

Registered Office:

"Maithri", No. 132,
Cathedral Road,
Chennai - 600 086,
India

CIN: L65993TN2004PLC052856

Tel: 91 44 2811 2472

Fax: 91 44 2811 2449

URL: www.ranegroup.com

**Rane (Madras) Limited**

//Online submission//

RML/SE/18/2021-22

June 25, 2021

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

Sub: Notice of the 17th Annual General Meeting & 17th Annual Report FY 2020-21 - Regulation 34 SEBI LODR

The **Seventeenth Annual General Meeting** (17th AGM) is scheduled to be held on **Tuesday, July 20, 2021 at 15:00 hrs IST** through **Video Conference (VC) / Other Audio Visual Means (OAVM)**. In terms of regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) the copy of 17th Annual Report along with the Notice of the 17th AGM dated May 21, 2021 being sent to the shareholders of the Company, is enclosed herewith and the same is also available on the website of the Company at www.ranegroup.com.

The Company has engaged Central Depository Services (India) Limited ("CDSL") for providing E-voting services and VC/OAVM facility for this AGM. Details of e-voting are as follows:

Cut-off date for determining eligibility for the remote e-voting & e-voting at the AGM	July 13, 2021 (Tuesday)
e-Voting start date and time	July 17, 2021 (Saturday) and 09:00 hrs IST
e-Voting end date and time	July 19, 2021 (Monday) and 17:00 hrs IST

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

Thanking you.

For **Rane (Madras) Limited**

S Subha Shree
Secretary

Encl.: a/a

Rane (Madras) Limited

CIN: L65993TN2004PLC052856

Registered Office: "Maithri", No. 132, Cathedral Road, Chennai - 600 086

Phone: 044-28112472/73

E-mail: investorservices@ranegroup.com, website: www.ranegroup.com

NOTICE TO MEMBERS

NOTICE is hereby given that the **Seventeenth (17th) Annual General Meeting of Rane (Madras) Limited** will be held on, **Tuesday, July 20, 2021 at 15:00 hrs (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2021, together with reports of the Board of Directors and the Auditor thereon

To consider passing the following resolution(s) as an **ordinary resolution**:

- (i) "Resolved that the Standalone Audited Financial Statement of the Company for the year ended March 31, 2021 together with the reports of the Board of Directors and the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted."
- (ii) "Resolved that the Consolidated Audited Financial Statement of the Company for the year ended March 31, 2021 together with the reports of the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted."

2. 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

To consider passing the following as an **ordinary resolution**:

"Resolved that Mr. Harish Lakshman (DIN: 00012602), who retires by rotation under article 117 and 119 of the Articles of Association of the Company and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company".

SPECIAL BUSINESS:

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

To consider passing the following resolution as a **special resolution**:

"Resolved that annual approval in terms of the provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) (including any statutory modifications or re-enactment

thereof) be and is hereby accorded for remuneration payable by way of Commission not exceeding 2% of the net profits to Mr. Ganesh Lakshminarayan, (DIN:00012583) Chairman, for the financial year ended March 31, 2021, exceeding 50% (fifty percent) of the total annual remuneration paid/payable to all the Non-Executive Directors of the Company for the said financial year ended March 31, 2021.

Resolved further that Board of Directors of the Company be and is hereby authorized to determine matters, from time to time, in connection with the payment and distribution of commission to Mr. Ganesh Lakshminarayan, in such proportion and in such manner as may be necessary, proper and expedient to give effect to approval(s) accorded by the members."

4. To approve payment of commission to Mr. Ganesh Lakshminarayan (DIN: 00012583), Chairman and Non-Executive Director for a period of three years

To consider passing the following resolution as a **special resolution**:

"Resolved that pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013 (the 'Act'), the rules made thereunder read with Schedule V to the Act and such other approvals, permissions and sanctions, as may be required, approval of the Company be and is hereby accorded for payment of remuneration by way of commission to Mr. Ganesh Lakshminarayan (DIN: 00012583), Chairman, not exceeding two percent (2%) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, for a period of three financial years from April 1, 2021 to March 31, 2024.

Resolved further that in the event of there being inadequacy or absence of profits in any financial years, he will be paid ₹71,00,000 in terms of PART II of Schedule V to the Companies Act, 2013 including any amendments thereto or such other limits as may be prescribed from time to time as minimum remuneration.

