

POSTAL BALLOT NOTICE

NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 READ WITH SEBI CIRCULARS BEARING NO. CIR/CFD/DIL/5/2013 DATED FEBRUARY 4, 2013 & CIR/CFD/DIL/8/2013 DATED MAY 21, 2013.

Dear Shareholders,

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and SEBI Circulars bearing no. CIR/CFD/DIL/5/2013 dated February 4, 2013 and CIR/CFD/DIL/8/2013 dated May 21, 2013 that approval of Public Shareholders (Other than Promoter and Promoter Group members) is sought for the scheme of amalgamation of Rane Diecast Limited ('RDL' / Transferor Company) with Rane (Madras) Limited ('RML' / 'the Company' / Transferee Company) and their respective shareholders.

The Company seeks approval of the public shareholders, in terms of Para 5.16(a) of SEBI Circular bearing no. CIR/CFD/DIL/8/2013 dated May 21, 2013 as stated hereunder:

Para 5.16 (a): Listed companies shall ensure that the Scheme submitted with the Hon'ble High Court for sanction, provides for voting by public shareholders through postal ballot and e-voting, after disclosure of all material facts in the explanatory statement sent to the shareholders in relation to such resolution, in the following cases:

- i. *Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter /Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed company, or*
- ii. *Where the Scheme of Amalgamation involves the listed company and any other entity involving Promoter /Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.*
- iii. *Where the parent listed company, has acquired the equity shares of the subsidiary, by paying consideration in cash or in kind in the past to any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed company, and if that subsidiary is being merged with the parent listed company under the Scheme.*

Such Schemes shall also provide that the Scheme shall be acted upon only if the votes cast by the public shareholders in favor of the proposal are more than the number of votes cast by the public shareholders against it. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957.

The Scheme of Amalgamation as attached hereto needs to be compliant with the above requirements of the said SEBI Circular. In the meantime, the Hon'ble High Court of Judicature at Madras in the Company Summons for Direction directed the company to conduct a court convened meeting on Thursday, December 5, 2013.

In addition to the court convened meeting scheduled to be held on Thursday, December 5, 2013, the Company is required to meet with the requirements of the applicable provisions of the SEBI Circular bearing No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & CIR/CFD/DIL/8/2013 dated May 21, 2013, and has accordingly made necessary arrangements for obtaining the consent of the public shareholders by way of postal ballot and e-voting.

The Resolution and the Explanatory Statement setting out the material facts and the reasons thereof are given hereunder along with the Postal Ballot/e-voting Form for your consideration and necessary action.

The Company has, in compliance with Rule 6 of the Postal Ballot Rules, appointed Mr. R. Balasubramaniam, Practising Company Secretary, as Scrutinizer for conducting the Postal Ballot and e-voting Process in a fair and transparent manner.

In accordance with the provisions of Section 192A of the Act, The Postal Ballot Rules, 2011 read with SEBI Circular bearing No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & CIR/CFD/DIL/8/2013 dated May 21, 2013 respectively, the Company is pleased to provide electronic voting ("e-voting") facility and Postal Ballot facility to its public shareholders to enable them to cast their votes electronically or by the physical Postal Ballot Forms.

The Company has engaged National Securities Depositories Limited ("NSDL") to provide e-voting facilities to the Shareholders of the Company. If a Shareholder has voted through e-voting facility, he is not required to send the Postal Ballot Form. If a Shareholder votes through e-voting facility and also sends his vote through the Postal Ballot Form, the votes cast through e-voting shall only be considered by the Scrutinizer. The e-voting facility is available at the link: www.evoting.nsdl.com till 5.00 p.m. on Monday, December 2, 2013.

Please refer to the instructions given for e-voting sent along with this Notice for the purpose and the manner in which e-voting has to be carried out. Shareholders opting to vote through physical mode i.e. sending the Postal Ballot Form are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the form duly completed and signed in

the attached self-addressed postage prepaid envelope so as to reach the Scrutinizer on or before the close of working hours on Monday, December 2, 2013. The postage will be borne and paid for by the Company.

The Scrutinizer will submit his report to the Chairman of the Company, or in his absence to any other Director authorized by the Chairman, after completion of the scrutiny. The results of the Postal Ballot and e-voting will be announced on Thursday, December 5, 2013 and will be subsequently published in at least one English and one Tamil newspaper circulating in Chennai, Tamil Nadu. The result of the Postal Ballot will also be displayed at the Registered Office of the Company, besides being communicated to the Stock Exchanges. The date of declaration of the result of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

Pursuant to section 192A of the Companies Act, 1956, The Companies (Passing of Resolution by Postal Ballot) Rules, 2011 read with SEBI Circular bearing No. CIR/CFD/DIL/5/2013 dated February 4, 2013 & CIR/CFD/DIL/8/2013 dated May 21, 2013; the following special business shall be transacted by the public shareholders of RANE (MADRAS) LIMITED by passing resolutions through Postal Ballot process and e-voting:

1. **To consider and, if thought fit, to pass the following resolutions with requisite majority as per the SEBI circular CIR/CFD/DIL/8/2013 dated May 21, 2013:**

