

CR & ASSOCIATES COMPANY SECRETARIES



SCRUTINIZER REPORT

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To
The Chairman,
M/s. RANE (MADRAS) LIMITED
"Maithri", No.132, Cathedral Road,
Chennai - 600086

Dear Sir,

Sub: Scrutinizer's Report on remote e-voting for postal ballot process pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and the MCA Circulars.

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 at their meeting held on March 16, 2023, for scrutinizing postal ballot which was conducted only through electronic means in respect of the resolution contained in the Notice dated March 16, 2023, with respect to the provisions of Section 110 of the Companies Act, 2013 ("the Companies Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and in terms of the circulars issued by the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 11/2022 dated December 28, 2022 read with previous circulars in this regard (collectively referred to as "MCA Circulars") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, ("SEBI LODR") on the resolution as set-out in the notice of Postal Ballot.

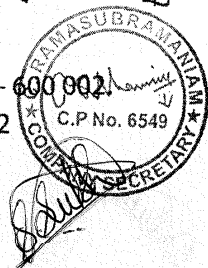
The Postal Ballot Notice dated March 16, 2023 in respect of the below mentioned resolution, as confirmed by the Company, was sent by email to those Members holding shares either in physical form or dematerialised form and whose e-mail addresses are registered with the Company/ Depositories viz. National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL"), in compliance with the MCA Circulars.

C. A. Minin

'Raji', 3B1, 3rd Floor, Gaiety Palace, No. 1L, Blackers Road, Mount Road, Chennai - 600002

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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 by the Shareholders of the Company.

The period for remote e-voting remained open from Wednesday, March 22, 2023 at 9.00 a.m. (IST) to Thursday, April 20, 2023 at 5.00 p.m. (IST) (both days inclusive) as mentioned in the Notice of Postal Ballot.

The shareholders of the Company holding shares as on the "cut-off" date of March 17, 2023, were entitled to vote on the resolution as contained in the Notice of Postal Ballot.

As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the SEBI LODR, the details pertaining to the postal ballot, the Company released an advertisement, which was published immediately on completion of dispatch of notice of Postal Ballot under clause (i) of sub-rule (4) in English "Business Standard" newspaper having countrywide circulation dated March 22, 2023 and Tamil in 'Hindu Tamizh Thisai' newspaper having circulation in Tamil Nadu dated March 22, 2023. 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.

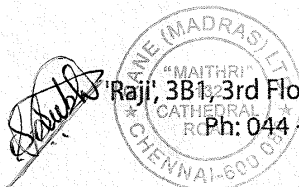
In addition to sending notice of the Postal Ballot to the shareholders through electronic mode, the Company has also made available all the documents referred to in the Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, on the Company's website viz., www.ranegroup.com to facilitate online inspection upto the last date for exercising the voting.

The communication of assent/dissent took place only through the remote-evoting system. Thus, no physical ballots were received.

After the closure of voting, the report on e-voting done through Postal Ballot and the votes cast under remote e-voting facility was unblocked by us at 05:02 P.M on April 20, 2023 in the presence of Ms. Anubala and Mr. V Panneer who are not in the employment of Company.

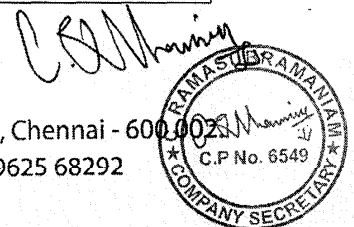
Based on the data downloaded from the official website of CDSL, we submit the report as under on the result of the remote e-voting in respect of said resolution;

Item No	Type of Resolution	Subject Matter
1	Ordinary	To approve appointment of Mr. Vikram Taranath Hosangady (DIN: 09757469) as a Non – Executive and Non – Independent Director.



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Item No.	Total valid Votes through Remote e-voting	Votes in favor		Votes against	
		No. of Votes	% of votes	No. of Votes	% of votes
1	11857185	11856796	99.9967	389	0.0033

We did not find any invalid votes.

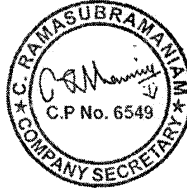
For Resolution No.1 – Ordinary Resolution

The votes cast in FAVOUR of the resolution are more than the vote cast AGAINST and the Resolution is passed as an ORDINARY RESOLUTION.

All relevant records of e-voting will remain in my safe custody until the Chairman or in his absence to any other Director of the Company authorized by the Board of Directors, who shall consider and approve 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: 20.04.2023

Place: Chennai

UDIN: F006125E000157540

Witness 1:

**S. Anubala
D/o Mr. K. Shanmugavel
No.12/35, Kannilal Layout, Nethaji Nagar,
Ernavoor, Chennai-600057.**

Witness 2:

**V. Panneer
S/o Mr. K. Veeramani
No.72, Vinayagapuram 1st Street
Arumbakkam, Chennai-600106.**

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