

Registered Office:
" Maithri "
132, Cathedral Road,
Chennai 600 086.
India.

Tel : 91 44 2811 2472
Fax : 91 44 2811 2449
URL : www.rane.co.in

CIN : L35999TN1936PLC002202

Rane Holdings Limited



RHL / 2015-16

July 10, 2015

BSE Limited Corporate Relationship Department, 1st Floor, New Trading Ring, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	Listing Department National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor, Plot No.C/1, 'G' Block, Bandra Kurla Complex Bandra (E), Mumbai - 400 051.
Code No. 505800	Code : RANEHOLDIN

Dear Sirs,

Sub: Clause 31 of Listing Agreement

Please find enclosed six copies of Notice to Shareholders on 79th Annual General Meeting of Rane Holdings Limited scheduled to be held on August 12, 2015.

Please take this on record as compliance with the above clause of the Listing Agreement.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully
For **Rane Holdings Limited**


C Siva
Secretary

Encl : as above.



CIN : L35999TN1936PLC002202

Registered Office: "Maithri", 132, Cathedral Road, Chennai 600 086

Phone : 044-28112472; Fax :044-28112449 Email : investorservices@rane.co.in, Website : www.rane.co.in

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Seventy Ninth (79th) Annual General Meeting (AGM) of **Rane Holdings Limited** will be held at **10.30 a.m. on Wednesday, 12th August 2015**, 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 31 March 2015, report of the board of directors and the Auditors' thereon.

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

"Resolved that the Audited Financial Statements of the Company for the year ended 31 March 2015 including Balance Sheet as at 31 March 2015, the Statement of Profit and Loss and Cash flow statement for the year ended 31 March 2015 together with the report of the board of directors and the Auditors of the Company thereon, as circulated to the members and presented to the meeting be are hereby adopted."

"Resolved further that the Audited Consolidated Financial Statements of the Company, its subsidiaries, associates and joint ventures, for the financial year ended 31 March 2015, as circulated to the members and presented to the meeting be and the same is hereby adopted."

2. To declare dividend on equity shares.

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

"Resolved that dividend of Rs.7.50/- per equity share of Rs.10/- each on 1,42,77,809 equity shares be and is hereby declared out of the profits of the Company for the year ended 31 March 2015, absorbing an amount of Rs.12,88,83,641/- (including dividend distribution tax and cess thereon) and that the said dividend be paid to those shareholders, whose names appear in the Company's register of members as at the end of business hours on **12th August 2015** and in respect of shares in electronic form to those beneficial owners of the shares as at the end of business hours on **4th August 2015** as per the details furnished by the depositories for this purpose."

3. To appoint a director in the place of Mr L Ganesh, who retires by rotation under Article 108 and 109 of the Articles of Association of the Company and being eligible, offers himself for re-election.

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

"Resolved that Mr L Ganesh (DIN 00012583), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

4. To ratify appointment of statutory auditors of the Company. The appointment of statutory auditors M/s Deloitte Haskins and Sells, Chartered Accountants, who hold office from the conclusion of the seventy eighth Annual General Meeting (AGM) until the conclusion of the eightieth AGM, is subject to the ratification by shareholders at every AGM in accordance with Section 139 & 142 of the Companies Act, 2013. The declaration to the effect that their re-appointment, if ratified, would be within the limits and that they are free from any disqualification specified in section 141 of the Companies Act, 2013, and the rules made thereunder, has been received from them.

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

"Resolved that the appointment of M/s Deloitte Haskins and Sells, Chartered Accountants (Firm Registration No. 008072S with The Institute of Chartered Accountants of India), as auditors of the Company as approved by the members at the seventy eighth Annual General Meeting to hold office until the conclusion of the eightieth Annual General Meeting, be and is hereby ratified 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 Dr (Ms) Sheela Bhide, 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 and any other applicable provisions read with Schedule IV of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr (Ms) Sheela Bhide (DIN 01843547), appointed as an additional director of the company in the category of Independent Director, by the board of directors with effect from 13th November, 2014, in terms of Sections 149 read with 161 of the Companies Act, 2013 and the

Articles of Association of the Company, in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office upto the conclusion of eighty second Annual General Meeting."