Resolved further that annual approval in terms of the provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) (including any

statutory modifications or re-enactment thereof) be and is hereby accorded for payment of remuneration by way of Commission not exceeding 2% of the net profits to Mr. Ganesh Lakshminarayan, Chairman, for the financial year ending March 31, 2022, exceeding 50% (fifty percent) of the total annual remuneration payable to all the Non-Executive Directors of the Company for the said financial year ending on March 31, 2022.

Resolved further that Board of Directors of the Company be and are hereby authorized to determine matters, from time to time, in connection with the payment and distribution of commission to Mr. Ganesh Lakshminarayan, in such proportion and in such manner as may be necessary, proper and expedient to give effect to approval(s) accorded by the members."

5. To re-appoint Mr. Pradip Kumar Bishnoi (DIN: 00732640) as an Independent Director for a second term.

To consider passing the following resolution as a special resolution:

"Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Pradip Kumar Bishnoi (DIN: 00732640) who was appointed as an Independent Director and who holds office upto the conclusion of this Annual General Meeting and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years with effect from July 20, 2021, upto July 19, 2026."

6. To appoint Mr. S Sandilya (DIN: 00037542) as an Independent Director

To consider passing the following resolution as an ordinary resolution:

"Resolved that pursuant to Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. S Sandilya (DIN: 00037542), who was appointed as an Additional Director of the Company, in the category of Independent Director by the Board of Directors with effect from May 21, 2021, pursuant to Section 161 of the Act and the Articles of Association of the Company, in the category of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a consecutive period of two years i.e. with effect from May 21, 2021 up to May 20, 2023."

7. To appoint Mr. Ramesh Rajan Natarajan (DIN: 01628318) as an Independent Director

To consider passing the following resolution as an

ordinary resolution:

"Resolved that pursuant to Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ramesh Rajan Natarajan (DIN: 01628318), who was appointed as an Additional Director of the Company, in the category of Independent Director, by the Board of Directors with effect from May 21, 2021, pursuant to Section 161 of the Act and the Articles of Association of the Company, in the category of Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a consecutive period of five years i.e. with effect from May 21, 2021 up to May 20, 2026."

(By order of the Board)
For Rane (Madras) Limited

Chennai
May 21, 2021

S Subha Shree
Secretary

Registered Office:
Rane (Madras) Limited
"Maithri", No. 132, Cathedral Road,
Chennai - 600 086
CIN: L65993TN2004PLC052856
www.ranegroup.com

NOTES:

- In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated January 13, 2021 (read with previous circulars) in this regard and Securities and Exchange Board of India ("SEBI") vide circular dated January 15, 2021 (read with previous circulars) in this regard permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM, without the physical presence of the members at a common venue. The deemed venue for the 17th AGM shall be the Registered Office of the Company. The Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means i.e., remote e-voting and voting at the AGM.
- In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard 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.
- 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 the 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.**

4. Corporate members intending to send their authorised representatives to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting are requested to send to the Company a certified copy of the board resolution authorising their representative to the registered email address of the Company i.e., investorservices@ranegroup.com.
5. The cut-off date for the purpose of determining eligibility of members for voting in connection with the Seventeenth AGM has been fixed as **Tuesday, July 13, 2021**.
6. Pursuant to the relevant provisions of the Companies Act, 2013, dividend, which remained unclaimed/unpaid for a period of seven years from the date they became due for payment are required to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such dividend are also liable to be transferred to the demat account of the IEPF Authority.
7. Members may also note that the notice of the Seventeenth AGM and the annual report 2021 will be available in the Investors Section on the Company's website www.ranegroup.com.
8. Listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as National Automated Clearing House (NACH), National Electronic Fund Transfer (NEFT), Real Time Gross Settlement (RTGS) for making payments like dividend to the shareholders, in terms of Schedule I of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). Accordingly, shareholders holding securities in demat mode are requested to update their bank details with their depository participants. Shareholders holding securities in physical form may send a request updating their bank details to the company's Registrar and Transfer Agent.
9. Members holding shares in dematerialized form are requested to notify any change in their addresses, bank details or e-mail address with their respective DP and those holding shares in physical form are requested to notify the RTA at the following address:

**M/s. Integrated Registry Management Services
Private Limited**

SEBI Registration No. INR000000544
2nd Floor, "Kences Towers", No.1, Ramakrishna Street,
North Usman Road, T Nagar, Chennai - 600 017
e-mail ID: corpseiv@integratedindia.in
Phone: 044 2814 0801-803;

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities

market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective DP. Further, in terms of SEBI circular dated April 20, 2018, the Company has sent reminder letters to individual shareholders for updating the details of PAN and Bank account details of persons holding shares in physical form with the Company's RTA.

