

## Rane (Madras) Limited



**//Online Submission//**

RML/SE/25 /2020-21

August 07, 2020

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

**Sub: Outcome of 16<sup>th</sup> Annual General Meeting held on August 07, 2020**

**Ref: Our letter no. RML/SE/16/2019-20 dated June 13, 2020 - Notice of AGM**

We wish to inform you that the 16<sup>th</sup> Annual General Meeting (AGM) of the members of the Company was held on **Friday, August 07, 2020 at 15:00 hrs IST through Video Conference (VC)/ Other Audio Visual Means (OAVM).**

In this regard, we furnish the following:

1. Summary of the proceedings of the 16<sup>th</sup> AGM (**Regulation 30**) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) - *Annexure-1*
2. Voting Results of remote e-voting and e-voting at the AGM (**Regulation 44**) of SEBI LODR) - *Annexure-2*
3. Consolidated report of the Scrutinizer on remote e-voting and e-voting at the AGM dated August 07, 2020. - *Annexure-3*

The above are also being uploaded on the website of the Company [www.ranegroup.com](http://www.ranegroup.com).

The AGM concluded at 15:32hrs.

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

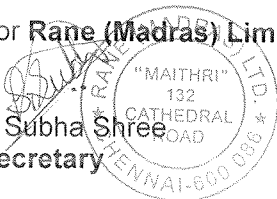
Thanking you,

Yours faithfully,

For **Rane (Madras) Limited**

S Subha Shree  
Secretary

Encl: a/a



Summary of proceedings of Sixteenth Annual General Meeting (16<sup>th</sup> AGM)

The Sixteenth Annual General Meeting (16<sup>th</sup> AGM) of **Rane (Madras) Limited** was held on Friday, August 07, 2020 through video conferencing (VC)/Other Audio Visual Means (OAVM) at 15:00 hrs.

Mr. Siva Chandrasekaran, Authorized Person, welcomed the members to the meeting. He informed members that in view of the government advisories issued on travel / public gatherings, in combating the COVID-19 pandemic and to support the health and well-being of all stakeholders, the 16<sup>th</sup> AGM is being conducted through video conferencing in compliance with MCA Circular No. 20/2020 dated May 05, 2020. He also informed that in accordance with the circulars, the notice of this AGM and Annual Report of the FY 2019-20 were sent by e-mail to all members whose e-mail IDs were available and also public notices were issued in English & Tamil newspapers. Further, he mentioned that the transcript of the proceedings of the meeting would be made available on the website of the Company. He confirmed that the members forming requisite quorum have logged-in and that the Independent Directors / Auditors have also logged in and present in the meeting.

Mr. Siva Chandrasekaran handed over the proceedings to the Chairman.

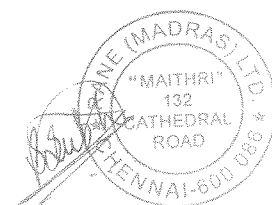
Mr. L Ganesh, Chairman of the Company, chaired the meeting. Upon ascertaining that the requisite quorum was present, the Chairman called the meeting to order.

The Chairman informed that the authorizations in favour of corporate representatives have been duly received through e-mail, register of Directors & Key Managerial Personnel & their shareholding and the register of contracts or arrangements in which the Directors are interested, were open for inspection till the conclusion of the 16<sup>th</sup> AGM.

The Chairman welcomed the members and introduced the fellow members of the Board, Chairperson of the Audit Committee and the Auditors of the Company. Further, the Chairman informed the members that Mr. L Lakshman and Mr. M Lakshminarayan, Directors, expressed their inability to attend the AGM due to their other professional pre-occupations.

The Chairman gave an overview of the state of the industry, the Company's performance during the financial year 2019-20 and future outlook, in his opening remarks to the members. With the permission of the members, the notice convening the 16<sup>th</sup> AGM was taken as read. In view of unqualified reports of Statutory Auditors on the financial statements and Secretarial Auditor, they were not read.

The Chairman informed the members that in compliance with CA, 2013 (Sec. 108), that the Company had engaged CDSL to provide remote e-voting facility and e-voting at the AGM to cast vote electronically, on all resolutions set forth in the Notice convening the 16<sup>th</sup> AGM and enable members to participate in AGM electronically. The Chairman informed that remote e-voting opened on August 04, 2020 and concluded on August 06, 2020 as scheduled and members who did not exercise their vote by remote e-voting can cast their vote at the AGM. Pursuant to that, e-voting will be kept open up to the end of the meeting for 15 minutes and the meeting shall stand concluded thereafter.



