

Rane (Madras) Limited



//Online Submission//

RML/SE/ 23 /2019-20

July 24, 2019

BSE Limited Listing Centre Scrip Code: 532661	National Stock Exchange of India Limited NEAPS Symbol: RML
---	--

Dear Sir / Madam,

Sub: Outcome of 15th Annual General Meeting held on July 24, 2019

Ref: Our letter no. RML/SE/14/2019-20 dated June 24, 2019 - Notice of AGM

We wish to inform you that the 15th Annual General Meeting (AGM) of the members of the Company was held on Wednesday, July 24, 2019 at The Music Academy (Mini hall), New No.168, T.T.K Road, Royapettah, Chennai - 600 014 at 10:15 hrs.

In this regard, we furnish the following:

1. Summary of the proceedings of the AGM (**Regulation 30**) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) - *Annexure-1*
2. Voting Results of remote e-voting and poll conducted at the AGM (**Regulation 44**) of SEBI LODR) - *Annexure-2*
3. Consolidated report of the Scrutinizer on remote e-voting and poll dated July 24, 2019. - *Annexure-3*

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



The AGM concluded at **11 :58** 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 Fifteenth Annual General Meeting (15th AGM)

The Fifteenth Annual General Meeting (15th AGM) of **Rane (Madras) Limited** was held on Wednesday, **July 24, 2019** at The Music Academy (Mini Hall), New No.168, T.T.K Road, Royapettah, Chennai - 600 014 at 10:15 hrs. 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 announced that 8 valid proxies representing 5,656 equity shares of Rs.10/- each, fully paid-up, were received and registered upto 48 hours before the commencement of the meeting. The Chairman informed that the proxy register, register of Directors & Key Managerial Personnel & their shareholding, register of contracts or arrangements in which the Directors are interested, are open for inspection till the conclusion of the 15th AGM.

The Chairman welcomed the members and introduced the fellow members of the Board, Chairperson of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee and the Auditor(s) of the Company.

The Chairman gave an overview of the state of the industry, the Company's performance during the financial year 2018-19 and future outlook, in his opening remarks to the members. With the permission of the members, the notice convening the 15th AGM & unqualified report of Statutory Auditor on the financial statements and Secretarial Auditor were taken as read.

The Chairman informed the members that the Company had provided the remote e-voting facility to cast vote electronically, on all resolutions set forth in the Notice convening the 15th AGM. The Chairman further informed that Mr. C Ramasubramaniam, Practising Company Secretary (FCS 6125) was appointed as the Scrutinizer for the remote e-voting and ballot paper poll process at the 15th AGM.

The Chairman provided necessary clarifications sought by members on the audited financial statements and other business to be transacted at the AGM through poll. Thereafter, the Chairman ordered poll on the following businesses set-forth in the notice, for members who did not participate in remote e-voting and were present in person / through proxies at the meeting.

Ordinary business:

1. Adoption of Audited Financial Statement of the Company for year ended March 31, 2019, together with reports of Board of Directors and the Auditor thereon;
2. Declaration of dividend on equity shares;
3. Re-appointment of Mr. Harish Lakshman (DIN:00012602) as Director, who retires by rotation and being eligible, offers himself for re-appointment;

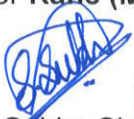


Special business:

4. Approve revision in remuneration of Mr. Aditya Ganesh, Vice President (Marketing), a related party, under Section 188 of the Companies Act, 2013; and
5. Approve under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the remuneration payable to Mr. L Ganesh (DIN:00012583), Chairman (Non-Executive Director) exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors

The Chairman announced that the meeting shall stand concluded on the completion of the poll and the report of the scrutinizer along with the results would be declared within 48 hours of the conclusion of the meeting and be hosted on company's website. The meeting concluded at 11:58 hrs.

