

Registered Office: Tel : 91 44 2811 2472
" Maithri " Fax : 91 44 2811 2449
132, Cathedral Road, URL : www.ranegroup.com
Chennai 600 086.
India.
CIN : L65993TN2004PLC052856

Rane (Madras) Limited



RML / SE / 20 / 2017-18

July 21, 2017

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

Sub: Notice of the 13th Annual General Meeting & e-voting

Ref: Letter No. RML/SE/09/2017-18 dated May 16, 2017

The Thirteenth (13th) Annual General Meeting (AGM) is scheduled to be held on **Thursday, August 24, 2017 at 10:15 a.m. at The Music Academy (Mini Hall), New No. 168, T.T.K. Road, Royapettah, Chennai 600 014.**

Notice of the AGM being sent to the shareholders of the Company, is enclosed herewith and the same is available on the website of the company at www.ranegroup.com.

The Company has provided to the members facility to exercise vote on resolutions to be considered at the 13th AGM by electronic means through remote e-voting services of National Securities Depository Limited (NSDL). The cut-off date for the purpose of determining eligibility for the remote e-voting is fixed as **Thursday, August 17, 2017.**

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

Thanking you.

Yours faithfully,
For **Rane (Madras) Limited**


S Subha Shree
Secretary



Encl: a/a

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Rane (Madras) Limited



CIN : L65993TN2004PLC052856

Registered Office: "Maithri", 132, Cathedral Road, Chennai 600086

Phone : 044-28112472, Fax : 044-28112449, Email : investorservices@ranegroup.com, website : www.ranegroup.com

Notice to Shareholders

NOTICE is hereby given that the **Thirteenth Annual General Meeting of Rane (Madras) Ltd.** is scheduled to be held at **10:15 a.m. on Thursday, August 24, 2017, at The Music Academy (Mini Hall),** New No. 168, T.T.K Road, Royapettah, Chennai, 600 014, to transact the following businesses:-

ORDINARY BUSINESS:

1. **To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017, reports of the Board of Directors and the Auditors' thereon.**

To consider passing of the following resolution(s), as an **ordinary resolution:**

- (i) "Resolved that the audited financial statement of the Company for the year ended March 31, 2017 together with the reports of the Board of Directors and the Auditors of the Company thereon, as circulated to the members and presented to the meeting be and are hereby adopted."
- (ii) "Resolved further that the consolidated audited financial statement of the Company for the year ended March 31, 2017 together with the report of the auditors of the Company thereon, as circulated to the members and presented to the meeting be and are hereby adopted."

2. **To declare dividend on equity shares**

To consider passing of the following resolution, as an **ordinary resolution:**

"Resolved that final dividend of ₹ 4/- per equity share of ₹ 10/- each fully paid-up on 1,05,10,649 equity shares be and is hereby declared out of the profits of the Company for the year ended March 31, 2017 absorbing a sum of ₹ 5,06,01,628 (including dividend distribution tax and cess thereon) be paid to those shareholders, whose name appear in the Register of Members and records of the depositories, as on August 17, 2017 and the interim dividend of ₹ 2/- per equity share declared by the Board of Directors on January 23, 2017 and paid to the shareholders on February 10, 2017, be confirmed to represent a total dividend ₹ 6/- per equity share of ₹ 10/- each fully paid-up be paid out of the profits of the Company for the financial year 2016-17."

3. **To appoint a director in the place of Mr. Harish Lakshman (DIN 00012602), who retires by rotation being eligible, offers himself for re-appointment.**

To consider passing of the following resolution, as an **ordinary resolution:**

"Resolved that Mr. Harish Lakshman (DIN 00012602), who retires by rotation under article 117 and 119 of the Articles of Association of the Company and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the Company."

4. **To re-appoint statutory auditors of the Company.**

To consider passing of the following resolution, as an **ordinary resolution:**

"Resolved that M/s. Deloitte Haskins and Sells (DHS), Chartered Accountants (Firm Registration No. 008072S with The Institute of Chartered Accountants of India), be and are hereby re-appointed for a second term of five consecutive years as statutory auditors of the Company, to hold office from the conclusion of this thirteenth Annual General Meeting until the conclusion of the eighteenth Annual General Meeting (subject to ratification of the appointment by the members at every AGM), on such terms and conditions including remuneration as may be determined by the Board of Directors of the Company, in addition to reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit."