6. To mortgage / create charge(s) on assets of the Company under section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and rules made thereunder in connection with the borrowings of the Company.

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

"Resolved that in supersession of the resolution passed by shareholders of the Company under Section 293(1)(a) of the Companies Act, 1956 at the seventy third Annual General Meeting held on 30th July, 2009 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the board of directors of the Company (hereinafter referred to as the 'board' which term shall be deemed to include any committee thereof) to create charge by way of mortgage, hypothecations, interest or lien on any of the Company's moveable / immoveable / intangible properties, assets or undertakings, both present and future in addition to the already existing charges, in such manner as the board may deem fit, in favour of banks/financial institutions, body corporates and other lenders / lending agencies including the trustees for the holders of debentures/bonds/other instruments, to secure, primarily / collaterally, the borrowings of the Company."

7. Adoption of new set of Articles of Association of the Company.

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

"Resolved that pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing set of regulations in the Articles of Association of the Company be and is hereby replaced with the new set of regulations and the said new set of regulations be and is hereby approved and adopted as the Articles of Association of the Company in place of, in substitution and to the entire exclusion of the existing set of regulations."

"Resolved further that the board of directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as

may be necessary, proper, expedient, required or incidental thereto, in this regard including but not limited to filing of requisite application/ forms/ reports, etc. with the Ministry of Corporate Affairs or with such other authorities as may be required for the purpose of giving effect to this resolution."

(By Order of the board)
For Rane Holdings Limited

Chennai

26 May, 2015

C Siva

Secretary

NOTES:

1. **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 time fixed for 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.

2. Corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.
3. The Statement of material facts pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business as given in the notice is annexed hereto.
4. The Register of Members of the Company will remain closed from **Wednesday, 5th August, 2015 to Wednesday, 12th August, 2015** (both days inclusive) for annual closing and determining the entitlement of shareholders to the dividend on the equity shares for the financial year 2014-15, if declared at the AGM.
5. Pursuant to the applicable provisions of the Companies Act, 1956 /Companies Act, 2013, dividends which remain unclaimed for a period of seven years will be 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 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 2008-09.

6. The notice of the Seventy Ninth 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 / Registrar and Share Transfer Agent (RTA) or write to us at investorservices@rane.co.in

7. Members may also note that the notice of the Seventy Ninth AGM and the Annual Report 2015 is available on the Company's website: www.rane.co.in.
8. Members holding shares in physical form are requested to notify any change in their addresses, bank details or e-mail addresses to RTA immediately at the following address:

M/s. Integrated Enterprises (India) Limited

II Floor, "Kences Towers", No.1,
Ramakrishna Street,
North Usman Road, T.Nagar, Chennai 600 017.

Members holding shares in dematerialized form are requested to update the change in residential and e-mail address with their respective DP.

9. Members who are holding shares in identical order of names in more than one account are requested to intimate to the Company, the ledger folio of such accounts together with the share certificate(s) to enable the Company to consolidate all the holdings into one account. The share certificate(s) will be returned to the members after necessary endorsements.
10. Members / Proxies should bring the attendance slip duly filled in for attending the AGM.
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.rane.co.in.
12. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN to respective DP / RTA.

13. Relevant documents referred to in the accompanying notice and the explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 will be available for inspection at the registered office of the Company during the business hours on all working days up to the date of AGM.

14. Information pursuant to clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM are furnished in the Corporate Governance section of the Annual Report and forms part of this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.

15. 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 clause 35B of the Listing Agreement, 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.

