

Rane (Madras) Limited



//Online Submission//

RML/SE/014/2022-23

June 29, 2022

BSE Limited Listing Centre Scrip Code: 532661	National Stock Exchange of India Limited NEAPS Symbol: RML
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Dear Sir / Madam,

Sub: Outcome of 18th Annual General Meeting held on June 29, 2022

Ref: Our letter no. RML/SE/012/2022-23 dated June 07, 2022 - Notice of AGM

We wish to inform you that the 18th Annual General Meeting (AGM) of the members of the Company was held on **Wednesday, June 29, 2022 at 10:00 hrs IST through Video Conference (VC)/ Other Audio Visual Means (OAVM).**

In this regard, we furnish the following:

1. Summary of the proceedings of the 18th AGM (**Regulation 30**) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) - *Annexure-1*
2. Voting Results of remote e-voting and e-voting at the AGM (**Regulation 44**) of SEBI LODR) - *Annexure-2*
3. Consolidated report of the Scrutinizer on remote e-voting and e-voting at the AGM dated June 29, 2022. - *Annexure-3*

The above are also being uploaded on the website of the Company www.ranegroup.com.

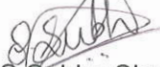
The AGM concluded at 10:35 hrs.

We request you to take the above on record and note the compliance under relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

Thanking you,

Yours faithfully.

For **Rane (Madras) Limited**


S. Subha Shree
Secretary



Encl: a/a

Summary of proceedings of Eighteenth Annual General Meeting (18th AGM)

The Eighteenth Annual General Meeting (18th AGM) of **Rane (Madras) Limited** was held on **Wednesday, June 29, 2022** through video conferencing (VC) / Other Audio Visual Means (OAVM) at **10:00 hrs.**

Mr. Siva Chandrasekaran, Authorized Person, welcomed the members to the meeting. He informed members that the 18th AGM is being conducted through video conferencing in compliance with Companies Act, 2013 (CA, 2013). He also informed that in accordance with the MCA & SEBI circulars, the notice of this AGM and Annual Report for the FY 2021-22 were sent by e-mail to all members whose e-mail IDs were available and also public notices were issued in English & Tamil newspapers. Further, he mentioned that the transcript of the proceedings of the meeting would be made available on the website of the Company. He confirmed that the members forming requisite quorum have logged-in and that the Independent Directors / Auditors have also logged in and present in the meeting. Mr. Siva Chandrasekaran handed over the proceedings to the Chairman.

Mr. L Ganesh, Chairman of the Company, chaired the meeting. Upon ascertaining that the requisite quorum was present, the Chairman called the meeting to order.

The Chairman informed that the authorizations in favour of corporate representatives have been duly received through e-mail, register of Directors & Key Managerial Personnel & their shareholding and the register of contracts or arrangements in which the Directors are interested, were open for inspection till the conclusion of the 18th AGM.

The Chairman welcomed the members and introduced the fellow members of the Board, Chairperson of the Audit Committee, Corporate Social Responsibility Committee and the Auditor(s) of the Company. The Chairman informed the members that Mr. Harish Lakshman, Chairman of Stakeholders Relationship Committee and Ms. Anita Ramachandran, Chairperson of Nomination and Remuneration Committee expressed their inability to attend the AGM due to their other professional pre-occupations and authorised respective committee members in their stead. The Chairman further informed that Ms. Anita Ramachandran was completing a second term as Independent Director effective from the conclusion of the 18th AGM and acknowledged her contributions, guidance and insights to the Board during her tenure.

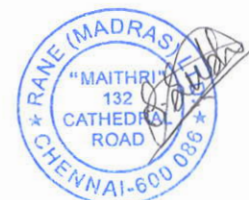
The Chairman gave an overview of the state of the industry, the performance of the various business verticals of the Company including its US Subsidiary during the financial year 2021-22 and future outlook in his remarks to the members. With the permission of the members, the notice convening the 18th AGM was taken as read. In view of unqualified reports of Statutory Auditors on the financial statements and Secretarial Auditor, they were not read.