SPECIAL BUSINESS:

5. **To appoint Mr. Pradip Kumar Bishnoi (DIN 00732640) as an Independent Director**

To consider passing of the following resolution, as an **ordinary resolution:**

"Resolved that pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Pradip Kumar Bishnoi (DIN 00732640), appointed as an additional director of the Company in the category of Independent Director by the board of directors with effect from October 24, 2016, in terms of section 149 read with section 161 and the Articles of Association of the Company, in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation and to hold office upto October 23, 2021 or upto conclusion of seventeenth Annual General Meeting, whichever is earlier."

6. **To re-appoint Mr. M Lakshminarayan (DIN 00064750) as an Independent Director for a second term.**

To consider passing of the following resolution, as a **special resolution:**

"Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. M Lakshminarayan (DIN 00064750) who was appointed as an Independent Director and who holds office upto the conclusion of this Annual General Meeting and being eligible, in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years, upto August 23, 2022 or upto the conclusion of the eighteenth Annual General Meeting, whichever is earlier."

7. **To re-appoint Ms. Anita Ramachandran (DIN 00118188) as an Independent Director for a second term.**

To consider passing of the following resolution, as a **special resolution**:

"Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the eligibility for appointment of Ms. Anita Ramachandran (DIN 00118188) who was appointed as an Independent Director and who holds office upto the conclusion of this Annual General Meeting and being eligible, in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years, upto August 23, 2022 or upto the conclusion of the eighteenth Annual General Meeting, whichever is earlier."

(By Order of the Board)
For **Rane (Madras) Ltd.**

S Subha Shree
Secretary

Chennai
May 16, 2017

Registered Office:

"Maithri", 132, Cathedral Road
Chennai 600086
CIN: L65993TN2004PLC052856
www.ranegroup.com

NOTES:

1. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings, an explanatory statement setting out the material facts concerning business to be transacted at the AGM is annexed and forms part of this Notice.
2. **Any member entitled to attend and vote at the Annual General Meeting (AGM) may appoint a proxy to attend and vote at the AGM instead of himself. The proxy need not be a member of the Company. The proxies should however be deposited at the registered office of the Company not less than 48 hours before the commencement of the AGM.**
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the AGM.
4. Pursuant to the relevant provisions of the Companies Act 1956 / Companies Act 2013, dividend if any, upto the financial year

ended March 31, 2010, which remained unclaimed for a period of seven years has been transferred to the Investor Education and Protection Fund (IEPF) of the central government. The Company has sent reminders to all those members whose dividend payments during the last seven years were remaining unpaid as per Company's records. Members are requested to contact the Company's Registrars and Transfer Agents (RTA), for payment in respect of the unclaimed dividend on or after the financial year 2009-10.

5. The notice of the thirteenth AGM along with the attendance slip and proxy form, is being sent by electronic mode to all members whose e-mail addresses are registered with the Company / Depository Participant(s) (DP) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. We encourage your participation and request your support in this regard. To receive communications from the Company in electronic form, please register your e-mail address with your DP/ RTA.
6. Members may also note that the notice of the thirteenth AGM and the annual report 2017 is available on the Company's website www.ranegroup.com.
7. Members holding shares in physical form are requested to notify any change in their addresses, bank details or e-mail address to RTA immediately at the following address
M/s. Integrated Registry Management Services Private Limited,
II Floor, "Kences Towers", No.1, Ramakrishna Street,
North Usman Road, T.Nagar, Chennai 600017
8. Members holding shares in dematerialized form are requested to update the change in residential and e-mail address with their respective DP.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the RTA.
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the RTA, for consolidation into a single folio. The share certificate(s) will be returned to the members after necessary endorsements.
11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.ranegroup.com
12. Members / Proxies should bring the attendance slip duly filled in for attending the AGM.

13. Information pursuant to regulation 26(4), 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) (SEBI LODR) and Secretarial Standard on General Meetings (SS-2) with respect of the Directors seeking appointment/ re-appointment at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
14. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services

Members may note the following process and manner for 'remote e-voting':

- i. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ('remote e-voting') will be provided by National Securities Depository Limited (NSDL).
- ii. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by 'remote e-voting' shall be able to exercise their right at the meeting through poll.
- iii. The members who have cast their vote by 'remote e-voting' prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again
- iv. The 'remote e-voting' period commences on (Monday) August 21, 2017 (9:00 hrs.) and ends on (Wednesday) August 23, 2017 (17:00 hrs.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 17, 2017 (Thursday), may cast their vote by 'remote e-voting'. The 'remote e-voting' module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- v. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date Thursday, August 17, 2017.
- vi. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Thursday, August 17, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company / RTA.
- vii. However, if you are already registered with NSDL for 'remote e-voting' then you can use your existing user ID and password for casting your vote. If you forgot your password,