- (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 ballot paper / 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.
- (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 Sunday, 9th August, 2015 (9:00 a.m. IST) and ends on Tuesday, 11th August, 2015 (5:00 p.m. IST). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 5th August, 2015, 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 Wednesday, 5th August, 2015.
- (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. Wednesday, 5th August, 2015, 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.
- (xii) Mr C Ramasubramaniam, Practising Company Secretary (Membership No. FCS 6125), Partner, M/s CR & Associates, Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting at the AGM and the remote e-Voting process 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, 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 AGM, first count the votes cast at the AGM 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, within 48 hours 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 him in writing, 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.rane.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be displayed on the notice-board at the registered office and 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; "RHL-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 Holdings 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 raneevoting2015@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 as below / at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(By Order of the board)

For **Rane Holdings Limited**

Chennai

C Siva

26 May, 2015

Secretary

Annexure to Notice convening 79th AGM

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

Resolution No.5

The board of Directors of your Company, based on the recommendations of Nomination and Remuneration Committee vide resolution dated 13th November, 2014 co-opted Dr (Ms) Sheela Bhide as additional director in terms of Section 161 of the Companies Act, 2013 with effect from 13th November, 2014 in the category of Independent Director.

Dr (Ms) Sheela Bhide holds a doctorate in international trade from the Institute of International Studies, Geneva, a Master's degree in economics from George Mason University, United States of America and a master's in Public Administration from John F. Kennedy School of Government, Harvard University, United States of

America. She also holds a Masters' degree in Business Administration (MBA) with a specialisation in financial management, from Indira Gandhi National Open University.

Dr (Ms) Sheela Bhide is presently the Senior Adviser to the EU-funded project on "Sustainable Development of Foundry Clusters in India" being implemented by Foundation for MSME Clusters, Delhi.

Dr (Ms) Sheela Bhide belongs to the 1973 branch of the Indian Administrative Service (IAS) and has handled several prominent positions in her 40 year-long career including Chairman and Managing Director, India Trade Promotion Organisation; Ministry of Commerce, Additional Secretary and Financial Advisor; Ministry of External Affairs, Government of India, Additional Secretary and Financial Advisor; Ministry of Defence and Joint Secretary, Ministry of Corporate Affairs. Dr (Ms) Sheela Bhide is also an Independent Director on the board of L&T Metro Rail (Hyderabad) Pvt. Ltd., Suryodaya Micro Finance Pvt. Ltd., Gati-Kintetsu Express Private Ltd. and Gati Ltd.

The knowledge and experience of Dr (Ms) Sheela Bhide would be immensely beneficial to the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Dr (Ms) Sheela Bhide will hold office up to the date of the ensuing AGM as additional director in the category of Independent Director. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with requisite deposit proposing the candidature of Dr (Ms) Sheela Bhide for the office of director in the category of Independent Director under the provisions of Section 149 of the Companies Act, 2013.

Dr (Ms) Sheela Bhide is interested in the resolution as it relates to her own appointment. None of the other Directors and Key Managerial Personnel (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.

Information about Dr (Ms) Sheela Bhide, in accordance with clause 49(IV) of the Listing Agreement is furnished in corporate governance report annexed to the report of the board of directors.

The board recommends passing of the special resolution as set out at item no. 5 of this notice.

Resolution No. 6

The borrowings of the Company in general are required to be secured from time to time by creation of charge by way of mortgage, pledge and hypothecation or otherwise on or any of the assets of the Company in such manner as may be required by banks, financial institutions or other lending institutions. Mortgaging or creating charge

by the Company on its assets to secure the funds borrowed from time to time within the overall limits of borrowing powers delegated to the board of directors, may be construed as disposal of the Company's undertaking within the meaning of Section 180(1)(a) of

the Companies Act, 2013 in certain circumstances. The Company had earlier secured approval of members under Section 293(1)(a) of the Companies Act, 1956.

