35999TN1936PLC002202 www.ranegroup.com

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 Resolution No.4

The board of directors of your company, based on the recommendations of Nomination and Remuneration Committee (NRC), had co-opted Mr. Rajeev Gupta (DIN:00241501) as an Additional Director in the Independent Director category pursuant to Sections 149, 150, 152 and 161 read with other relevant provisions of the Companies effective from August 31, 2017.

Mr. Rajeev Gupta possesses a B. Tech from Banaras Hindu University, Varanasi and an MBA from IIM, Ahmedabad. He is presently the whole-time director of Arpwood Capital Private Limited, a boutique investment banking and advisory firm and director in various public limited companies viz., EIH Limited, Cosmo Films Limited, TV Today Network Limited, Vardhaman Special Steels Limited, VIP Industries Limited, United Spirits Limited, Arpwood Capital Private Limited, TVS Capital Funds Private Limited and Small Business Fincredit India Private Limited.

Mr. Rajeev Gupta is a veteran investment banker and has over 35 years of rich experience in the fields of manufacturing, investment banking and private equity. He was the CEO of Cosmo Ferrites Ltd. and was credited with having turned around the firm from financial distress. He was the Global partner of The Carlyle Group and the India Head of Asia Buyout Fund from 2005 to 2011. He has also served as the M & A Head and former Board member of DSP Merrill Lynch Ltd. In the year 2012, he had set-up an investment banking firm Arpwood Capital Limited and PE buyout business Arpwood Partners LLP in 2014.

Considering his knowledge, experience and expertise and fulfilment of the conditions for appointment as an Independent Director as specified in the Act and SEBI LODR, the Board of Directors, based on the recommendations of the NRC, recommends that the appointment of Mr. Rajeev Gupta would be beneficial to the Company.

Mr. Rajeev Gupta is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Rajeev Gupta that he meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and provisions of SEBI LODR. Other information relating to his appointment in accordance with Secretarial Standard –SS-2 and Regulation 26(4) and 36(3) of SEBI LODR is annexed to the Notice.

Copy of the draft letter for appointment of Mr. Rajeev Gupta as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company during the working hours upto the date of AGM.

Mr. Rajeev Gupta 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, if any.

The board recommends passing the resolution as set out at item no. 4 of this notice as an **ordinary resolution**.

### **Resolution No.5**

Dr. (Ms.) Sheela Bhide (DIN:01843547) joined the board of your company on November 13, 2014 and was subsequently appointed by the members as Independent Director in AGM held on August 12, 2015 for the first term of three consecutive years to hold office upto the conclusion of the Eighty Second AGM (ensuing).

Dr. (Ms.) Sheela Bhide, is a Doctorate in International Trade from the Institute of International Studies, Geneva and Master in Arts and Economics from George Mason University, USA and Master in Public Policy and Public Administration (MPA) from John F. Kennedy School of Government, Harvard University, USA and a masters degree in political science from Poona University and MBA Finance from IGNOU. She joined the Indian Administrative Service in 1973.

Dr. (Ms.) Sheela Bhide has handled several prominent positions in her 43 years long career including Chairman and Managing Director, India Trade Promotion Organisation; Ministry of Commerce, Additional Secretary and Financial Advisor; Ministry of External Affairs, Government of India, Additional Secretary and Financial Advisor; Ministry of Defence and Joint Secretary, Ministry of Corporate Affairs.

She also serves as Senior Advisor to EU-funded project on "Sustainable Development of Foundry Clusters in India" being implemented by Foundation for MSME Clusters, Delhi, Chairperson on Task Force for Fertilizers and Pharmaceuticals, Department of Public Enterprises, Government of India. She is also a Fellow of the Edward S. Mason Program in Public Policy Management in Developing Countries at the John F. Kennedy School of Government, Harvard University, USA. She has been on the Board of several Public Limited Company and Public sector undertaking.

Dr. (Ms.) Sheela Bhide is also an Independent Director on the board of Gati Ltd., Gati-Kintetsu Express Private Ltd. L&T Metro Rail (Hyderabad) Pvt. Ltd. and Suryoday Small Finance Bank Ltd.