- you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- viii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and 'remote e-voting' user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - ix. 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).
 - x. A member may participate in the AGM even after exercising his right to vote through 'remote e-voting' but shall not be allowed to vote again at the AGM.
 - xi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of 'remote e-voting' as well as voting at the AGM through poll.
 - xii. Mr. C Ramasubramaniam, Practicing Company Secretary (ICSI Membership no. FCS 6125), Partner, M/s CR & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the 'remote e-voting' process and voting at the AGM, in a fair and transparent manner.
 - xiii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the 'remote e-voting' facility.
 - xiv. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through 'remote e-voting' in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by the Board, who shall countersign the same and declare the result of the voting forthwith.
 - xv. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.ranegroup.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by the Board. The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed

INSTRUCTIONS FOR 'REMOTE E-VOTING'

- a. **In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company / Depositories):**

- (i) Open email and open PDF file viz; "RML-'remote e-voting'.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for 'remote e-voting'. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note 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 'remote e-voting' opens. Click on 'remote e-voting': Active Voting Cycles.
- (vii) Select "EVEN" of "Rane (Madras) Limited".
- (viii) Now you are ready for 'remote 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 raneevoting@gmail.com with a copy marked to evoting@nsdl.co.in.

b. In case of members' receiving physical copy of the notice of AGM and desires to cast e-vote [for members whose email IDs are not registered with the Company / Depository Participant(s) or requesting physical copy]:

- (i) Initial password is provided at the bottom of the Attendance Slip for the AGM.
- (ii) Please follow all steps mentioned from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(By Order of the Board)
For **Rane (Madras) Ltd.**

S Subha Shree
Secretary

Chennai
May 16, 2017

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Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

Resolution No.5

Mr. Pradip Kumar Bishnoi joined the board of directors of your Company on October 24, 2016 and was appointed as additional director (Independent) upto the conclusion of this AGM. It is proposed to appoint him as Independent Director for a period of five years upto October 23, 2021 or upto conclusion of seventeenth Annual General Meeting, whichever is earlier.

Mr. P K Bishnoi is a Graduate in Petroleum Engineering and holds Masters' Degree in Business Management from IIM Ahmedabad. He has served as ex-Chairman & Managing Director of Rashtriya Ispat Nigam Ltd and also Managing Director of Balmer Lawrie & Co Ltd, Kolkata. He is a former Member of Petroleum & Natural Gas Regulatory Board

He has over 40 years of rich experience and insights into industries like steel, natural gas, industrial packaging, lubricants etc.

The Nomination and Remuneration Committee of the Board has recommended the appointment of Mr. P K Bishnoi as Independent Director for a period of five years till conclusion of the seventeenth Annual General Meeting of the Company

Mr. P K Bishnoi is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. P K Bishnoi that he meets with the criteria for independence as prescribed both under sub-section (6) of section 149 of the Act and provisions of SEBI LODR. The Company has received notice in writing under section 160 of the Companies Act 2013, along with requisite deposit amount from a member signifying the intention to propose his candidature to the office of director of the Company.

In view of his knowledge, rich experience and fulfilment of the conditions for appointment as an independent director as specified in the Act and SEBI LODR, in the opinion of board of directors the appointment of Mr. P K Bishnoi would be beneficial to the Company.

Other information relating to his appointment in accordance with Secretarial Standard -SS-2 and Regulations 26(4) and 36(3) of SEBI LODR is annexed to the Notice.

Copy of the draft letter of appointment of Mr. P K Bishnoi as an independent director setting out the terms and conditions is available for inspection by members at the registered office of the Company during business hours upto date of the AGM.

Mr. P K Bishnoi is interested in the resolution as it relates to his own appointment. 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.5 of this notice as an ordinary resolution.

Resolution No.6

Mr. M Lakshminarayan joined the board of your Company on July 21, 2008 and was appointed by the shareholders as Independent Director for a

first term of three years commencing from the conclusion of the tenth Annual General Meeting (AGM) till the conclusion of this thirteenth AGM. It is proposed to re-appoint him as Independent Director for a second term of five years from conclusion of this Annual General Meeting to August 23, 2022 or upto the conclusion of the eighteenth Annual General Meeting, whichever is earlier.