11. Effective April 1, 2019, SEBI has disallowed listed companies from accepting requests for transfer of securities held in physical form, by amending the SEBI LODR. Members will need to convert shares held in physical form to demat for effecting any transfer. Only requests for transmission and transposition will be accepted by the Company/RTA.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the RTA, for consolidation into a single folio. The share certificate(s) will be returned to the members after necessary endorsements.
13. Members holding shares in single name and physical form are advised to make nomination or change nomination in respect of their shareholding in the Company in the prescribed form to the RTA. The nomination form(s) can also be downloaded from the Company's website www.ranegroup.com.
14. In compliance with the aforementioned MCA Circulars and SEBI Circular dated January 13, 2021 & 15, 2021 (read with previous circulars), Notice of the AGM along with the Annual Report 2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021 will also be available on the Company's website www.ranegroup.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL www.evotingindia.com.
15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. Information pursuant to regulations 36(3) of SEBI LODR and Secretarial Standard on General Meeting (SS-2) with respect of the Directors seeking appointment / re-appointment, as the case may be, at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
17. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write well in advance to the Company on investorservices@ranegroup.com.
18. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.
19. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (including

amendments thereto) and SEBI LODR, the Company is pleased to provide members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services.

- i. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") and voting at the AGM will be provided by Central Depository Services (India) Limited (CDSL e-Voting System).
- ii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of 'remote e-voting' or voting at the AGM.
- iii. The 'remote e-voting' period commences on **Saturday, July 17, 2021 (09:00hrs)** and ends on **Monday, July 19, 2021 (17:00hrs)**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Tuesday, July 13, 2021**, may cast their vote by 'remote e-voting'. The 'remote e-voting' module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iv. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., **Tuesday, July 13, 2021**.

Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, July 13, 2021, may obtain

the login ID and password by sending a request to the Company / RTA.

- v. Mr. C Ramasubramaniam, Practicing Company Secretary (ICSI Membership no. FCS 6125), Partner, M/s. CR & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the 'remote e-voting' process and voting at the AGM, in a fair and transparent manner.
- vi. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.ranegroup.com and on the website of CDSL www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed.

The Instructions of Shareholders for Remote e-Voting are as Under:

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) In order to encourage public/ non-institutional/retail shareholders SEBI has vide Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-voting facility provided by listed companies, enabled Individual shareholders holding securities in demat mode to vote through their demat account maintained with their respective Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/ NSDL** is given below:

CDSL	NSDL
<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user ID and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

CDSL	NSDL
<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

(iv) Login method for e-Voting and joining virtual meeting

	For Shareholders holding shares in Demat Form other than individual and Physical Form
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on 'EVSN' for RANE (MADRAS) LIMITED.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) **Additional facility for Non - Individual Shareholders and Custodians -Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investorservices@ranegroup.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for shareholders attending the AGM through VC/OAVM & e-voting during meeting are as under:

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due

to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email ID, mobile number at investorservices@ranegroup.com. From July 12, 2021 (09:00 hrs IST) to July 16, 2021 (17:00 hrs IST). The shareholders who do not wish to speak during the AGM but have queries may send their queries in above mentioned time period mentioning their name, demat account number/folio number, email id, mobile number at investorservices@ranegroup.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Process for those shareholders whose E-mail / mobile no. are not registered with the Company/depositories

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company's Email ID investorservices@ranegroup.com or to RTA email ID srirams@integratedindia.com.
2. For Demat shareholders - Please update your email ID & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh

Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

(By order of the Board)
For **Rane (Madras) Limited**

Chennai
May 21, 2021

S Subha Shree
Secretary

Registered Office:

Rane (Madras) Limited

"Maithri", No. 132, Cathedral Road,
Chennai - 600 086

CIN: L65993TN2004PLC052856

www.ranegroup.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3

The members of the Company at the Fourteenth Annual General Meeting of the Company held on July 25, 2018, had approved payment of commission to Mr. L Ganesh, Chairman, a sum not exceeding 2% of the annual net profits of the Company, for a period of 3 years with effect from April 1, 2018 to March 31, 2021. This was approved by members with 99.99% of votes cast in favour of the resolution.

