

Registered Office
"Maithri"
132, Cathedral Road,
Chennai 600 086,
India.
CIN: L65993TN2004PLC052856

Tel: 91 44 2811 2472
URL; www.ranegroup.com



Rane (Madras) Limited

//Online Submission//

RML/SE/046/2022-23

March 21, 2023

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

Sub: Notice of Postal Ballot (Remote e-voting) – Regulation 30 of SEBI LODR
Ref. No: Our letter no. RML/SE/044/2022-23 dated March 16, 2023

This is further to our earlier announcement on the appointment of Mr. Vikram Taranath Hosangady (DIN: 09757469) as a Non – Executive, Non – Independent Director.

In this regard, we enclose herewith copy of the notice of Postal Ballot dated March 16, 2023 being sent to members today (i.e., March 21, 2023) seeking their approval for the appointment of Mr. Vikram Taranath Hosangady.

Pursuant to relaxations issued by MCA, the Postal Ballot notice is being sent to members through electronic means only. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing the remote e-voting facility to enable members to cast their votes electronically.

Details under regulation 30 of SEBI LODR are as under:

Date of notice	March 16, 2023 (Thursday)	
Cut-off Date	March 17, 2023 (Friday)	
E-Voting start date and time	March 22, 2023 (Wednesday) at 09:00 hrs IST	
E-Voting end date and time	April 20, 2023 (Thursday) at 17:00 hrs IST	
Last date of shareholder approval	April 20, 2023 (Thursday) at 17:00 hrs IST	
Items of business	Type of resolution	Manner of approval
1. To approve appointment of Mr. Vikram Taranath Hosangady (DIN: 09757469) as a Non – Executive, Non – Independent Director	Ordinary Resolution	Postal Ballot through remote e-voting facility

Kindly take this on record as compliance with the 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



Rane (Madras) Limited

CIN: L65993TN2004PLC052856

Registered Office: "Maithri", 132, Cathedral Road, Chennai – 600 086

Phone: 044 – 28112472 / 73

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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)]

Dear Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the 'Companies Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI LODR") and in terms of the circulars issued by the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021, General Circular No. 3/2022 dated May 05, 2022, read with General Circular No. 11/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") and other applicable provision in any law / regulations for the time being in force, to seek your consent for the resolution as set out hereunder and proposed to be passed through postal ballot ("Postal Ballot") by way of remote electronic voting ("e-voting").

The Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating the remote e-voting system. The e-voting period commences on **Wednesday, March 22, 2023 (9.00 a.m. IST)** and ends on **Thursday, April 20, 2023 (5.00 p.m. IST)**. The cut-off date for the purpose of determining eligibility of members for e-voting has been fixed as **Friday, March 17, 2023**.

The date on which the resolution is deemed to have been passed is April 20, 2023.

As permitted by the MCA Circulars, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialised form as on **Friday, March 17, 2023 ("cut-off date")** and whose email addresses are registered with the Company / Depositories.

Members may note that the Notice of the Postal Ballot 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. Members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

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

Chennai
March 16, 2023

S Subha Shree
Secretary

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SPECIAL BUSINESS:

Item No.1: To approve appointment of Mr. Vikram Taranath Hosangady (DIN: 09757469) as a Non – Executive and Non – Independent Director

To consider providing your assent or dissent for passing the following resolution as an **ordinary resolution**:

“Resolved that pursuant to the provisions of Section 149, 152, 160 read with other applicable provisions of Companies Act, 2013 and the Rules made thereunder, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, applicable Regulations of the Articles of Association of the Company, the Company’s policy applicable to the Board of Directors and based on the recommendation of the Nomination and Remuneration Committee, Mr. Vikram Taranath Hosangady (DIN: 09757469) who was appointed as an Additional Director (Non – Executive Non – Independent)

by the Board of Directors with effect from March 16, 2023, pursuant to Section 161 of the Act, and in respect of whom a notice has been received under Section 160 from a member proposing him as a director, be and is hereby appointed as a Non – Executive Non –Independent Director of the Company, liable to retire by rotation, to hold office with effect from the date of passing of this resolution viz. April 20, 2023.”

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

Chennai
March 16, 2023

S Subha Shree
Secretary

Registered Office:

“Maithri”, 132, Cathedral Road
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NOTES

1. In terms of Section 102 and other applicable provisions of the Companies Act, 2013 read together with rules and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning the special business to be transacted through Postal Ballot is annexed to and forms part of this Notice.
2. **As permitted by the MCA Circulars, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the Members.** Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialised form as on **Friday, March 17, 2023 (“cut-off date”)** and whose email addresses are registered with the Company/ Depositories viz. National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”). Members who have not registered their email id may do so by sending the details of name of the registered shareholder(s), folio number, DP ID / Client ID and number of equity shares held, to the Registrar and Share Transfer Agent of the Company i.e., Integrated Registry Management Services Private Limited at srirams@integratedindia.in. Members who
3. Each Member’s voting rights shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.
4. Only a member holding Equity shares as on the Cut-off Date is entitled to exercise his / her/ their vote through remote e-voting facility and a person who is not a member as on the aforesaid date should treat this Notice for information purposes only.
5. The E-voting module will be enabled and will remain open for the Members for exercising their voting from **Wednesday, March 22, 2023 at 9.00 a.m. (IST)** till **Thursday, April 20, 2023 at 5.00 p.m. (IST)** (both days inclusive). During this period members of the Company may cast their vote electronically.
6. The 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.

7. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the Company's website www.ranegroup.com to facilitate online inspection up to the last date for exercising the voting.
8. Mr. C Ramasubramaniam, Practicing Company Secretary (ICSI Membership no. FCS 6125) and Partner in M/s. CR & Associates, Company Secretaries, has been appointed as the scrutinizer to scrutinize the postal ballot, in a fair and transparent manner.
9. The results of the postal ballot will be declared not later than 2 working days of conclusion of remote e-voting i.e. on or before **Monday, April 24, 2023 at 05:00 PM (IST)**. The results shall be placed on the notice board of the registered office and along with the report of the Scrutinizer be uploaded on the website of the Company viz., 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.
10. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. **Thursday, April 20, 2023**. Further, a resolution passed by the Members through remote e-voting is deemed to have been passed effectively at a general meeting.
11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the listing regulations, the details pertaining to the postal ballot shall be published in one English national daily newspaper circulating throughout India (in English language) and in one Tamil daily newspaper circulating in Chennai (in vernacular language, i.e. Tamil).

INSTRUCTION FOR REMOTE E-VOTING

A. The instructions of shareholders for remote e-voting are as under:

- (i) The e-voting period begins on **Wednesday, March 22, 2023 at 9.00 a.m. (IST)** and ends on **Thursday, April 20, 2023 at 5.00 p.m. (IST) (both days inclusive)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, March 17, 2023** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **December 09, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting Service Providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration of various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public

consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in the e-voting process.

Step 1: Access through Depositories CDSL / NSDL e-voting system in case of individual shareholders holding shares in demat mode.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **December 09, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with 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 above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode in CDSL / NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi tab. 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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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. Additionally, there are 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. 3) If the user is not registered for Easi / Easiest, option to register is available https://web.cdslindia.com/myeasi/Registration/ EasiRegistration and clicking on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from the 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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.nsd.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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 held 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use "Forget User ID" and "Forget Password" option available at above mentioned 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 toll free no. 1800 22 55 33.
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.

B. Login method for e-Voting for Physical shareholders and shareholders other than individual shareholders holding in Demat form:

- The shareholder should log on to the e-voting website www.evotingindia.com.
- Click on 'Shareholders' module.
- Enter your User ID:
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in physical form should enter Folio Number registered with the Company.
- Next, enter the Image Verification as displayed and click on 'Login'.
- If you are holding shares in demat and have already logged on to www.evotingindia.com and voted earlier then your existing password is to be used.
- If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders and 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.
Dividend Bank Details OR Date of Birth (DOB)	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. <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.

- After entering these details appropriately, click on 'SUBMIT' tab.
- 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 used by the demat holders for voting for resolutions of other companies also in which they are eligible to vote, provided that such Companies opt 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.

- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on 'EVSN' for RANE (MADRAS) LIMITED.
- 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 the option NO implies that you dissent to the Resolution.
- Click on the 'RESOLUTION FILE LINK' if you wish to view the entire Resolution details.
- After selecting the resolution that 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.
- Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a printout of the votes cast by clicking on 'CLICK HERE TO PRINT' option on the Voting page.
- 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.
- There is also an optional provision to upload BR/POA if any, which will be made available to scrutinizer for verification.
- Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - 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 will be mapped automatically & can be delinked in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution or 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 at the email address evoting@akjainassociates.com and to the Company at the email address investorservices@ranegroup.com (designated email address of the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

C. Process for those shareholders whose email / 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 e-mail ID investorservices@ranegroup.com or to RTA's e-mail ID srirams@integratedindia.in

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 through Depository.

If you have any queries or issues regarding e-Voting on the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

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 at toll free no. 1800 22 55 33.

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

Chennai
March 16, 2023

S Subha Shree
Secretary

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EXPLANATORY STATEMENT TO THE POSTAL BALLOT NOTICE
(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 1: To approve appointment of Mr. Vikram Taranath Hosangady as a Non – Executive and Non – Independent Director

The Board of Directors at their meeting held on March 16, 2023 had, based on the recommendations of the Nomination and Remuneration Committee (NRC) appointed Mr. Vikram Taranath Hosangady (DIN: 09757469) as an Additional Director (Non – Executive and Non – Independent) pursuant to Sections 161 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (including any statutory modification(s)).

Mr. Vikram Taranath Hosangady is a seasoned business leader and finance professional with over 25 years of experience in being a strategic partner to global Private Equity and corporations in their value creation journey. He has a progressive history of working with several founders of emerging corporates, in their journey of increased professionalism, governance, listing in local / global markets, guiding, hiring of board members and mentoring of next generation leaders.

