



## 36<sup>TH</sup> ANNUAL GENERAL MEETING

### NOTICE TO MEMBERS

Notice is hereby given that the Thirty Sixth (36<sup>th</sup>) Annual General Meeting (AGM) of ZF Rane Automotive India Private Limited (formerly known as 'Rane TRW Steering Systems Private Limited') will be held on **Friday, July 21, 2023, at 16:00 hrs, (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses:

#### ORDINARY BUSINESS

1. **To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2023, together with reports of the Board of Directors and Auditors thereon.**

To consider passing the following resolution as an ordinary resolution:

"Resolved that the Audited Financial Statement of the Company for the year ended March 31, 2023, together with the reports of the Board of Directors and the Auditors 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 dividend of ₹77/- per equity share having face value of ₹10/- each fully paid-up on 87,38,246 equity shares be and is hereby declared out of the profits of the Company for the year ended March 31, 2023, absorbing a sum of ₹67.28 crores and that the dividend be paid subject to deduction of applicable taxes at source, to those shareholders, whose names appear on the Company's register of members as on July 21, 2023."

#### SPECIAL BUSINESS

3. **To ratify remuneration of Cost Auditor for FY 2022-23.**

To consider passing the following resolution as an ordinary resolution:

"Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration of ₹82,500/- (Rupees Eighty two thousand five hundred only), excluding applicable taxes, re-imbursment of travelling and other out-of-pocket expenses incurred, to M/s. STR & Associates, Cost Accountants who were appointed as the Cost Auditors of the Company by the Board of Directors, to conduct audit of the cost records of the Company for the financial year 2022-23 be and is hereby ratified and confirmed.

Resolved further that the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

(By Order of the Board)  
For **ZF Rane Automotive India Private Limited**  
(Fka 'Rane TRW Steering Systems Private Limited')

Chennai  
May 08, 2023

**S Senthilnathan**  
Senior Vice President - Finance,  
CFO & Secretary

#### Notes:

1. The 36<sup>th</sup> AGM of the Company is being conducted through VC / OAVM Facility. Members may also note that the notice of 36<sup>th</sup> AGM and the annual report 2023 will be available on the Company's website [www.ranegroup.com](http://www.ranegroup.com). The deemed venue for the 36<sup>th</sup> AGM shall be the Registered Office of the Company. The web link for attending the thirty sixth AGM of the Company is [meet.google.com/ops-mrbp-yur](https://meet.google.com/ops-mrbp-yur).
2. In terms of Section 102(1) of the Companies Act, 2013 and Secretarial Standard - 2 on General Meetings (SS-2), an explanatory statement setting out the material facts concerning business to be transacted at the AGM is annexed and forms part of this Notice.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. **Since this AGM is being held pursuant to MCA circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**



5. Corporate members intending to authorise representatives to attend the AGM through VC / OAVM on its behalf and to vote are requested to send to the designated email ID [c.siva@ranegroup.com](mailto:c.siva@ranegroup.com), a certified copy of the board resolution authorising their representative.

6. Voting of resolution by Poll: In case, a Poll is ordered by the Chairman on any item during the meeting, the members may vote during the meeting by sending emails to the designated email ID: [l.ganesh@ranegroup.com](mailto:l.ganesh@ranegroup.com).

7. Since the AGM is held through VC / OAVM, the route map is not annexed in this notice.

(By Order of the Board)  
For **ZF Rane Automotive India Private Limited**  
(Fka 'Rane TRW Steering Systems Private Limited')

Chennai  
May 08, 2023

**S Senthilnathan**  
Senior Vice President - Finance,  
CFO & Secretary

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**EXPLANATORY STATEMENT**  
(Pursuant to Section 102 of the Companies Act, 2013)

**Item No. 3**

In accordance with the provisions of Section 148 of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of the Company.

Based on the recommendations of the Audit Committee, the Board of Directors of the Company had approved the appointment of M/s. STR & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2022-23 on a remuneration of ₹82,500/- (Rupees Eighty two thousand five hundred only) per annum excluding applicable taxes, reimbursement of all out of pocket expenses incurred, if any, in connection with the cost audit.

The remuneration of the cost auditor is required to be ratified by members in accordance to the provisions of the Act and Rule 14 of the Rules.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution. Accordingly, the Board of Directors recommend passing the ordinary resolution as set out at item no.3 of this notice for your approval.

(By Order of the Board)  
For **ZF Rane Automotive India Private Limited**  
(Fka 'Rane TRW Steering Systems Private Limited')

Chennai  
May 08, 2023

**S Senthilnathan**  
Senior Vice President - Finance,  
CFO & Secretary