The Chairman further informed that Mr. C Ramasubramaniam, Practising Company Secretary (F6125) was appointed as the Scrutinizer for the remote e-voting and e-voting at the 16<sup>th</sup> AGM

**Ordinary business:**

1. Adoption of Audited Financial Statements of the Company for year ended March 31, 2020, together with reports of Board of Directors and the Auditor thereon;
2. Appointment of Director in the place of Mr. Lakshminarayan Lakshman (DIN: 00012554), who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment of Statutory Auditors


**Special business:**

4. Approve appointment and remuneration of Ms. Gowri Kailasam, as Manager.
5. Approve under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the remuneration payable to Mr. L Ganesh (DIN:00012583), Chairman (Non-Executive Director) exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors

The Chairman provided necessary clarifications sought by members on change in auditors of the Company.

The Chairman announced that the meeting shall stand concluded on the completion of e-voting at the AGM and the report of the scrutinizer along with the results would be declared within 48 hours of the conclusion of the meeting and hosted on company's website. The meeting concluded at 15:30 hrs.

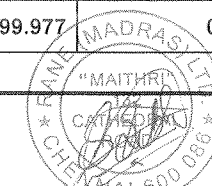
**For Rane (Madras) Limited**

  
S Subha Shree  
**Secretary**



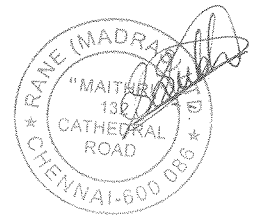
Place: Chennai  
Date: August 07, 2020

Rane (Madras) Limited - 16 <sup>th</sup> Annual General Meeting (AGM) Voting Results								
Date of the AGM		August 07, 2020						
Total number of Shareholders on record date		12,550						
No. of shareholders present in the meeting either in person or through proxy:		-						
Promoters and Promoter Group:		-						
Public:		-						
No. of Shareholders attended the meeting through Video Conferencing		63						
Promoters and Promoter Group:		13						
Public:		50						
Resolution required : Ordinary		1. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020, together with reports of the Board of Directors and the Auditor thereon						
Whether Promoter / Promoter group are interested in the agenda / resolution:		No						
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour of Votes Polled (6)=[(4)/(2)]*100	% of Votes in against of Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	81,04,579	80,63,007	99.49	80,63,007	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	27,531	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,21,781	1,14,654	2.59	1,12,777	1,877	98.363	1.637
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		1,25,53,891	81,77,661	65.14	81,75,784	1,877	99.977	0.023



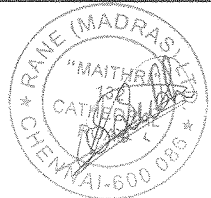
**Rane (Madras) Limited - 16<sup>th</sup> Annual General Meeting (AGM) Voting Results**

<b>Resolution required: Ordinary</b>	2. To appoint a Director in the place of Mr. Lakshman Lakshminarayan (DIN: 00012554), who retires by rotation and being eligible, offers himself for re-appointment							
<b>Whether Promoter / Promoter group are interested in the agenda / resolution:</b>	Yes - Mr. L Lakshman being promoter is interested in this resolution, as it relates to his own appointment. Mr. Harish Lakshman and Mr. L Ganesh being his relatives are also deemed interested							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares Held (1)</b>	<b>No. of Votes Polled (2)</b>	<b>% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes - in favour (4)</b>	<b>No. of Votes - in against (5)</b>	<b>% of Votes in favour of Votes Polled (6)=[(4)/(2)]*100</b>	<b>% of Votes in against of Votes Polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	81,04,579	80,63,007	99.49	80,63,007	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	27,531	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,21,781	1,14,754	2.60	1,13,737	1,017	99.114	0.886
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>Total</b>		<b>1,25,53,891</b>	<b>81,77,761</b>	<b>65.14</b>	<b>81,76,744</b>	<b>1,017</b>	<b>99.988</b>	<b>0.012</b>



Rane (Madras) Limited - 16<sup>th</sup> Annual General Meeting (AGM) Voting Results