Mr. Vikram Taranath Hosangady is a gold medallist in Commerce from Loyola College,

Chennai and is a member of the Institute of Chartered Accountants of India and the Institute of Cost Accountants of India.

Mr. Vikram Taranath Hosangady worked with KPMG in various positions from 2005 to 2022. He last held the position of head of Clients and Markets and Member of the India Leadership Team. Prior to KPMG, he worked with Ernst & Young in Deal Advisory wing from 2002 to 2004 and Arthur Andersen's, Audit wing from 1996 to 2001.

While considering his candidature for recommendation, the NRC evaluated the balance of skills, knowledge and experience on the Board, and on the basis of such evaluation, prepared a description of his role and capabilities.

His role as a Non – Executive and Non – Independent Director requires skills, competence and expertise on finance, industry, technology, business development, governance and allied disciplines in the context of automotive business.

Mr. Vikram Hosangady has extensive experience and exposure to areas of allied disciplines such as financial management, consultancy, deal advisory etc. With his distinguished record of accomplishments, industry experience, Mr. Vikram Hosangady is well poised to add significant value, strength and diversity to the Board.

In terms of Section 161 of the Companies Act, 2013, an Additional Director holds office only upto the date of the next annual general meeting.

Further under Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is required to obtain approval of the shareholders for appointment or re-appointment of a person as a Director at the next general meeting or within 3 months from the date of appointment whichever is earlier

Since the next annual general meeting is likely to be held only after three months, approval of his appointment is proposed to be obtained by way of this postal ballot process, as permitted under Section 110(1) of the Companies Act, 2013.

On completion of the postal ballot process, Mr. Vikram Hosangady will continue as a Non – Executive Director, liable to retire by rotation.

A notice has been received from a member in writing under Section 160 of the Companies Act, 2013, proposing the candidature of

Mr. Vikram Hosangady for the office of a Director, liable to retirement by rotation.

Considering his rich knowledge, experience and fulfilment of various criteria for appointment as Non – executive Non – Independent Director as specified in the Companies Act, SEBI LODR, policies of the Company and based on the recommendations of the NRC, the Board of Directors recommend approving the appointment of Mr. Vikram Hosangady as Non – Executive Non – Independent Director as the same would be beneficial to the Company.

Pursuant to Regulation 17(1)(c) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is required to obtain approval of the shareholders for appointment or re-appointment of a person as a Director at the next general meeting or within 3 months from the date of appointment whichever is earlier.

Mr. Vikram Hosangady is not disqualified from being appointed as a Director in terms of Section 164 of the Act, or debarred from holding office of a director pursuant to any SEBI Order. He has given his consent to act as a Director.

Mr. Vikram Taranath Hosangady will be eligible for remuneration, as paid to other Non – Executive Directors (viz., sitting fees for attending Board / Committee Meetings and reimbursement of expenses for attending the meetings). His office will be liable to retire by rotation, in accordance with applicable provision under the Companies Act, read with Articles of Association of the Company.

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

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.1 as an **ordinary resolution**.

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

Chennai
March 16, 2023

S Subha Shree
Secretary

Registered Office:

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Annexure to the NOTICE dated March 16, 2023

Information about directors seeking appointment in compliance with Regulation 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2).

Name of the Director	Mr. Vikram Taranath Hosangady
I. Brief Resume	
Age (in years)	49
Director Identification Number (DIN)	09757469
Father's Name	Mr. Taranath Manohar Hosangady
Date of Birth	September 03, 1973
Educational Qualifications	1) Member of the Institute of Chartered Accountants of India 2) Member of the Institute of Cost Accountants of India 3) B.Com Gold Medalist from Loyola College, Chennai
Experience	Mr. Vikram Taranath Hosangady is a seasoned business leader and a finance professional with over 25 years of experience as a strategic partner to global Private Equity and corporations in their value creation journey. He presently serves on the Board of MRF Limited as an Independent Director.
Nature of expertise	Professional experience and expertise in fields of finance, strategy, operations and allied disciplines besides governance practises.
II. Other details	
Date of Commencement of Appointment	March 16, 2023
Terms and Conditions of appointment	Proposed to be appointed as Non – Executive Non – Independent Director per resolution at item no. 1 of the Notice of Postal Ballot read with explanatory statement thereto.
Last drawn remuneration	Not applicable
Remuneration sought to be paid	He is entitled to receive sitting fees for attending meetings of the Board and any Committees as a member thereof.
Relationship with other Directors/Manager/KMP	NIL
Other Directorships	Independent Director: MRF Limited
Committee Memberships in other Boards	NIL
Name of the listed entities from which the appointee has resigned in the last three years	NIL
Number of meetings of the Board attended during the year	Not applicable
Number of equity shares held (including joint holdings, if any) in the Company, either by self or as a beneficial owner	NIL

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

Chennai
March 16, 2023

S Subha Shree
Secretary

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