

Rane (Madras) Limited



//Online Submission//

RML/SE/26/2021-22

July 20, 2021

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

Sub: Outcome of 17th Annual General Meeting held on July 20, 2021

Ref: Our letter no. RML/SE/18/2021-22 dated June 25, 2021 - Notice of AGM

We wish to inform you that the 17th Annual General Meeting (AGM) of the members of the Company was held on **Tuesday, July 20, 2021 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 17th 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 July 20, 2021. - *Annexure-3*

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

The AGM concluded at 15:41 hrs.

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

Thanking you,

Yours faithfully.

For Rane (Madras) Limited

S Subha Shree
Secretary



Encl: a/a

Summary of proceedings of Seventeenth Annual General Meeting (17th AGM)

The Seventeenth Annual General Meeting (17th AGM) of **Rane (Madras) Limited** was held on Tuesday, July 20, 2021 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 COVID-19 pandemic, the 17th AGM is being conducted through video conferencing in compliance with Companies Act, 2013. He also informed that in accordance with the MCA & SEBI circulars, the notice of this AGM and Annual Report of the FY 2020-21 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 17th AGM.

The Chairman welcomed the members and introduced the fellow members of the Board, Chairperson of the Audit Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee and the Auditor(s) of the Company. Further, the Chairman informed the members that Ms. Anita Ramachandran, Chairman of Nomination and Remuneration Committee, was not able to attend the AGM due to technical difficulties and has authorised Mr Harish Lakshman in her stead.

The Chairman gave an overview of the state of the industry, the Company's performance including its US Subsidiary during the financial year 2020-21 and future outlook in his opening remarks to the members. With the permission of the members, the notice convening the 17th 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 Companies Act, 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 17th AGM and enable members to participate in AGM electronically. The Chairman informed that remote e-voting opened on July 17, 2021 and concluded on July 19, 2021 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 17th AGM

Ordinary business:

1. Adoption of Audited Financial Statements of the Company for year ended March 31, 2021, together with reports of Board of Directors and the Auditor thereon;
2. Appointment of Director in the place of Mr. Harish Lakshman (DIN: 00012602), who retires by rotation and being eligible, offers himself for re-appointment.

Special business:

3. Approval under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to Mr. Ganesh Lakshminarayan (DIN: 00012583), Chairman (Non-Executive Director) exceeding fifty per cent of the total annual remuneration payable to all Non-Executive Directors.
4. Approval of payment of commission to Mr. Ganesh Lakshminarayan (DIN:00012583), Chairman (Non-Executive Director) for a period of three years.
5. Appointment of Mr. Pradip Kumar Bishnoi (DIN: 00732640) as an Independent Director for a second term.
6. Appointment of Mr. S Sandilya (DIN: 00037542) as an Independent Director.
7. Appointment of Mr. Ramesh Rajan Natarajan (DIN: 01628318) as an Independent Director.

The Chairman provided necessary clarifications sought by members on business, the operational matters of US subsidiary and the Company's entry into electric vehicle segment.

The Chairman announced that the meeting shall stand concluded on the completion of e-voting at the AGM and the report of the scrutinizer along with the results would be declared within two working days of the conclusion of the meeting and hosted on company's website. The meeting concluded at 15:41 hrs.



4.

Rane (Madras) Limited - 17th Annual General Meeting (AGM) Voting Results

Date of the AGM	July 20, 2021
Total number of Shareholders on record date	14,202
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	34
Promoters and Promoter Group:	3
Public:	31

Resolution required : Ordinary 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

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

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour Polled (6)=[(4)/(2)]*100	% of Votes against Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	101,15,997	99,73,566	98.59	99,73,566	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	50	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,49,262	1,11,530	2.51	1,10,634	896	99.197	0.803
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		145,65,309	100,85,096	69.24	100,84,200	896	99.991	0.009



Rane (Madras) Limited - 17th Annual General Meeting (AGM) Voting Results

Resolution required: Ordinary

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

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

Yes - Mr. Harish Lakshman being promoter is interested in this resolution, as it relates to his own appointment.

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour Polled (6)=[(4)/(2)]*100	% of Votes against Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	101,15,997	99,73,566	98.59	99,73,566	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	50	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,49,262	1,11,530	2.51	1,10,634	896	99.197	0.803
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		145,65,309	100,85,096	69.24	100,84,200	896	99.991	0.009



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Rane (Madras) Limited - 17th Annual General Meeting (AGM) Voting Results

Resolution required: Ordinary

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 percent of the total annual remuneration payable to all Non-Executive Directors

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

Yes - Mr. L Ganesh being promoter is interested in this resolution, as it relates to his remuneration.

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour Polled (6)=[(4)/(2)]*100	% of Votes against Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	101,15,997	99,73,566	98.59	99,73,566	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	50	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,49,262	1,11,530	2.51	1,10,630	900	99.193	0.807
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		145,65,309	100,85,096	69.24	100,84,196	900	99.991	0.009



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Rane (Madras) Limited - 17th Annual General Meeting (AGM) Voting Results

Resolution required: Ordinary	4. To approve payment of commission to Mr. Ganesh Lakshminarayan (DIN: 00012583), Chairman and Non-Executive Director for a period of three years							
Whether Promoter / Promoter group are interested in the agenda / resolution:	Yes - Mr. L Ganesh being promoter is interested in this resolution, as it relates to his remuneration.							
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour Polled (6)=[(4)/(2)]*100	% of Votes against Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	101,15,997	99,73,566	98.59	99,73,566	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	50	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,49,262	1,11,530	2.51	1,10,634	896	99.197	0.803
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		145,65,309	100,85,096	69.24	100,84,200	896	99.991	0.009