Mr. M Lakshminarayan holds Masters' Degree in Technology from the Indian Institute of Technology, Mumbai and has several years of experience in distinguished companies such as Tata Motors and Bosch Ltd. (formerly MICO).

He has served as Chairman of Southern Region at Confederation of Indian Industry and has been an Executive Council Member of the Indian machine Tool Manufacturer's Association. He is the Chairman of the Advisory Board of Central Manufacturing Technology Institute, Bangalore. He was also the Managing Director of Harman International India Pvt. Ltd., a 100% subsidiary of the Audio giant Harman. He has over 48 years of experience in the field of Science and Technology.

In compliance with Schedule IV of the Act, the Board has evaluated performance of the director in terms of broad parameters like attendance and participation in meetings, sharing of relevant domain experience, networking in other forums, strategic inputs and demonstration towards governance compliances.

Based on the evaluation of directors carried out during his first term as Independent Director, the Nomination and Remuneration Committee of the Board has recommended the re-appointment of Mr. M Lakshminarayan, being eligible, as Independent Director for a second term of five consecutive years upto August 23, 2022 or conclusion of eighteenth Annual General Meeting, whichever is earlier.

Mr. M Lakshminarayan is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. M Lakshminarayan that he meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and provisions of SEBI LODR. The Company has received notice in writing under section 160 of the Companies Act 2013, along with requisite deposit amount from a member signifying the intention to propose his candidature to the office of director of the Company.

Taking into consideration the knowledge, rich experience, contributions in the meetings as a member of the Board / committees thereof and fulfilment of the conditions for re-appointment as an independent director as specified in the Act and SEBI LODR, the board of directors recommends that the continuance of Mr. M Lakshminarayan would be beneficial to the Company.

Other information relating to his re-appointment in accordance with Secretarial Standard –SS-2 and Regulations 26(4) and 36(3) of SEBI LODR is annexed to the Notice.

Copy of the draft letter of re-appointment of Mr. M Lakshminarayan as an independent director setting out the terms and conditions is available for inspection by members at the registered office of the Company during business hours upto date of the AGM.

Mr. M Lakshminarayan is interested in the resolution as it relates to his own appointment. 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.6 of this notice as a special resolution.

Resolution No.7

Ms. Anita Ramachandran joined the Board of your company on October 15, 2012 and was appointed by the shareholders as Independent Director for a first term of three years commencing from the conclusion of the tenth Annual General Meeting (AGM) till the conclusion of this thirteenth AGM. It is proposed to re-appoint her as Independent Director for a second term of five years from conclusion of this Annual General Meeting to August 23, 2022 or upto the conclusion of the eighteenth Annual General Meeting, whichever is earlier.

Ms. Anita Ramachandran is a well-known Human Resource (HR) expert in the country and has over 38 years of experience as a management consultant. Ms Anita Ramachandran began her career in the Management Consultancy division of AF Ferguson & Co (AFF) in Mumbai in 1976. In her nineteen years stint with AFF she worked in various parts of the country and became a director of the firm. Ms Anita Ramachandran founded Cerebrus Consultants in 1995 to focus on HR consulting including organisation transformation. Cerebrus has a national and International presence in South Asia and has clientele in various other countries in Asia.

Ms Anita Ramachandran holds a MBA (Finance) from the Jamnalal Bajaj Institute, Mumbai and has won several academic honours. She is on the board of several other companies as Independent Director.

In compliance with Schedule IV of the Act, the Board has evaluated performance of the director in terms of broad parameters like attendance and participation in meetings, sharing of relevant domain experience, networking in other forums, strategic inputs and demonstration towards governance compliances.

Based on the evaluation of directors carried out during her first term as Independent Director, the Nomination and Remuneration Committee of the Board has recommended the re-appointment of Ms. Anita Ramachandran, being eligible, as Independent Director for a second term of five consecutive years upto August 23, 2022 or conclusion of eighteenth Annual General Meeting, whichever is earlier.

Ms Anita Ramachandran is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Ms Anita Ramachandran that she meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and provisions of SEBI LODR. The Company has received notice in writing under section 160 of the Companies Act 2013, along with requisite deposit amount from a member signifying the intention to propose her candidature to the office of director of the Company.

Taking into consideration the knowledge, rich experience, contributions in the meetings as a member of the Board / committees thereof and fulfilment of the conditions for re-appointment as an independent director as specified in the Act and SEBI LODR, the board of directors recommends that the continuance of Ms. Anita Ramachandran would be beneficial to the Company.