In compliance with Schedule IV of the Act, the Board has evaluated performance of the director in terms of broad parameters like attendance, participation in meetings, sharing of relevant domain experience networking in other forums, strategic inputs and demonstration towards governance compliances.

Based on the evaluation of directors carried out during her term as Independent Director, the Nomination and Remuneration Committee of the Board has recommended the re-appointment of Dr. (Ms.) Sheela Bhide as an Independent Director for a second term as set out in the resolution.

Dr. (Ms.) Sheela Bhide is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Dr. (Ms.) Sheel Bhide that she meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and provisions of SEBI LODR.

Taking into consideration her rich knowledge, vast experience, valuable contributions in the meetings as a member of the Board / committees thereof and fulfilment of the conditions for re-appointment as an Independent Director as specified in the Act and SEBI LODR, the Board of Directors recommends that the continuance of Dr. (Ms.) Sheela Bhide would be beneficial to the Company.

Other information relating to her re-appointment in accordance with Secretarial Standard –SS-2 and Regulation 26(4) and 36(3) of SEBI LODR is annexed to the Notice.

Copy of the draft letter for appointment of Dr. (Ms.) Sheela Bhide as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company during the working hours upto the date of AGM.

Dr. (Ms.) Sheela Bhide is interested in the resolution as it relates to her 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, if any.

The board recommends passing the resolution as set out at item no. 5 of this notice as a **special resolution**.

### **Resolution No.6**

The shareholders had vide resolution passed through postal ballot notice dated May 26, 2017 consented and authorised the Board of Directors to make investments / acquisitions / give loan(s) and / or guarantee(s) / provide any security(ies), in excess of limits prescribed under Section 186 of the Companies Act, 2013 viz., 60% of the paid-up share capital, free reserves and securities premium of the Company or 100% of free reserves and securities premium of the Company, whichever is more or up to Rs.600 crore, whichever is higher. The board of directors have been judicious in acting upon the delegations by the shareholders including limits and regularly monitoring the same through proper review mechanisms.

The Company being the holding company of Rane Group is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the Rane Group. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that board of directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Rane Group. None of the directors or Key Managerial Personnel and / or their relatives is deemed to be interested or concerned financial or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The board recommends passing the resolution as set out at item no. 6 of this notice as a **special resolution**.

Date : June 07, 2018 Place : Chennai

Registered Office:

Rane Holdings Limited "Maithri", 132, Cathedral Road, Chennai 600-086 CIN: L35999TN1936PLC002202 www.ranegroup.com (By order of the board)

For Rane Holdings Limited

Siva Chandrasekaran Secretary

Annexure to the Notice dated June 07, 2018 Information about director(s) seeking appointment / re-appointment at the Annual General Meeting in compliance with Regulation 26(4), 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2) as on May 07, 2018