In terms of Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) as amended by SEBI LODR (Amendment) Regulations, 2018, effective from April 1, 2019, approval of shareholders by way of special resolution is required to be obtained every year in when the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration paid/payable to all Non-Executive Directors.

For the financial year ended March 31, 2021, Mr. L Ganesh is entitled to receive a commission of ₹38,94,127/-, being 2% (approx.) of the net profits calculated in accordance with Section 198 of the Companies Act, 2013. The said commission, together with sitting fees exceeds 50% (fifty percent) of the total annual remuneration paid to all the Non-Executive Directors of the Company for the said financial year.

In order to comply with requirements under Regulation 17(6)(ca) of SEBI LODR, approval of the members is being sought by way of a special resolution, as set out in item no.3 of this notice.

Mr. L Ganesh is concerned or interested in the resolution. Mr. L Lakshman being his relative, is deemed to be interested in the resolution. None of the other Directors and Key

Managerial Personnel (KMP) of the Company and their relatives is concerned or interested, financial or otherwise, in the above resolutions except to the extent of their shareholding, if any, in the Company.

The Board recommends passing the resolution as set out at item no. 3 of this notice as a **special resolution**.

Item No. 4

At the Fourteenth Annual General Meeting of the Company held on July 25, 2018, the shareholders had approved payment of commission to Mr. L Ganesh, Chairman, not exceeding 2% of the net profits of the Company for a period of 3 years with effect from April 1, 2018 to March 31, 2021.

Mr. L Ganesh is a Chartered Accountant and also holds an MBA from the Pennsylvania State University, USA. He has over 45 years of industrial experience in overall management of the companies.

He has held several positions of high responsibilities with various industry forums and had been the President of Automotive Component Manufacturers Association of India and Chairman of Confederation of Indian Industry, Southern Region. He is an Honorary Consul for New Zealand in South India.

The Board of Directors after considering his qualification, experience, expertise and taking into consideration the recommendations of Nomination and Remuneration Committee, has approved payment of commission to Mr. L Ganesh for a period of 3 years with effect from April 01, 2021 to March 31, 2024

Approval of the shareholders is also being sought under Regulation 17(6)(ca) of SEBI LODR as the annual remuneration

(ii) Information about the appointee:

Name of the Director	Mr. Ganesh Lakshminarayan
DIN	00012583
Father's Name	Mr. L L Narayan
Date of Birth	March 18, 1954
Educational Qualifications	B.Com., ACA, MBA
Date of Appointment	June 18, 2007
Experience	Mr. L Ganesh is a Chartered Accountant and also holds a MBA from the Pennsylvania State University, USA. He has over 45 years of industrial experience in and overall management of the companies. He has held several positions of high responsibilities with various industry forums and had been the President of Automotive Component Manufacturers Association of India and Chairman of Confederation of Indian Industry, Southern Region. He is an Honorary Consul for New Zealand in South India.
Past Remuneration	Remuneration for FY 2019-20 was ₹29,70,538/-. Remuneration of ₹38,94,127/- for FY 2020-21 is subject to approval of the members at this 17 th AGM vide item no. 3 of this notice.
Recognition / Awards	Mr. L Ganesh, has served as President of Automotive Components Manufacturers Association & Madras Management Association and Southern Regional Chairman of Confederation of Indian Industries (CII).
Job Profile and his suitability	Overall management of Rane Group. Given his qualification and experience, Mr. L Ganesh is considered well suited for the position.
Remuneration Proposed	As detailed in the resolution. The proposed remuneration is commensurate with the responsibilities and is in line with the remuneration practices in the auto component industry.

payable to Mr. L Ganesh, together with sitting fees which is likely to exceed 50% (fifty percent) of the total annual remuneration payable to all the Non-Executive Directors of the Company during the financial year ending March 31, 2022.