Further, Ministry of Corporate Affairs (MCA) through the Circular no.04/2014 dated 25th March, 2014 has clarified that the resolution passed under section 293 of the Companies Act, 1956 prior to 12th September, 2013 with reference to borrowings and / or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of section 180 of the Companies Act, 2013 for a period of one year from the date of notification of section 180 of the Companies Act,

2013. Hence, in order to comply with the relevant provisions under the Companies Act 2013, the approval of the members is sought under Section 180(1)(a) of the Companies Act, 2013 read with Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014, by way of special resolution.

None of the directors, key managerial personnel of Company and their relatives are concerned or interested financially or otherwise in this resolution except to the extent of their shareholding, if any, in the Company.

The board recommends passing of the special resolution as set out at item no. 6 of this notice.

Resolution No. 7

The existing regulations in the Articles of Association (AoA) of the Company is based on the provisions of Companies Act, 1956 and the rules made thereunder. With the enforcement of Companies Act, 2013 (the Act), many provisions relating to the management of the company have undergone significant changes. In order to align the existing regulations in the AoA with Companies Act, 2013 and the rules made thereunder, it is proposed to wholly replace the existing set of regulations with a new set of regulations.

Member's attention is invited to certain salient provisions in the new draft regulations of the Company viz:

- I Streamlining and aligning the existing regulations in the AoA of the Company with the Act.
- ii. Inclusion of holding company enabling regulations on matters relating to nomination of directors in investee companies.
- iii. Incorporation of regulations relating to appointment of Key Managerial Personnel.
- iv. Deletion of references to specific section of the Companies Act, 1956 or the rules framed thereunder.
- v. Alteration of regulations relating to board of Directors -appointment, retirement and meetings of the board.
- vi. Alteration of regulations dealing with meetings of the shareholders, voting mechanism, quorum etc.

The proposed draft set of regulations, as considered by the board of directors at its meeting held on 26th May, 2015 has been uploaded on the Company's website for perusal by the members and is also open for inspection at the registered office of the Company during business hours on all working days up to the date of ensuing Annual General Meeting.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adopting the new set of regulations as the Articles of Association of the Company.

None of the directors, key managerial personnel of Company and their relatives are concerned or interested financially or otherwise in this resolution except to the extent of their shareholding, if any, in the Company.

The board recommends passing of the special resolution as set out at item no. 7 of this notice.

(By Order of the board)