Ordinary business:

1. Adoption of Audited Financial Statements of the Company for year ended March 31, 2022, together with reports of Board of Directors and the Auditor thereon;
2. Appointment of Director in the place of Mr. Ganesh Lakshminarayan (DIN:00012583), who retires by rotation and being eligible, offers himself for re-appointment.

Special business:

3. Approval 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. Appointment of Ms. Vasudha Sundararaman (DIN: 06609400) as an Independent Director.



The Chairman proceeded to answer queries on business operations, impact of semi-conductor shortage etc. raised by registered speaker shareholder(s).

The Chairman informed the members that in compliance with CA, 2013 (Sec. 108), that the Company had engaged CDSL to provide remote e-voting facility and e-voting at the AGM to cast vote electronically, on all resolutions set forth in the Notice convening the 18th AGM and enable members to participate in AGM electronically. The Chairman informed that remote e-voting opened on June 26, 2022 and concluded on June 28, 2022 as scheduled and members who did not exercise their vote by remote e-voting can cast their vote at the AGM. Pursuant to that, e-voting will be kept open up to the end of the meeting for 15 minutes and the meeting shall stand concluded thereafter.

The Chairman further informed that Mr. C Ramasubramaniam, Practising Company Secretary (F6125) was appointed as the Scrutinizer for the remote e-voting and e-voting at the 18th AGM.

The Chairman announced that the meeting shall stand concluded on the completion of e-voting at the AGM and the report of the scrutinizer along with the results would be declared within two working days of the conclusion of the meeting and hosted on company's website. The meeting concluded at 10:35 hrs.



Rane (Madras) Limited - 18th Annual General Meeting (AGM) Voting Results

Date of the AGM	June 29, 2022
Total number of Shareholders on record date	18,751
No. of shareholders present in the meeting either in person or through proxy:	-
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing	46
Promoters and Promoter Group:	12
Public:	34

Resolution required : Ordinary 1. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2022, together with reports of the Board of Directors and the Auditor thereon

Whether Promoter / Promoter group are interested in the agenda / resolution: No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour Polled (6)=[(4)/(2)]*100	% of Votes against Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	118,15,955	117,74,383	99.6482	117,74,383	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	8,913	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,40,399	93,424	2.1040	92,528	896	99.0409	0.9591
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		162,65,267	118,67,807	72.9641	118,66,911	896	99.9925	0.0075



Rane (Madras) Limited - 18th Annual General Meeting (AGM) Voting Results

Resolution required: Ordinary	2. To appoint a Director in the place of Mr. Ganesh Lakshminarayan (DIN:00012583), who retires by rotation and being eligible, offers himself for re-appointment							
Whether Promoter / Promoter group are interested in the agenda / resolution:	Yes							
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour Polled (6)=[(4)/(2)]*100	% of Votes against Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	118,15,955	117,74,383	99.6482	117,74,383	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	8,913	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,40,399	93,424	2.1040	92,111	1,313	98.5946	1.4054
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		162,65,267	118,67,807	72.9641	118,66,494	1,313	99.9889	0.0111



Rane (Madras) Limited - 18th Annual General Meeting (AGM) Voting Results

Resolution required: Special

3. 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

Whether Promoter / Promoter group are interested in the agenda / resolution:

Yes

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour Polled (6)=[(4)/(2)]*100	% of Votes against Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	118,15,955	117,74,383	99.6482	117,74,383	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	8,913	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,40,399	93,424	2.1040	92,111	1,313	98.5946	1.4054
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		162,65,267	118,67,807	72.9641	118,66,494	1,313	99.9889	0.0111



Rane (Madras) Limited - 18th Annual General Meeting (AGM) Voting Results

Resolution required: Special

4. To appoint Ms. Vasudha Sundararaman (DIN: 06609400) as an Independent Director

Whether Promoter / Promoter group are interested in the agenda / resolution:

No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour Polled (6)=[(4)/(2)]*100	% of Votes against Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	118,15,955	117,74,383	99.6482	117,74,383	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	8,913	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,40,399	93,424	2.1040	92,111	1,313	98.5946	1.4054
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		162,65,267	118,67,807	72.9641	118,66,494	1,313	99.9889	0.0111

For RANE (MADRAS) LIMITED



S Subha Shree
Secretary

Date: June 29, 2022

Place: Chennai

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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 Eighteenth (18th) Annual General Meeting of the Shareholders of M/s Rane (Madras) Limited held on Wednesday, June 29, 2022 at 10:00 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 18th Annual General Meeting of M/s. Rane (Madras) Limited held on Wednesday June 29, 2022 at 10:00 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 18th Annual General Meeting ("AGM") of M/s. Rane (Madras) Limited on Wednesday, June 29, 2022 at 10:00 Hrs (IST) through VC / OAVM.