Details as required under the Schedule V to the Companies Act, 2013:

I. General information:

The Company is the leading auto component group based out of Chennai. RML has two divisions namely Steering and Linkages Division (SLD) and Light Metal Castings (LMC). SLD manufactures mechanical steering gears, hydrostatic steering systems and steering and suspension linkage products. LMC manufactures low porosity, high-quality aluminium die-castings such as steering housings and engine case covers. Through its overseas subsidiary, Rane Light Metal Castings Inc., America (LMCA) (Formerly Rane Precision Die Casting Inc. (RPDC)), RML manufactures high pressure aluminum die casting components from its facility in Kentucky, USA. The Company has diverse presence in both domestic and international market. The financial performance of the Company for the year ended March 31, 2021 is given below:

Particulars for 2020-21	₹ In Crores
Sales & Operating Revenue	1147.15
Profit Before Tax	(45.04)
Provision for Tax (net tax expense)	5.65
Profit After Tax	(50.69)

Name of the Director	Mr. Ganesh Lakshminarayan
Comparative remuneration profile with respect to the industry	Commission not exceeding 2% of the net profits of the Company subject to a minimum remuneration of ₹71,00,000 in the event of loss or inadequacy of profits in any financial years. The proposed remuneration package is in line with the prevailing remuneration package in the industry, size of the Company and profile of the position.
Pecuniary Relationship and relationship with the managerial personnel	Apart from receiving remuneration including sitting fees and corporate benefits as a shareholder of the Company, he has no other pecuniary relationship. Mr. L Ganesh is not related to any other managerial personnel of the Company.
Other Directorships	Chairman Rane Brake Lining Limited Rane Engine Valve Limited Rane Holdings Limited (MD) Rane TRW Steering Systems Private Limited Rane NSK Steering Systems Private Limited Chennai Willingdon Corporate Foundation Chennai Heritage Foundation Independent Director EIH Limited EIH Associated Hotels Limited Sundaram Finance Limited
Committee Memberships	Member - Audit Committee Rane Brake Lining Limited Rane Holdings Limited EIH Associated Hotels Limited EIH Limited Chairman- Audit Committee Rane TRW Steering Systems Private Limited Rane NSK Steering Systems Private Limited Member - Stakeholders' Relationship Committee Rane Engine Valve Limited Rane Holdings Limited Rane Brake Lining Limited Member - Nomination and Remuneration Committee Rane Brake Lining Limited Chairman- Nomination and Remuneration Committee EIH Limited Member -Corporate Social Responsibility Committee Rane Holdings Limited Rane Engine Valve Limited Rane Brake Lining Limited Rane TRW Steering Systems Private Limited Rane NSK Steering Systems Private Limited Member - Risk Management Committee EIH Limited

(iii) **Other Information:**

Reasons for loss or inadequacy of profits - Covid-19 has impacted capacity utilisation. The lower demand, increase inputs cost, delay in economic recovery coupled with impairment of investments in subsidiaries has impacted the company.

Steps taken or proposed to be taken for improvement - The Company has taken steps to optimize the resources, productivity improvement, sustaining efficiency levels and significant cost saving projects were executed.

Expected increase in productivity and profit in measurable terms - Pursuit of initiatives and improvement in R&D facilities is expected to increase product performance requirements and support new product development. New export businesses is expected to drive growth especially in the domestic light metal casting business is diversifying its portfolio by pursuing both new OEMs and new product segments.

Other information: Pursuant to Companies (Amendment) Act, 2020 effective from March 18,

2021, the minimum remuneration proposed to be paid to Mr. L Ganesh, in the event of there being loss or inadequacy of profits, under Schedule V has been fixed on the basis of the average commission paid to him during the last three financial years.

(iv) Other Disclosures:

The Company has not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2020-21. Mr. L Ganesh satisfies the conditions laid down in Schedule V to the Companies Act, 2013. He holds 839 equity shares of the Company (including joint holdings).

Mr. L Ganesh is interested in the resolution as it relates to his own remuneration Mr. L Lakshman, being his relative, is deemed to be interested in the resolution. None of the other Directors and Key Managerial Personnel (KMP) of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends passing the resolution as set out at item no. 4 of this notice as a **special resolution**.

Item No. 5

Mr. Pradip Kumar Bishnoi joined the Board of your Company on October 24, 2016 and was appointed by the shareholders as an Independent Director in first term for a period of five years commencing with effect from October 24, 2016 till the conclusion of this Seventeenth AGM. It is proposed to re-appoint him as an Independent Director in second term for a period of five years from conclusion of the ensuing 17th AGM till conclusion of the 22nd AGM or July 19, 2026, whichever is earlier.

