



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 Nineteenth (19th) Annual General Meeting of the Shareholders of M/s Rane (Madras) Limited held on Wednesday, July 26, 2023 at 14:00 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 19th Annual General Meeting of M/s. Rane (Madras) Limited held on Wednesday July 26, 2023 at 14:00 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 19th Annual General Meeting ("AGM") of M/s. Rane (Madras) Limited on Wednesday, July 26, 2023 at 14:00 Hrs (IST) through VC / OAVM.

C. Ramasubramaniam


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

The notice dated May 05, 2023, 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 General Circular No. 10/2022 dated December 28, 2022 (read with previous Circulars) and Securities and Exchange Board of India ("SEBI") vide circular dated January 05, 2023 (read with previous circulars) ("collectively referred to as applicable circulars")

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, July 23, 2023, 09:00 hrs (IST) to Tuesday, July 25, 2023, 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, July 19, 2023 were entitled to vote on the resolutions as contained in the Notice of the 19th 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 July 01, 2023 and in Tamil in "Hindu Tamizh Thisai" newspaper dated July 01, 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.




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Email: fcs.rms@gmail.com, csrms@hotmail.com

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 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 02.44 P.M on July 26, 2023 in the presence of Mr.Panneer and Mrs. Lalitha Swaminathan 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;

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, 2023, together with reports of the Board of Directors and the Auditor thereon
2	Ordinary	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
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 approve the increase in borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013					
5	Ordinary	To approve revision in terms of appointment and remuneration of Mr. Aditya Ganesh, President – LMCI and Strategy Head of SLD, a related party, under Section 188 of the Companies Act, 2013					
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	1,19,19,728	290,10	1,19,48,738	1,19,48,735	100.00	3	0.00
2	1,19,19,728	290,10	1,19,48,738	1,19,48,735	100.00	3	0.00
3	1,19,19,,728	290,10	1,19,48,738	1,19,48,735	100.00	3	0.00
4	1,19,19,,728	290,10	1,19,48738	1,19,48,735	100.00	3	0.00
5	1,19,19,728	290,10	1,19,48,738	1,19,48,735	100.00	3	0.00

We did not find any invalid votes

For Resolutions No.1, 2 & 5 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.

C. S. M.


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

CR & ASSOCIATES
COMPANY SECRETARIES
'RAJI'3B1, 3rd Floor, Gaiety Palace,
No. 1L - Blackers Road, Mount Road,
Chennai - 600 002.
GST No. 33AAHFC7595H1Z6

Date: 26.07.2023

Place: Chennai

UDIN: F006125E000681481



Witness 1:
V.Panneer
S/o K. Veeramani
No.72, Vinayagapuram 1st street
Arumbakkam, Chennai- 600106



Witness 2:
Lalitha Swaminathan
W/o K. Swaminathan
F1, Vaishali Flats, 1st Floor
No.3, Mariamman Koil Street
Kodambakkam , Chennai 600024

SUBHA
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SRIDHARAN
Digitally signed by: SUBHA
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0530

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