For Rane (Madras) Limited



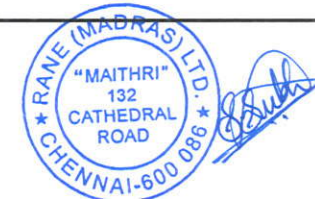
S Subha Shree
Secretary



Place: Chennai

Date: July 24, 2019

Rane (Madras) Limited - 15 th Annual General Meeting (AGM) Voting Results									
Date of the AGM		July 24, 2019							
Total number of Shareholders on record date		10,692							
No. of shareholders present in the meeting either in person or through proxy:									
Promoters and Promoter Group:		12							
Public:		1,372							
No. of Shareholders attended the meeting through Video Conferencing									
Promoters and Promoter Group:		Not applicable							
Public:		Not applicable							
Resolution required: Ordinary		1. To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2019, 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 of Votes Polled (6)=[(4)/(2)]*100	% of Votes in against of Votes Polled (7)=[(5)/(2)]*100	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	75,23,859	74,82,287	99.45	74,82,287	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	29,978	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,19,334	1,19,352	2.70	1,19,351	1	100.00	0.00	-
	Poll		655	0.01	493	52	75.27	7.94	110
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Total		1,19,73,171	76,02,294	63.49	76,02,131	53	99.99	0.01	110
Note: Two poll papers representing 110 shares were considered as invalid									



21

Rane (Madras) Limited - 15th Annual General Meeting (AGM) Voting Results

Resolution required: Ordinary	2. To declare dividend on equity shares								
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 of Votes Polled (6)=[(4)/(2)]*100	% of Votes in against of Votes Polled (7)=[(5)/(2)]*100	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	75,23,859	74,82,287	99.45	74,82,287	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	29,978	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,19,334	1,19,377	2.70	1,19,276	101	99.92	0.08	-
	Poll		655	0.01	493	52	75.27	7.94	110
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Total		1,19,73,171	76,02,319	63.49	76,02,056	153	99.98	0.02	110

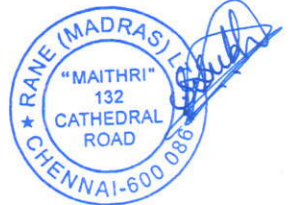
Note: Two poll papers representing 110 shares were considered as invalid



Rane (Madras) Limited - 15th Annual General Meeting (AGM) Voting Results

Resolution required: Ordinary	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								
Whether Promoter / Promoter group are interested in the agenda / resolution:	Yes - Mr. Harish Lakshman being promoter is interested in this resolution, as it relates to his own appointment. Mr. L Lakshman being his relative is also deemed interested								
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 of Votes Polled (6)=[(4)/(2)]*100	% of Votes in againstof Votes Polled (7)=[(5)/(2)]*100	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	75,23,859	74,82,287	99.45	74,82,287	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	29,978	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	-	
Public - Non Institutions	E-Voting	44,19,334	1,19,377	2.70	1,18,671	706	99.41	0.59	-
	Poll		655	0.01	493	52	75.27	7.94	110
	Postal Ballot (if applicable)		-	-	-	-	-	-	
Total		1,19,73,171	76,02,319	63.49	76,01,451	758	99.99	0.01	110

Note: Two poll papers representing 110 shares were considered as invalid



Rane (Madras) Limited - 15th Annual General Meeting (AGM) Voting Results

Resolution required: Ordinary	4. To approve revision in remuneration of Mr. Aditya Ganesh, Vice President (Marketing), a related party, under Section 188 of the Companies Act, 2013								
Whether Promoter / Promoter group are interested in the agenda / resolution:	Yes - Mr. Aditya Ganesh being promoter is interested in this resolution, as it relates to his remuneration. Mr. L Ganesh being his relative is also deemed interested.								
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 of Votes Polled (6)=[(4)/(2)]*100	% of Votes in againstof Votes Polled (7)=[(5)/(2)]*100	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	75,23,859	74,82,287	99.45	74,82,287	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	29,978	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,19,334	1,19,377	2.70	1,18,640	737	99.38	0.62	-
	Poll		655	0.01	493	52	75.27	7.94	110
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Total		1,19,73,171	76,02,319	63.49	76,01,420	789	99.99	0.01	110

Note: Two poll papers representing 110 shares were considered as invalid



Rane (Madras) Limited - 15th Annual General Meeting (AGM) Voting Results

Resolution required: Special	5. To approve under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to Mr. L Ganesh (DIN:00012583), Chairman (Non-Executive Director) exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors								
Whether Promoter / Promoter group are interested in the agenda	Yes - Mr. L Ganesh being promoter is interested in this resolution, as it relates to his remuneration. Mr. L Lakshman being his relative is also deemed interested.								
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour of Votes	% of Votes in againstof Votes	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	75,23,859	74,82,287	99.45	74,82,287	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	29,978	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,19,334	1,19,352	2.70	1,18,637	715	99.40	0.60	-
	Poll		655	0.01	493	52	75.27	7.94	110
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Total		1,19,73,171	76,02,294	63.49	76,01,417	767	99.99	0.01	110