Mr. Pradip Kumar Bishnoi holds MBA from Indian Institute of Management, Ahmedabad and has several years of experience.

He was the former Member of Petroleum & Natural Gas Regulatory Board. He also currently serves as an Independent Director on the Board of Avadh Sugar and Energy Limited. He has over 42 years of experience and insights into the industries of steel, natural gas, industrial packaging, lubricants, etc.

In compliance with Schedule IV of the Act, the Board has evaluated performance of the director in terms of broad parameters like attendance and participation in meetings, sharing of relevant domain experience, networking in other forums, strategic inputs and demonstration towards governance compliances.

Based on the evaluation of directors carried out during his first term as an Independent Director, the Nomination and Remuneration Committee (NRC) of the Board has recommended the re-appointment of Mr. Pradip Kumar Bishnoi, being eligible, as an Independent Director for a second term of five consecutive years i.e. with effect from July 20, 2021 upto July 19, 2026.

Mr. Pradip Kumar Bishnoi is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Pradip Kumar Bishnoi that he meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and regulations of SEBI LODR, has registered with the Independent Director databank maintained by Indian Institute of Corporate Affairs (IICA) and is exempted from the requisite proficiency test.

Taking into consideration the knowledge, rich experience, contributions in the meetings as a member of the Board / committees thereof and fulfilment of the conditions for re-appointment as an independent director as specified in the Act and SEBI LODR, the Board of Directors recommends that the continuance of Mr. Pradip Kumar Bishnoi would be beneficial to the Company.

Other information relating to his re-appointment in accordance with Secretarial Standard – SS-2 and Regulation 36(3) of SEBI LODR is annexed to the Notice. Copy of the draft letter of re-appointment of Mr. Pradip Kumar Bishnoi as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company.

Mr. Pradip Kumar Bishnoi is interested in the resolution as it relates to his own appointment. None of the other Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends passing the resolution as set out at item no.5 of this notice as a **special resolution**.

Item No. 6

The Board of Directors had based on recommendations of the NRC of the Board appointed Mr. S Sandilya (DIN: 00037542) as an Additional Director (Independent category) pursuant to Sections 149, 150, 152 and 161 read with other relevant provisions of the Companies Act, 2013 (the 'Act'), effective from May 21, 2021, upto the date of the ensuing Seventeenth Annual General Meeting.

Mr. S Sandilya holds an MBA Degree from Indian Institute of Management, Ahmedabad. He was associated with the Eicher Group, Union Carbide India Limited, Delhi Cloth & General Mills Limited. Mr. S Sandilya also currently serves as an Independent Director on the Board of Rane Brake Lining Limited.

Considering his rich knowledge, experience and fulfilment of the various criteria for appointment as an Independent Director as specified in the Act, SEBI LODR, policies of the Company and based on the recommendations of the NRC, the Board of Directors recommends to the members that the appointment of Mr. S Sandilya would be beneficial to the Company.

Mr. S Sandilya is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from him that he meets with the criteria of independence as prescribed both under Section 149(6) of

the Act and regulations of SEBI LODR, has registered with the Independent Director databank maintained by Indian Institute of Corporate Affairs (IICA) and is exempted from the requisite proficiency test. It is proposed to appoint him as an Independent Director, not liable to retire by rotation, to hold office for a term of 2 years from May 21, 2021 to May 20, 2023.

In the opinion of Board, Mr. S Sandilya fulfils the conditions for appointment as an Independent Director as specified in the relevant provisions of the Act and he is independent of management of the Company.

Other information relating to his appointment in accordance with Secretarial Standard - SS-2 and Regulation 26(4) and 36(3) of SEBI LODR is annexed to the Notice.

The terms and conditions of appointment as an Independent Director is available for inspection by members at the registered office of the Company during the working hours up to the date of AGM and also on the investor section of website of the Company www.ranegroup.com.

Mr. S Sandilya is interested in the resolution as it relates to his own appointment. None of the other Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends passing the resolution as set out at item no.6 of this notice as an **ordinary resolution**.

Item No. 7

The Board of Directors had based on recommendations of the NRC of the Board appointed Mr. Ramesh Rajan Natarajan (DIN: 01628318) as an Additional Director (Independent category) pursuant to Sections 149, 150, 152 and 161 read with other relevant provisions of the Companies Act, 2013 (the 'Act'), effective from May 21, 2021. Mr. Ramesh Rajan Natarajan holds office upto the date of the ensuing 17th AGM, and it is proposed to appoint him as an Independent Director, not liable to retire by rotation, to hold office for a term of 5 years from May 21, 2021 to May 20, 2026.