Other information relating to her re-appointment in accordance with Secretarial Standard -SS-2 and Regulations 26(4) and 36(3) of SEBI LODR is annexed to the Notice

Copy of the draft letter of re-appointment of Ms. Anita Ramachandran as an independent director setting out the terms and conditions is available for inspection by members at the registered office of the Company during business hours upto date of the AGM.

Ms Anita Ramachandran is interested in the resolution as it relates to her own appointment. 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.7 of this notice as a special resolution.

(By Order of the Board)
For **Rane (Madras) Ltd.**

S Subha Shree
Secretary

Chennai
May 16, 2017

Registered Office:
"Maithri", 132, Cathedral Road
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Annexure to the NOTICE dated May 16, 2017

Information about directors seeking re-appointment / appointment at the forthcoming Annual General Meeting in compliance with Regulation 26(4), 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2).

Name of the Director	Mr. Harish Lakshman	Mr. M Lakshminarayan	Ms. Anita Ramachandran	Mr. Pradip Kumar Bishnoi
Age (in years)	43	70	62	65
Director Identification Number (DIN)	00012602	00064750	00118188	00732640
Father's Name	Mr. L Lakshman	Mr. Muthuswami Venkataram	Mr. Ediyathumangalam Narayanan Ramadoss	Mr. Om Prakash Bishnoi
Date of Birth	February 12, 1974	September 07, 1946	April 28, 1955	July 03, 1951
Educational Qualifications	B.E. - BITS Pilani, MSM - Purdue University, USA	M. Tech (IIT Bombay)	M.B.A (Finance) Jamnalal Bajaj Institute, Mumbai	Graduate petroleum engineer, Master's in Business Management (IIM Ahmedabad)
Experience	Mr Harish Lakshman has over 22 years of experience in the automotive industry and has held various positions in the areas of Marketing, Operations and Business Development in India and overseas. He currently spearheads the future growth plan for the Rane group.	Mr. M Lakshminarayan has over 48 years of experience in the field of science and technology	Ms. Anita Ramachandran has over 38 years of experience as a management consultant.	Mr. Pradip Kumar Bishnoi has over 40 years of experience and insights into industries steel, natural gas, industrial packaging, lubricants etc.,
Terms and conditions of appointment	Re-appointed as non- executive director, liable to retire by rotation by the shareholders at 11th Annual General meeting on July 31, 2015.	Proposed to be re-appointed as Independent Director for a second term as per resolution no. 6 of the Notice dated May 16, 2017 read with explanatory statement thereto.	Proposed to be re-appointed as Independent Director for a second term as per resolution no. 7 of the Notice dated May 16, 2017 read with explanatory statement thereto.	Additional Director (Independent) who holds office upto this AGM. Proposed to be appointed as Independent Director with effect from October 24, 2016 as per resolution no. 5 of the Notice dated May 16, 2017 read with explanatory statement thereto.
Last drawn remuneration	Sitting fee for FY 2016-17 ₹ 162,500 /-	Sitting fee for FY 2016-17 ₹ 270,000 /-	Sitting fee for FY 2016-17 ₹ 60,000 /-	Sitting fee for FY 2016-17 ₹ 90,000 /-
Remuneration sought to be paid	No approval sought for remuneration. Eligible for Sitting fee for attending meetings of the Board and Committees of which he is a member.	No approval sought for remuneration. Eligible for Sitting fee for attending meetings of the Board and Committees of which he is a member.	No approval sought for remuneration. Eligible for Sitting fee for attending meetings of the Board and Committees of which she is a member.	No approval sought for remuneration. Eligible for Sitting fee for attending meetings of the Board and Committees of which he is a member.
Date of first appointment on the board	March 31, 2004	July 21, 2008 July 31, 2014: 1st term as Independent Director under Companies Act, 2013.	October 15, 2012 July 31, 2014: 1st term as Independent Director under Companies Act, 2013.	October 24, 2016: Additional Director (Independent)