Resolution required: Ordinary		3. To approve appointment of Statutory Auditors						
Whether Promoter / Promoter group are interested in the agenda / resolution:		No						
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour of Votes Polled (6)=[(4)/(2)]*100	% of Votes in against of Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	81,04,579	80,63,007	99.49	80,63,007	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	27,531	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,21,781	1,14,654	2.59	1,13,745	909	99.207	0.793
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>Total</b>		<b>1,25,53,891</b>	<b>81,77,661</b>	<b>65.14</b>	<b>81,76,752</b>	<b>909</b>	<b>99.989</b>	<b>0.011</b>



**Rane (Madras) Limited - 16<sup>th</sup> Annual General Meeting (AGM) Voting Results**

<b>Resolution required: Special</b>	4. To approve appointment and remuneration of Ms. Gowri Kailasam, as Manager							
<b>Whether Promoter / Promoter group are interested in the agenda / resolution:</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares Held (1)</b>	<b>No. of Votes Polled (2)</b>	<b>% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes - in favour (4)</b>	<b>No. of Votes - in against (5)</b>	<b>% of Votes in favour of Votes Polled (6)=[(4)/(2)]*100</b>	<b>% of Votes in against of Votes Polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	81,04,579	80,63,007	99.49	80,63,007	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	27,531	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,21,781	1,14,654	2.59	1,12,777	1,877	98.363	1.637
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>Total</b>		<b>1,25,53,891</b>	<b>81,77,661</b>	<b>65.14</b>	<b>81,75,784</b>	<b>1,877</b>	<b>99.977</b>	<b>0.023</b>

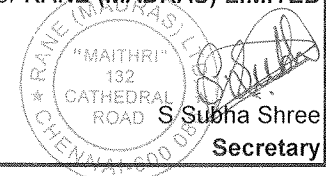


**Rane (Madras) Limited - 16<sup>th</sup> Annual General Meeting (AGM) Voting Results**

<b>Resolution required: Special</b>	5. 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							
<b>Whether Promoter / Promoter group are interested in the agenda / resolution:</b>	Yes - Mr. L Ganesh being promoter is interested in this resolution, as it relates to his remuneration. Mr. L Lakshman being his relative is also deemed interested.							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares Held (1)</b>	<b>No. of Votes Polled (2)</b>	<b>% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes - in favour (4)</b>	<b>No. of Votes - in against (5)</b>	<b>% of Votes in favour of Votes Polled (6)=[(4)/(2)]*100</b>	<b>% of Votes in againstof Votes Polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	81,04,579	80,63,007	99.49	80,63,007	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	27,531	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,21,781	1,14,754	2.60	1,13,594	1,160	98.989	1.011
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>Total</b>		<b>1,25,53,891</b>	<b>81,77,761</b>	<b>65.14</b>	<b>81,76,601</b>	<b>1,160</b>	<b>99.986</b>	<b>0.014</b>

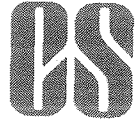
Date: August 07, 2020  
Place: Chennai

For **RANE (MADRAS) LIMITED**



S. Subha Shree  
**Secretary**





**CONSOLIDATED SCRUTINISER REPORT  
[Pursuant to Section 108 of the Companies Act, 2013, and  
Rule 20 of the Companies (Management and Administration) Rules, 2014]**

To,

The Chairman,  
Of the Sixteenth (16<sup>th</sup>) Annual General Meeting of the Shareholders of M/s Rane (Madras) Limited held on August 07, 2020 at 15.00 hrs IST through Video Conferencing ("VC")/ other Audio Visual Means ("OAVM")

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 16th Annual General Meeting of M/s. Rane (Madras) Limited held on Friday, the August 07, 2020 at 15:00 Hrs (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')**

We, M/s. CR & ASSOCIATES, Practicing Company Secretaries, represented by Mr. C. RAMASUBRAMANIAM, Partner, had been appointed as the Scrutinizer by the Board of Directors of M/s. Rane (Madras) Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 16<sup>th</sup> Annual General Meeting ("AGM") of M/s. Rane (Madras) Limited on Friday the August 07, 2020 at 15.00 Hrs (IST) through VC / OAVM.

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

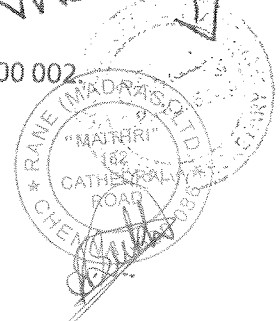
The notice dated June 18, 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting and voting at the AGM by the Shareholders of the Company.