Mr. Ramesh Rajan Natarajan is a Fellow member of the Institute of Chartered Accountants of India. He was the Executive Director / Partner for Global Assurance of PwC International and is the Founder and Senior Partner of LeapRidge Advisors LLP.

Considering his rich knowledge, experience and fulfilment of the various criteria for appointment as an Independent

Director as specified in the Act, SEBI LODR, policies of the Company and based on the recommendations of the NRC, the Board of Directors recommends to the members that the appointment of Mr. Ramesh Rajan Natarajan would be beneficial to the Company.

Mr. Ramesh Rajan Natarajan is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from him that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and regulations of SEBI LODR.

In the opinion of Board, Mr. Ramesh Rajan Natarajan fulfils the conditions for appointment as an Independent Director as specified in the relevant provisions of the Act and regulations of SEBI LODR, has registered with the Independent Director databank maintained by Indian Institute of Corporate Affairs (IICA) and is exempted from the requisite proficiency test.

Other information relating to his appointment in accordance with Secretarial Standard - SS-2 and Regulation 26(4) and 36(3) of SEBI LODR is annexed to the Notice.

The terms and conditions of appointment as an Independent Director is available for inspection by members at the registered office of the Company during the working hours up to the date of AGM and also on the investor section of website of the Company www.ranegroup.com.

Mr. Ramesh Rajan Natarajan is interested in the resolution as it relates to his own appointment. None of the other Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends passing the resolution as set out at item no.7 of this notice as an **ordinary resolution**.

(By order of the Board)
For **Rane (Madras) Limited**

Chennai
May 21, 2021

S Subha Shree
Secretary

Registered Office:
Rane (Madras) Limited
"Maithri", No. 132, Cathedral Road,
Chennai - 600 086
CIN: L65993TN2004PLC052856
www.ranegroup.com

Annexure to the NOTICE dated May 21, 2021

Information about directors seeking re-appointment / appointment at the 17th Annual General Meeting in compliance with Regulation 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2).

Name of the Director	Mr. Harish Lakshman	Mr. Pradip Kumar Bishnoi
Age (in years)	47	69
Director Identification Number (DIN)	00012602	00732640
Father's Name	Mr. Lakshman Lakshminarayan	Mr. Om Prakash Bishnoi
Date of Birth	February 12, 1974	July 03, 1951
Educational Qualifications	B.E- BITS Pilani MSM- Purdue University, USA	Graduate in petroleum engineering MBA - IIM Ahmedabad
Experience	Mr. Harish Lakshman has over 25 years of experience and has held various positions in the areas of marketing, operations, business development overseas and other corporate functions. He currently spearheads the future growth plan of Rane Group.	Mr. Pradip Kumar Bishnoi has over 42 years of experience and insights into the industries of steel, natural gas, industrial packaging, lubricants, etc.
Date of first appointment on the board	March 31, 2004	October 24, 2016
Terms and Conditions of appointment	Re-appointment as Director liable to retire by rotation.	Proposed to be re-appointed as non-executive Independent Director per the resolution at item no. 5 of the Notice convening seventeenth Annual General Meeting on July 20, 2021 read with explanatory statement thereto.
Last drawn remuneration	Sitting fee for FY 2020-21 : ₹40,000	Sitting fee for FY 2020-21 : ₹40,000
Remuneration sought to be paid	No approval sought for payment of remuneration.	No approval sought for remuneration. Continues to be entitled to Sitting fee for attending meetings of the Board and Committees thereof.
Relationship with other Directors/Manager/KMP	Son of Mr. L Lakshman, Director.	-
Other Directorships	Chairman: Rane t4u Private Limited Vice Chairman: Rane Engine Valve Limited Rane Holdings Limited (JMD) Director: Rane Brake Lining Limited Rane TRW Steering Systems Private Limited (MD) Rane NSK Steering Systems Private Limited Oriental Hotels Limited Young President Organisation (Chennai Chapter) Savithur Enterprises Private Limited HL Hill Station Properties Private Limited Rane Holdings America Inc., USA Rane Light Metal Casting Inc., USA	Director: Avadh Sugar and Energy Limited Rane Holdings Limited
Committee Memberships in other Boards	Chairman- Stakeholders' Relationship Rane Brake Lining Limited	Member - Audit Avadh Sugar and Energy Limited Member - Corporate Social Responsibility Avadh Sugar and Energy Limited Member - Stakeholders' Relationship Avadh Sugar and Energy Limited Member - Nomination and Remuneration Rane Holdings Limited Chairman- Risk Management Committee Avadh Sugar and Energy Limited
Number of meetings of the Board attended during the year	6	6
Number of equity shares held including joint holdings*	750	Nil

* No shares are held as beneficial owners in the Company by the appointees.