For Rane Holdings Limited

Chennai

26 May, 2015

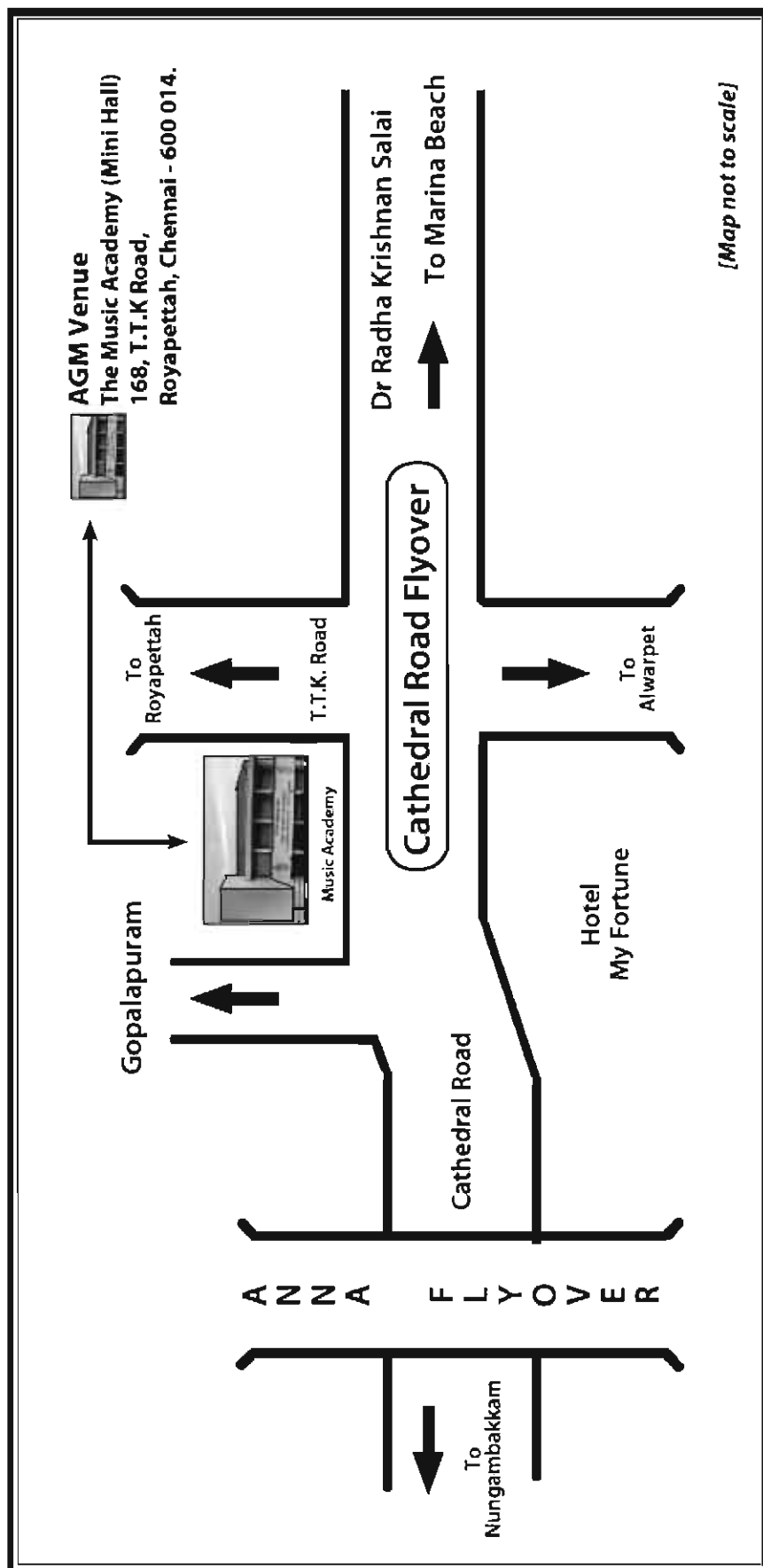
C Siva

Secretary

Information about director seeking appointment / re-appointment in the Seventy Ninth Annual General Meeting in respect of item Nos. 3 & 6 above (in accordance with clause 49 of the listing agreement)

Name of the director	Mr L Ganesh	Dr (Ms) Sheela Bhide
Director Identification Number (DIN)	00012583	01843547
Father's Name	Mr L L Narayan	Col. Damodar N Thakar
Date of birth	18 th March, 1954	12 th June, 1948
Educational Qualifications	B.Com, ACA, MBA	Ph D (International Trade), Masters in Economics, Masters in Public Administration, MBA (Finance)
Experience	Mr L Ganesh, Chairman of Rane Group, is closely involved in management of all companies in Rane Group and has over 36 years of industrial experience.	Dr (Ms) Sheela Bhide is an IAS officer of the 1973 batch and has over 40 years' experience. During her tenure she has held key posts in various Ministries such as Commerce, Defence and External Affairs.
Date of appointment	June 26, 1986	November 13, 2014
Other Directorships	Chairman & Managing Director 1. Rane Engine Valve Limited Chairman 1. Rane (Madras) Limited 2. Rane Brake Lining Limited 3. SasMos HET Technologies Limited 4. Rane NSK Steering Systems Private Limited 5. Rane TRW Steering Systems Private Limited Director 1. EIH Limited 2. EIH Associated Hotels Limited 3. JMA Rane Marketing Limited	Director 1. Suryoday Micro Finance Private Limited 2. L & T Metro Rail (Hyderabad) Limited 3. GATI-KINTETSU Express Private Limited 4. Gati Limited 5. The Bombay Dyeing and Manufacturing Company Limited 6. Bombay Burmah Trading Corporation Limited
Committee Memberships	Chairman - Audit 1. EIH Associated Hotels Limited Member - Audit 1. Rane Holdings Limited 2. Rane Brake Lining Limited 3. Rane TRW Steering Systems Private Limited 4. Rane NSK Steering Systems Private Limited Member - Stakeholders' relationship committee 1. Rane Holdings Limited 2. Rane Brake Lining Limited 3. Rane Engine Valve Limited	Chairman – Audit Committee 1. Suryoday Micro Finance Private Limited Member – Audit Committee 1. GATI-KINTETSU Express Private Limited 2. L & T Metro Rail (Hyderabad) Limited Member– Nomination and Remuneration Committee 1. Suryoday Micro Finance Private Limited 2. GATI-KINTETSU Express Private Limited
Number of shares held (Equity)	7,12,196	Nil