Note: Two poll papers representing 110 shares were considered as invalid

Date: July 24, 2019
Place: Chennai

For Rane (Madras) Limited



S Subha Shree
Secretary



CR & ASSOCIATES COMPANY SECRETARIES

CONSOLIDATED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR M/s. RANE (MADRAS) LIMITED

To,
The Chairman,
Fifteenth (15th) Annual General Meeting of Rane (Madras) Limited
"MAITHRI", 132, Cathedral Road,
Chennai - 600086

Sub: Passing of resolution through electronic AND poll conducted at the Fifteenth (15th) AGM of Rane (Madras) Limited held on Wednesday, July 24, 2019

The Board of Directors of the Company, at its meeting held on May 23, 2019 had appointed us as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The e-voting was held between Sunday, July 21, 2019 (09:00 A.M IST) to Tuesday, July 23, 2019 (05:00 P.M IST) and the poll was conducted on Annual General Meeting of the Company held on Wednesday, July 24, 2019.

The Company had appointed National Securities Depository Limited.,(NSDL) as the Service Provider, for extending the Facility of electronic voting to the shareholders of the Company from Sunday, July 21, 2019 (09:00 A.M IST) to Tuesday, July 23, 2019 (05:00 P.M IST). The remote e-voting results were unblocked at 12.20 P.M IST by me after the completion of Fifteenth (15th) Annual General Meeting in the presence of two witnesses not in the employment of the Company. For further details, refer our Scrutinizer's report dated 24.07.2019 attached herewith.

At the Fifteenth (15th) Annual General Meeting of the Company held on Wednesday, July 24, 2019, the Chairman of the Company had suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

The result of the E-voting together with that of the Poll is as under:

Item No.1: To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2019, together with reports of the Board of Directors and the Auditor thereon.

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	7601639	100	7601638	99.999	1	0.001	0	0.000
Poll	655	100	493	75.267	52	7.939	110	16.794
TOTAL	7602294	100	7602131	99.999	53	0.000	110	0.001

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

For CR & ASSOCIATES

C. Anand
Partner.

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

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

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



Item No.2: To declare dividend on equity shares

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	7601664	100	7601563	99.999	101	0.001	0	0.000
Poll	655	100	493	75.267	52	7.939	110	16.794
TOTAL	7602319	100	7602056	99.997	153	0.002	110	0.001

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

Item No.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

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	7601664	100	7600958	99.991	706	0.009	0	0.000
Poll	655	100	493	75.267	52	7.939	110	16.794
TOTAL	7602319	100	7601451	99.989	758	0.010	110	0.001

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

SPECIAL BUSINESS

Item No.4: To approve revision in remuneration of Mr. Aditya Ganesh, Vice President (Marketing), a related party, under Section 188 of the Companies Act, 2013

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	7601664	100	7600927	99.990	737	0.010	0	0.000
Poll	655	100	493	75.267	52	7.939	110	16.794
TOTAL	7602319	100	7601420	99.988	789	0.011	110	0.001

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

For CR & ASSOCIATES

C. S. M. M. M.
Partner.

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

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

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



Item No.5: To approve under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to Mr. L Ganesh (DIN: 00012583), Chairman (Non-Executive Director) exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	7601639	100	7600924	99.991	715	0.009	0	0.000
Poll	655	100	493	75.267	52	7.939	110	16.794
TOTAL	7602294	100	7601417	99.988	767	0.011	110	0.001

The votes cast in FAVOUR of the resolution are three times more than the votes cast AGAINST and the Resolution is passed as a SPECIAL RESOLUTION.

We hereby confirm that, we are maintaining the Registers received from the Registrar and Share Transfer Agent electronically, in respect of the votes cast through E-Voting and Poll by the shareholders of the Company, which will be handed over to the Chairman/Company Secretary of the company along with this report.

**FOR CR & ASSOCIATES
COMPANY SECRETARIES**



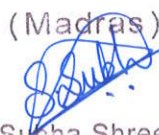
**C. RAMASUBRAMANIAM
PARTNER
M. NO. 6125 CP NO.6549**

**Place: Chennai
Date: 24.07.2019**

CERTIFIED TRUE COPY

**CR & ASSOCIATES
COMPANY SECRETARIES
"RAJI"3B1, 3rd Floor, Gaiety Palace,
No. 1L - Blackers Road, Mount Road,
Chennai - 600 002.
GST No. 33AAHFC7595H126**

For Rane (Madras) Limited


S Sucha Shree
Secretary