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

The notice dated May 20, 2022, 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 Circular dated May 05, 2022 (read with previous Circulars) and Securities and Exchange Board of India ("SEBI") vide circular dated May 13, 2022 (read with previous circulars) ("collectively referred to as applicable circulars")



C. Ramasubramaniam

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

Ph: 044 - 2852 8292, 4260 6292, Mobile: +91 98840 68292, 99625 68292

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



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, June 26, 2022, 09:00 hrs (IST) to Tuesday, June 28, 2022, 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.

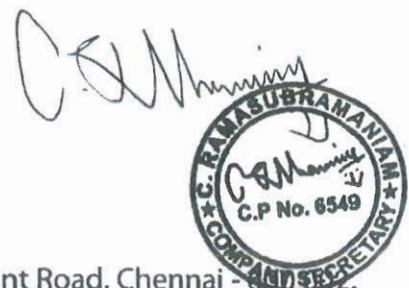
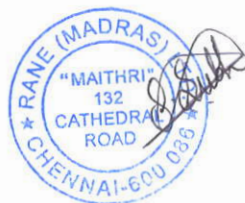
The shareholders of the Company holding shares as on the "cut-off" date of Wednesday, June 22, 2022 were entitled to vote on the resolutions as contained in the Notice of the 18th AGM

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 June 08, 2022 and in Tamil in 'Dinamani' newspaper dated June 08, 2022. 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 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 10:36 A.M on June 29, 2022 in the presence of Mr. V Paineer and Ms. Anubala 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;



'Raji', 3B1, 3rd Floor, Gaiety Palace, No. 1L, Blackers Road, Mount Road, Chennai - 600 022.

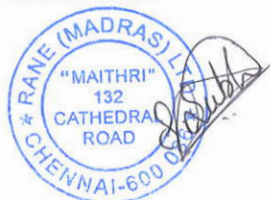
Ph: 044 - 2852 8292, 4260 6292, Mobile: +91 98840 68292, 99625 68292

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

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, 2022, together with reports of the Board of Directors and the Auditor thereon
2	Ordinary	To appoint a Director in the place of Mr. Ganesh Lakshminarayan (DIN:00012583), 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 appoint Ms. Vasudha Sundararaman (DIN: 06609400) as an Independent Director

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	11838802	29005	11867807	11866911	99.99	896	0.01
2	11838802	29005	11867807	11866494	99.99	1313	0.01
3	11838802	29005	11867807	11866494	99.99	1313	0.01
4	11838802	29005	11867807	11866494	99.99	1313	0.01

We did not find any invalid votes



For Resolutions No.1 & 2- 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.

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**

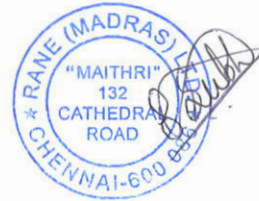


C. RAMASUBRAMANIAM

PARTNER

M. NO. 6125

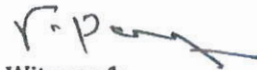
CP NO.6549



Date: 29-06-2022

Place: Chennai

UDIN: F006125D000542232



Witness 1:

V.Panneer

S/o K. Veeramani

No.72, Vinayapuram 1st street

Arumbakkam, Chennai- 600106



Witness 2:

S. Anubala

D/o K. Shanmugavel

No. 10, Perumal Koil 2nd Street

Ernavoor, Chennai- 600057

'Raji', 3B1, 3rd Floor, Gaiety Palace, No. 1L, Blackers Road, Mount Road, Chennai - 600 002.

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