The period for remote e-voting remained open from August 04, 2020 (09.00 Hrs (IST)) to August 06, 2020 (17.00 Hrs (IST)) as mentioned in the Notice convening AGM.

The Company had provided e-voting facility to the shareholders attended the AGM through VC / OAVM and who had not cast their vote in remote e-voting.

'Raji', 3B1, 3rd Floor, Gaiety Palace, No. 1L, Blackers Road, Mount Road, Chennai - 600 002  
Ph: 044 - 2852 8292, 4260 6292, Mobile: +91 98840 68292, 99625 68292  
Email: fcs.rms@gmail.com, csrms@hotmail.com



The shareholders of the Company holding shares as on the "cut-off" date of July 31, 2020 were entitled to vote on the resolutions as contained in the Notice of the 16<sup>th</sup> AGM.

As prescribed in clause IV of the Circular dated May 05, 2020 issued by MCA, which is forming part of the Applicable Circulars, and in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company released an advertisement, which was published more than 21 days before the date of the AGM in English in "Business Standard" newspaper having countrywide circulation dated July 13, 2020 and in Tamil in 'Dinamani' newspaper dated July 13, 2020. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v)(a) to (h) of the said Rule 20.

In addition to sending notice of the AGM to the shareholders through electronic mode, the Company has also made available the full Annual report on the website of the Company viz., [www.ranegroup.com](http://www.ranegroup.com) besides notice of the AGM made available in the website of CDSL.

After the closure of voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to AGM were unblocked by us at 03.32 P.M on August 07, 2020 in the presence of Ms. Anubala and Mr. V Panneer who are not in the employment of Company.

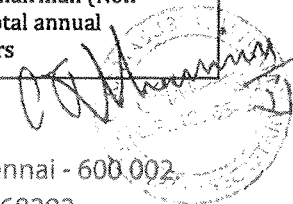
Based on the data downloaded from the official website of CDSL, we submit the consolidated report as under on the result of the remote e-voting prior to AGM and E-voting at the AGM in respect of said resolutions;

Item No	Type of Resolution	Subject Matter
1	Ordinary	To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020, together with reports of the Board of Directors and the Auditor thereon.
2	Ordinary	To appoint a Director in the place of Mr. Lakshman Lakshminarayan (DIN: 00012554), who retires by rotation and being eligible, offers himself for re-appointment.
3	Ordinary	To approve appointment of Statutory Auditors.
4	Special	To approve appointment and remuneration of Ms. Gowri Kailasam, as Manager
5	Special	To approve under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the remuneration payable to Mr. Ganesh Lakshminarayan (DIN: 00012583), Chairman (Non-Executive Director) exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors

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

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

Email: [fcs.rms@gmail.com](mailto:fcs.rms@gmail.com), [csrms@hotmail.com](mailto:csrms@hotmail.com)



Item No.	Total valid Votes received through			Votes in favor of the resolution		Votes against the resolution	
	Remote E-voting prior to AGM	E-voting on the date of the AGM	Total	No	% of votes	No	% of votes
1	8074868	102793	8177661	8175784	99.98	1877	0.02
2	8074968	102793	8177761	8176744	99.99	1017	0.01
3	8074868	102793	8177661	8176752	99.99	909	0.01
4	8074868	102793	8177661	8175784	99.98	1877	0.02
5	8074968	102793	8177761	8176601	99.99	1160	0.01

We did not find any invalid votes

**For Resolutions No.1, 2 & 3- Ordinary Resolutions**

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

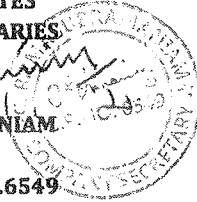
**For Resolutions No.4 & 5 - Special Resolutions**

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

All relevant records of e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the Company.

**FOR CR & ASSOCIATES  
COMPANY SECRETARIES**

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



**Date: 07.08.2020  
Place: Chennai  
UDIN: F006125B000560679**

**Witness 1:  
S.Anubala  
D/o Mr. K.Shanmugavel  
No.10, Perumal Koil 2<sup>nd</sup> Street  
Ernavoor, Chennai-600057.**

**Witness 2:  
V.Panneer  
S/o Mr.K.Veeramani  
No.72, Vinayagapuram 1<sup>st</sup> Street  
Arumbakkam, Chennai-600106.**

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

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

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