Name of the Director	Mr. Harish Lakshman	Mr. M Lakshminarayan	Ms. Anita Ramachandran	Mr. Pradip Kumar Bishnoi
Relationship with other directors / KMP	Son of Mr. L Lakshman	-	-	-
Other Directorships	<p>Vice Chairman</p> <ol style="list-style-type: none"> Rane Holdings Limited Rane Engine Valve Limited <p>Director</p> <ol style="list-style-type: none"> Rane Brake Lining Limited Rane TRW Steering Systems Private Limited Rane NSK Steering Systems Private Limited JMA Rane Marketing Limited Rane Holdings America Inc., USA Rane Precision Die Casting Inc., USA Young President's Organisation (Chennai Chapter) Savithur Enterprises Pvt Ltd HL Hill Station Properties Pvt Ltd 	<p>Chairman</p> <ol style="list-style-type: none"> Wabco India Limited <p>Director</p> <ol style="list-style-type: none"> Kirloskar Oil Engines Limited Carborandum Universal Limited TVS Electronics Limited ASM Technologies Limited Janaadhar (India) Private Limited Dickinson Fowler Private Limited TVS Automobile Solutions Private Limited Leadec India Private Limited Invest Karnataka Forum 	<p>Director</p> <ol style="list-style-type: none"> Cerebrus Consultants Private Limited Godrej and Boyce Mfg. Co. Limited Aditya Birla Retail Limited Lok Advisory Services Private Limited 3D PLM Software Solutions Limited Kotak Mahindra Old Mutual Life Insurance Limited Aditya Birla Customer Services Limited Aditya Birla Housing Finance Limited Oxfam India IDFC Asset Management Company Limited FSN E-Commerce Ventures Private Limited Utkarsh Small Finance Bank Limited 	<p>Director</p> <ol style="list-style-type: none"> Avadh Sugar and Energy Limited
Committee Memberships in other Boards	<p>Chairman – Stakeholders' Relationship</p> <ol style="list-style-type: none"> Rane Holdings Ltd. Rane Brake Lining Ltd. <p>Member – Nomination and Remuneration</p> <ol style="list-style-type: none"> Rane Holdings Ltd. 	<p>Member – Audit</p> <ol style="list-style-type: none"> Carborandum Universal Limited Wabco India Limited TVS Electronics Limited TVS Automobile Solutions Pvt. Limited ASM Technologies Limited <p>Chairman – Nomination & Remuneration</p> <ol style="list-style-type: none"> Carborandum Universal Limited <p>Member – Nomination & Remuneration</p> <ol style="list-style-type: none"> Wabco India Limited TVS Electronics Limited Kirloskar Oil Engines Limited ASM Technologies Limited <p>Member – Corporate Social Responsibility</p> <ol style="list-style-type: none"> Wabco India Limited <p>Chairman – Risk Management</p> <ol style="list-style-type: none"> Carborandum Universal Limited 	<p>Member – Audit</p> <ol style="list-style-type: none"> Godrej & Boyce Manufacturing Company Limited Aditya Birla Customer Services Limited Aditya Birla Housing Finance Limited Aditya Birla Retail Limited IDFC Asset Management Co. Limited 3D PLM Software Solutions Limited <p>Chairman – Nomination & Remuneration</p> <ol style="list-style-type: none"> Godrej & Boyce Manufacturing Company Limited Aditya Birla Retail Limited IDFC Asset Management Co. Limited <p>Member – Nomination & Remuneration</p> <ol style="list-style-type: none"> FSN E-Commerce Ventures Private Limited Aditya Birla Customer Services Limited Aditya Birla Housing Finance Limited 3D PLM Software Solutions Limited Kotak Mahindra Old Mutual Life Insurance Limited <p>Member – Corporate Social Responsibility</p> <ol style="list-style-type: none"> Aditya Birla Retail Limited 	<p>Member – Audit</p> <ol style="list-style-type: none"> Avadh Sugar and Energy Limited <p>Member – Corporate Social Responsibility</p> <ol style="list-style-type: none"> Avadh Sugar and Energy Limited <p>Member – Stakeholders' Relationship</p> <ol style="list-style-type: none"> Avadh Sugar and Energy Limited

Name of the Director	Mr. Harish Lakshman	Mr. M Lakshminarayan	Ms. Anita Ramachandran	Mr. Pradip Kumar Bishnoi
Number of meetings of the Board attended during the year	Five	Five	Two	Three
Number of equity shares held	750	Nil	Nil	Nil

(By Order of the Board)
For **Rane (Madras) Ltd.**

Chennai
May 16, 2017

S Subha Shree
Secretary

Registered Office:

"Maithri", 132, Cathedral Road
Chennai 600086
CIN: L65993TN2004PLC052856
www.ranegroup.com

ROUTE MAP TO AGM VENUE

