

Minutes of the General Meeting of the Company convened by the Hon'ble High Court of Madras, held at 10.00 a.m on Thursday, the December 5, 2013 at Rani Seethai Hall, 603, Anna Salai, Chennai 600 006.

Members present in person -	49
Members present by proxy -	46

Mr. L Ganesh, Chairman for the meeting appointed by the court, occupied the chair.

The Chairman after satisfying himself that the requisite quorum was present, called the meeting to order. With the consent of the members present, the notice dated October 31, 2013, convening the General Meeting, as per the directions of the court vide its order dated October 23, 2013, was taken as read.

The Chairman read out and explained the details of the proposed scheme of amalgamation. The Chairman answered the queries raised by the shareholders on the proposed scheme.

The Chairman requested Mr. C Siva-Executive Vice President (Secretarial & Legal), to read out the draft resolution, as set out in the notice sent to the shareholders :

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."

The Chairman put the resolution for approval of the scheme to vote by poll.

The Chairman appointed Mr Balu Sridhar, Practising Company Secretary and Mr S Mahalingam, a member, as Scrutineers for the purpose of determining the results of the poll.

The Chairman requested Mr.C Siva to inform the procedure for conducting the poll. Mr. C Siva explained the poll procedure in detail.

Rane (Madras) Limited

After the counting of the votes and procedure related thereto, the Scrutineers presented their report to the Chairman.

Based on the Scrutineers' report, the Chairman declared that the resolution approving the scheme to have been carried with requisite majority as follows:

Promoter/Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) $=\frac{(2)}{(1)}*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) $=\frac{(4)}{(2)}*100$	% of Votes against on votes polled (7) $=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	56,30,270	56,20,461	99.8258%	56,20,461	0	100.0000%	0.0000%
Public – Institutional holders	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	45,33,875	2,11,736	4.6701%	2,11,686	50	99.9764%	0.0236%
Total	101,64,145	58,32,197	57.3801%	58,32,147	50	99.9991%	0.0009%

The above results excludes 2 votes polled and treated as invalid on technical grounds

The Chairman declared the meeting as closed.

Chennai
Dated: December 5, 2013

L Ganesh
Chairman appointed for the meeting