		Mr. Dais au Oursta	
Name of the Director	Mr. Harish Lakshman	Mr. Rajeev Gupta	Dr.(Ms) Sheela Bhide
Father's Name	Mr. L Lakshman	Mr. Bodhraj Gupta	Col. Damodar N Thakar
Director Identification Number (DIN)	00012602	00241501	01843547
Age (in years)	44	60	69
Date of Birth	February 12, 1974	March 19, 1958	June 12, 1948
Educational Qualifications	B.E. – BITS Pilani, MSM - Purdue University, USA.	B. Tech, Banaras Hindu University, Varanasi, MBA at IIM, Ahmedabad.	Ph.D. (International Trade), Masters in Economics, Masters in Public Administ- ration, MBA (Finance).
Experience	Mr. Harish Lakshman has over 23 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 Rane Group. During the year, he was designated as Vice Chair- man of the Company and Rane (Madras) Limited.	over 35 years of rich professional experience in the fields of manufacturing, investment banking and private equity.	Dr. Sheela Bhide is an IAS officer of the 1973 batch and has over 43 years o experience. During he tenure she has held key posts in various Ministries such as Commerce, Defence and External Affairs.
Date of first appointm- ent on the board	May 19, 2004	Being appointed in the 1 <sup>st</sup> term as Independent Director under Companies Act 2013, w.e.f August 31, 2017	1 <sup>st</sup> term as Independent Director under Companies Act 2013: November 13, 2014
Terms and Conditions of appointment	Re-appointment as a non- executive director, liable to retire by rotation	Proposed to be appointed as Independent Director in the first term as per resolut- ion no. 4 of the Notice conv- ening the 82 <sup>nd</sup> AGM read with explanatory statement thereto.	Proposed to be re-appoin- ted as Independent Director for a second term as per resolution no. 5 of the Notice convening the 82 <sup>nd</sup> AGM read with explanatory statement thereto.
Last drawn remuneration	Sitting fee for FY 2017-18 ₹2,10,000	Sitting fee for FY 2017-18 ₹1,35,000	Sitting fee for FY 2017-18 ₹1,90,000
Remuneration sought to be paid	No approval sought for remuneration. Eligible for sitting fee for attending meetings of the Board and Committees of which he is a member.	No approval sought for remuneration. Eligible for sitting fee for attending meetings of the Board and Committees of which he is a member.	No approval sought fo remuneration. Eligible for sitting fee fo attending meetings of the Board and Committees o which she is a member.
Relationship with other Directors/Manager/KMP	Son of Mr. L Lakshman	NIL	NIL

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### Annexure to the Notice dated June 07, 2018... Contd.

Information about director(s) seeking appointment re-appointment at the Annual General Meeting in compliance with Regulation 26(4), 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2) as on May 07, 2018

Other Directorships	Chairman	Chairman	Chairperson
	Rane t4u Private Limited Vice Chairman Rane (Madras) Limited Rane Engine Valve Limited Managing Director Rane TRW Steering Systems Private Limited Director Rane Brake Lining Limited Rane NSK Steering Systems Private Limited JMA Rane Marketing Limited Young Presidents Organisation (Chennai Chapter) Savithur Enterprises Private Limited HL Hill Station Properties Private Limited Rane Holdings America Inc.	Vardhman Special Steels Limited Whole-time Director Arpwood Capital Private Limited Director EIH Limited Cosmo Films Limited T.V. Today Network Limited V I P Industries Limited United Spirits Limited TVS Capital Funds Private Limited Small Business Fincredit India Private Limited	Suryoday Small Finance Bank Limited Director L & T Metro Rail (Hyderabad) Limited Gati-Kintetsu Express Private Limited Gati Limited
Committee	Rane Precision Die Casting Inc. Chairman – Stakeholders'	Member – Audit	Chairperson – Audit
Memberships in other Boards	Relationship Rane Brake Lining Limited Member – Stakeholders' Relationship Rane (Madras) Limited	EIH Limited Cosmo Films Limited T.V. Today Network Limited United Spirits Limited Member – Audit & Governance TVS Capital Funds Private Limited Member – Nomination & Remuneration EIH Limited Vardhman Special Steels Limited Member – Risk Management United Spirits Limited Member – Risk & Operations Management Cosmo Films Limited Member – Corporate Social Responsibility EIH Limited TVS Capital Funds Private Limited	L & T Metro Rail (Hyderabad) Limited Chairperson – Stakehold- ers' Relationship Suryoday Small Finance Bank Limited Chairperson – Nomination & Remuneration Gati-Kintetsu Express Private Limited Chairperson – Corporate Social Responsibility Gati Limited Member – Audit Suryoday Small Finance Bank Limited Member – Nomination & Remuneration Suryoday Small Finance Bank Limited L & T Metro Rai (Hyderabad) Limited Member – IT Strategy Suryoday Small Finance Bank Limited Member – Custome Service Suryoday Small Finance Bank Limited
Number of meetings of the Board attended during the year	Four (4)	Three (3)	Four (4)
Number of equity shares held (including joint holding, if any)	1,24,882	Nil	Nil