Name of the Director	Mr. S Sandilya	Mr. Ramesh Rajan Natarajan
Age (in years)	73	63
Director Identification Number (DIN)	00037542	01628318
Father's Name	Mr. Subramanian Srinivasan	Late Mr. Justice Natarajan Sivasankar
Date of Birth	April 11, 1948	July 05, 1957
Educational Qualifications	B.Com- Madras University MBA- IIM Ahmedabad	B.Com- Madras University FCA
Experience	Mr. S Sandilya holds an MBA Degree from Indian Institute of Management, Ahmedabad. He was associated with the Eicher Group, Union Carbide India Limited, Delhi Cloth & General Mills Limited. Mr. S Sandilya also currently serves as an Independent Director of Rane Brake Lining Limited.	Mr. Ramesh Rajan Natarajan is a Fellow member of the Institute of Chartered Accountants of India. He was the Executive Director / Partner for Global Assurance of PwC International and is the Founder and Senior Partner of LeapRidge Advisors LLP.
Date of first appointment on the board	May 21, 2021	May 21, 2021
Terms and Conditions of appointment	Proposed to be appointed as non-executive Independent Director per the resolution at item no. 6 of the Notice convening seventeenth Annual General Meeting on July 20, 2021 read with explanatory statement thereto	Proposed to be appointed as non-executive Independent Director per the resolution at item no. 7 of the Notice convening seventeenth Annual General Meeting on July 20, 2021 read with explanatory statement thereto
Last drawn remuneration	NA	NA
Remuneration sought to be paid	No approval sought for remuneration. Eligible for sitting fee for attending meetings of the Board and Committees thereof.	No approval sought for remuneration. Eligible for sitting fee for attending meetings of the Board and Committees thereof.
Relationship with other Directors/Manager/KMP	-	-
Other Directorships	Chairman: Eicher Motors Limited Mastek Limited Director: Evolutionary Systems Private Limited GMR Infrastructure Limited Lean Management Institute of India Mastek (UK) Limited	Chairman: Indo National Limited Director: TTK Healthcare Limited Cholamandalam Investment and Finance Company Limited Kineco Limited Designated Partner: Leapridge Advisors LLP

Name of the Director	Mr. S Sandilya	Mr. Ramesh Rajan Natarajan
Committee Memberships in other Boards	Chairman- Audit Rane Brake Lining Limited Eicher Motors Limited Mastek Limited Evolutionary Systems Private Limited Chairman- Stakeholders' Relationship Mastek Limited Member- Stakeholders' Relationship Eicher Motors Limited Chairman- Nomination & Remuneration Rane Brake Lining Limited Member - Nomination and Remuneration Eicher Motors Limited Mastek Limited Evolutionary Systems Private Limited Chairman- Corporate Social Responsibility Eicher Motors Limited Member- Risk Management Eicher Motors Limited	Member - Nomination and Remuneration TTK Healthcare Limited Indo- National Limited Chairman- Nomination and Remuneration Cholamandalam Investment and Finance Limited Chairman- Audit Indo-National Limited Cholamandalam Investment and Finance Limited Member- Audit Kinenco Limited Chairman- Stakeholders' Relationship Indo- National Limited Chairman- Risk Management Indo- National Limited Member- Risk Management Cholamandalam Investment and Finance Limited Chairman- Corporate Social Responsibility Indo- National Limited
Number of meetings of the Board attended during the year	NA	NA
Number of equity shares held including joint holdings*	Nil	Nil

* No shares are held as beneficial owners in the Company by the appointees.

(By order of the Board)
For Rane (Madras) Limited

Chennai
May 21, 2021

S Subha Shree
Secretary

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"Maithri", No. 132, Cathedral Road,
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