ROUTE MAP TO AGM VENUE



**RANE HOLDINGS LIMITED**

CIN. L35999TN1936PLC002202

Regd. Office : " MAITHRI ", 132, Cathedral Road, Chennai - 600 086

www.rane.co.in

**SEVENTY NINTH ANNUAL GENERAL MEETING – AUGUST 12, 2015
ATTENDANCE SLIP**

To be handed over at the entrance of the meeting hall

I hereby record my presence at the **79th Annual General Meeting (AGM)** of the Company held on **Wednesday, August 12, 2015** at **10:30 a.m.** at **The Music Academy (Mini Hall)**, New No.168, TTK Road, Royapettah, **Chennai 600 014**.

.....
Signature of Shareholder/Proxy.....
Name (in block letters)**Note:**

1. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of the 79th Annual Report 2015 and the Notice of the 79th AGM along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the AGM can carry a print of this Attendance Slip.
3. Physical copy of the 79th Annual Report 2015 and Notice of the 79th AGM along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.

**RANE HOLDINGS LIMITED**

CIN. L35999TN1936PLC002202

Regd. Office : " MAITHRI ", 132, Cathedral Road, Chennai - 600 086

www.rane.co.in

**SEVENTY NINTH ANNUAL GENERAL MEETING – AUGUST 12, 2015
E-VOTING PARTICULARS****ELECTRONIC VOTING PARTICULARS**

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD / PIN

Note:Please read instructions given in the Notice of the 79th AGM carefully before voting electronically.

**RANE HOLDINGS LIMITED**

CIN. L35999TN1936PLC002202

Regd. Office : " MAITHRI ", 132, Cathedral Road, Chennai - 600 086

www.rane.co.in

**SEVENTY NINTH ANNUAL GENERAL MEETING – AUGUST 12, 2015
PROXY FORM**I/We, being the member(s) of **Rane Holdings Limited** holding _____ shares, hereby appoint

1) _____ of _____ having e-mail Id _____ or failing him

2) _____ of _____ having e-mail Id _____ or failing him

3) _____ of _____ having e-mail Id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **79th Annual General Meeting** of the company, to be held on **Wednesday, August 12, 2015 at 10:30 a.m.** at **The Music Academy (Mini Hall)**, New No.168, TTK Road, Royapettah, **Chennai 600 014** and at any adjournment thereof in respect of such resolutions as are indicated below:

* I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	RESOLUTIONS	FOR	AGAINST
1.	To consider and adopt the Audited Financial Statements of the company for the year ended March 31, 2015, the report of the Board of Directors' and Auditors' thereon		
2.	To declare dividend on equity shares		
3.	To re-appoint Mr. L Ganesh, who retires by rotation, as a director		
4.	To ratify appointment of M/s Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors		
5.	To appoint Dr. Sheela Bhide, as an independent director		
6.	To mortgage or create charge(s) on assets of the company		
7.	To adopt new set of Articles of Association		

Signed this day of 2015

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix
Revenue
Stamp

*This is only optional. Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
- A Proxy need not be a member of the company.**
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of joint holders, the signature of any one holder will be sufficient.