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Rane (Madras) Limited - 17th Annual General Meeting (AGM) Voting Results

Resolution required: Special

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

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

No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour Polled (6)=[(4)/(2)]*100	% of Votes against Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	101,15,997	99,73,566	98.59	99,73,566	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	50	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,49,262	1,11,530	2.51	1,10,634	896	99.197	0.803
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		145,65,309	100,85,096	69.24	100,84,200	896	99.991	0.009



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Rane (Madras) Limited - 17th Annual General Meeting (AGM) Voting Results

Resolution required: Special	6. To appoint Mr. S Sandilya (DIN: 00037542) as an Independent Director							
Whether Promoter / Promoter group are interested in the agenda	No							
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour Polled (6)=[(4)/(2)]*100	% of Votes against Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	101,15,997	99,73,566	98.59	99,73,566	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	50	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,49,262	1,11,530	2.51	1,10,634	896	99.197	0.803
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		145,65,309	100,85,096	69.24	100,84,200	896	99.991	0.009



Rane (Madras) Limited - 17th Annual General Meeting (AGM) Voting Results

Resolution required: Special	7. To appoint Mr. Ramesh Rajan Natarajan (DIN: 01628318) as an Independent Director							
Whether Promoter / Promoter group are interested in the agenda	No							
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour Polled (6)=[(4)/(2)]*100	% of Votes against Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	101,15,997	99,73,566	98.59	99,73,566	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	50	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,49,262	1,11,520	2.51	1,10,624	896	99.197	0.803
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		145,65,309	100,85,086	69.24	100,84,190	896	99.991	0.009



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**CR & ASSOCIATES
COMPANY SECRETARIES**



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 Seventeenth (17th) Annual General Meeting of the Shareholders of M/s Rane (Madras) Limited held on Tuesday July 20, 2021 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 17th Annual General Meeting of M/s. Rane (Madras) Limited held on Tuesday July 20, 2021 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 17th Annual General Meeting ("AGM") of M/s. Rane (Madras) Limited on Tuesday July 20, 2021 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 May 21, 2021, 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 January 13, 2021 (read with previous Circulars) and Securities and Exchange Board of India ("SEBI") vide circular dated January 15, 2021 (read with previous circulars)



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

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

C. Ramasubramaniam



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 July 17, 2021 (09.00 Hrs) to July 19, 2021 (17.00 Hrs) as mentioned in the Notice convening AGM.

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

The shareholders of the Company holding shares as on the "cut-off" date of July 13, 2021 were entitled to vote on the resolutions as contained in the Notice of the 17th AGM

As prescribed in the Circular dated January 13, 2021 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 June 25, 2021 and in Tamil in 'Dinamani' newspaper dated June 25, 2021. 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.

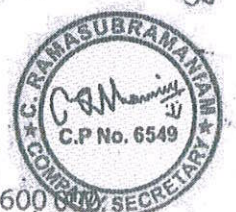
In addition to sending notice of the AGM to the shareholders through electronic mode, the Company has also made available the full Annual report on the website of the Company viz., www.ranegroup.com besides notice of the AGM made available in the website of CDSL.

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 03.41 P.M on July 20, 2021 in the presence of Ms. S. Lalitha 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;



B. S. Mani



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, 2021, together with reports of the Board of Directors and the Auditor thereon
2	Ordinary	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
3	Special	To approve under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the remuneration payable to Mr. Ganesh Lakshminarayan (DIN: 00012583), Chairman (Non Executive Director) exceeding fifty per cent of the total annual remuneration payable to all Non-Executive Directors
4	Special	To approve payment of commission to Mr. Ganesh Lakshminarayan (DIN: 00012583), Chairman and Non-Executive Director for a period of three years
5	Special	To re-appoint Mr. Pradip Kumar Bishnoi (DIN: 00732640) as an Independent Director for a second term.
6	Ordinary	To appoint Mr. S Sandilya (DIN: 00037542) as an Independent Director
7	Ordinary	To appoint Mr. Ramesh Rajan Natarajan (DIN: 01628318) as an Independent Director.

C. Ramasubramanian
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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	10056096	29000	10085096	10084200	99.99	896	0.01
2	10056096	29000	10085096	10084200	99.99	896	0.01
3	10056096	29000	10085096	10084196	99.99	900	0.01
4	10056096	29000	10085096	10084200	99.99	896	0.01
5	10056096	29000	10085096	10084200	99.99	896	0.01
6	10056096	29000	10085096	10084200	99.99	896	0.01
7	10056096	29000	10085096	10084190	99.99	896	0.01

We did not find any invalid votes

For Resolutions No.1, 2, 6 & 7 – 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.3,4 & 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.



E. J. Mani



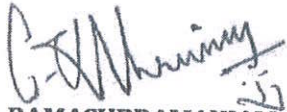
'Raji', 3B1, 3rd Floor, Gaiety Palace, No. 1L, Blackers Road, Mount Road, Chennai - 600 002.

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

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

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: 20.07.2021

Place: Chennai

UDIN: F006125C000663584

Witness 1:

V.Panneer

S/o K. Veeramani

No.72, Vinayapuram 1st street

Arumbakkam, Chennai- 600106

Witness 2:

S. Lalitha

W/o K. Swaminathan

F5, Sharadha Krupha Apartment,

Kirupashankari Street, West Mambalam

Chennai-- 600033



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

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