Scheme of amalgamation of Rane Diecast Limited with Rane (Madras) Limited

"RESOLVED THAT pursuant to the provisions of Sections 391 to 394, 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 ("Act") and subject to the approval of the High Court of Judicature at Madras or other appropriate authorities, the Scheme of Amalgamation ('the Scheme') of Rane Diecast Limited ('RDL' or 'Transferor Company') with Rane (Madras) Limited ('RML' or 'the Company' or 'Transferee Company') as circulated along with the notice, be and is hereby approved and agreed to.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board of Directors of the Company (herein referred to as 'the Board', which term shall deem to include any committee or any person(s) which the Board may nominate or constitute to exercise its powers, including the powers conferred under this resolution), be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and / or making such adjustments in the books of accounts as considered necessary to give effect to the above resolution or to carry out such modifications/directions as may be ordered by the Hon'ble High Court of Judicature at Madras, any other appropriate statutory or regulatory authority or as may be decided by the Board of Directors to implement the aforesaid resolution."

By order of the Board
For Rane (Madras) Limited

Place: Chennai

Date: October 24, 2013

L. Ganesh
Chairman

NOTES:

- 1 A copy of the said Scheme of Amalgamation and Explanatory Statement under Section 192A (2), Section 173(2) and Section 393 of the Companies Act, 1956, e-voting details, Postal Ballot Form and Pre-paid envelop are enclosed.
- 2 The Notice of the Postal Ballot has been posted to the registered address of all the Public Shareholders whose names appear in the Register of Members / Beneficial Owners as per the details furnished by the Depositories as on October 18, 2013. The Shareholders who have registered their e-mail IDs for receipt of documents in electronic mode have also been sent the Notice of Postal Ballot by e-mail.
- 3 Voting rights shall be reckoned on the paid up value of the shares registered in the names of the Public Shareholders as on Friday, October 18, 2013.
- 4 The voting time ends at 5.00 p.m. on Monday, December 2, 2013. The e-voting module shall also be disabled by NSDL for voting thereafter.
- 5 All the material documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection by the Equity Shareholders at the Registered Office of the Company "Maithri", No.132, Cathedral Road, Chennai - 600 086 during office hours on all working days between 11.00 a.m. and 1.00 p.m. up to the last date for receipt of the postal ballot specified in the accompanying Notice.

POSTAL BALLOT FORM

Sl. No.

(To be returned to the Scrutinizer appointed by the Company)

1. Name & Registered Address of the Sole/first named Shareholder

- 2. Name(s) of the Joint holder(s) if any (In Block Letters) :
- 3. Registered Folio no/DP id No.*/ Client id No.* :
(*Applicable to Shareholders holding Shares in dematerialized form)
- 4. Number of shares / votes held :
- 5. Nominal value of shares (Rs.) :
- 6. In case of voting by Power of Attorney reference to Power of attorney registered with the Company :

SPECIMEN COPY

I/We hereby exercise my/our vote in respect of the Resolution to be passed through postal ballot for the business stated in the Postal Ballot Notice dated October 24, 2013 of the Company by sending my/our assent or dissent to the said Resolution by placing the tick (✓) mark at the appropriate box below:

Item	No. of shares / votes held	I/We assent to the resolution (FOR)	I/We dissent to the resolution (AGAINST)
1	2	3	4
Scheme of amalgamation of Rane Diecast Limited with Rane (Madras) Limited and their respective shareholders pursuant to Section 391-393 of the Companies Act, 1956, as set out in the Notice dated October 24, 2013			

Place :

Date :

Signature of the Member

Note : Please read the instructions overleaf before filling the Ballot Form.



INSTRUCTIONS FOR POSTAL BALLOT

1. A Shareholder desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Mr. R Balasubramaniam Practicing Company Secretary in the enclosed self addressed business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted
2. The self addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Board
3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours on Monday, December 2, 2013. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Shareholder has not been received
5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint Shareholder(s)
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter
7. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., close of working hours, on Monday, December 2, 2013
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Shareholders as on cutoff date i.e. October 18, 2013
9. Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed business reply envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer
10. A Shareholder need not use all the votes nor does he need to cast all the votes in the same way
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected
13. The result of the Postal Ballot will also be posted on the website of the Company www.rane.co.in and also in the newspaper(s) for the information of the Shareholders
14. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

INSTRUCTION FOR E-VOTING

- a. **In case of Shareholders' receiving e-mail from R&T Agents**
 - i. Open e-mail account and open PDF file viz: [schemermle-voting.pdf](#) with your Client ID or Folio Number as Password. The said PDF file contains your User ID and Password for e-voting. Please note that the password is an initial password
 - ii. Launch internet browser by typing the following URL: www.evoting.nsdl.com
 - iii. Click on Shareholder – Login
 - iv. Put user ID and password as initial password noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
 - vi. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles
 - vii. Select "EVEN" (E-Voting Event Number) of Rane (Madras) Limited
 - viii. Now you are ready for e-Voting as Cast Vote page opens
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: to Scrutinizers email ID balu_comsec@yahoo.com with copy marked to e-voting@nsdl.co.in.
- b. **In case of Shareholders' receiving Postal Ballot Form by Post and desiring to cast e-vote:**
 - i. Initial password is provided at the bottom of the Postal Ballot Form
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Of (a) above, to cast vote
- c. **In case of any queries, you may refer to the frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.e-voting.nsdl.com**
- d. **If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote**
- e. **You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s)**