

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

Tel : 91 44 28112472
Fax : 91 44 28112449

Rane (Madras) Limited



RML / 2014

January 3, 2014

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No.C/1,
'G' Block, Bandra Kurla Complex
Bandra (E)
Mumbai 400 051

Fax No.2659 8237 / 38
E-mail : compliance@nse.co.in
cmist@nse.co.in

Stock Code : RML

Dear Sirs,

Please find enclosed a copy of the **proceedings** in connection to the approval of scheme of amalgamation of Rane Diecast Limited with Rane (Madras) Limited :

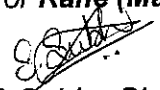
- i) Minutes of declaration of results on the voting by Postal Ballot / e-voting on December 5, 2013 as per SEBI circular dated May 21, 2013.
- ii) Minutes of Court Convened Meeting held on December 5, 2013

Kindly take the above documents on record under clause 31(d) and other relevant provisions of the Listing Agreement.

Please acknowledge the receipt.

Thanking you,

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


S Subha Shree
Secretary

Encl : as above.

CC to:
Bombay Stock Exchange Limited (Stock Code: 532661)
Corporate Relationship Department,
1st Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai 400 001.

Fax Nos. 2272 2082, 3132
2272 2061,41, 39, 37

E-mail: corp.relations@bseindia.com

Minutes of the declaration of results on the voting by Postal Ballot / e-voting conducted as per SEBI Circular CIR/ CFD/DIL/8/2013 dated May 21, 2013 for seeking approval of the public shareholders (other than Promoter and Promoter group shareholders), for the scheme of amalgamation of Rane Diecast Limited with Rane (Madras) Limited, announced on Thursday, December 5, 2013 at 1.00 p.m. at the Registered Office of the Company situated at "Maithri", 132, Cathedral Road, Chennai 600 086.

Present : L Ganesh Chairman

No. of members - 7

S Subha Shree Secretary

Mr. R Balasubramaniam,
Practicing Company Secretary –Scrutinizer

The Chairman informed that the Company pursuant to Section 192A of the Companies Act, 1956, Companies (Passing of resolution by postal ballot) Rules, 2011 read with SEBI Circular CIR/ CFD/DIL/8/2013 dated May 21, 2013, on October 31, 2013 dispatched notice to all the Public shareholders (other than Promoter and Promoter group shareholders), seeking approval for the scheme of amalgamation of Rane Diecast Limited with Rane (Madras) Limited, pursuant to Sections 391-394, 16, 94 and other applicable provisions of the Companies Act, 1956, as per the following resolution set in the notice :

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 stated that it was mentioned in the said Notice that the Postal Ballot form sent therewith should be returned by the shareholders duly completed so as to reach the Scrutinizer on or before the close of business hours on Monday, December 2, 2013.

The Chairman thereafter stated that the Scrutinizer, Mr. R Balasubramaniam, had carried out the scrutiny of all the postal ballot forms received up to the close of business hours on December 2, 2013 and that the Scrutinizer had submitted his reported dated December 4, 2013 and that he as the Chairman had accepted the said Report.

The Chairman then announced the following results of the Postal Ballot based on the report submitted by the Scrutinizer:

Particulars	Postal Ballot and E-Voting		% of Votes / Shares to total paid-up capital	% to total voters	% to total Votes / Shares
	No. of Forms / E-voters received	No. of Votes / Shares			
(a) Total postal ballot forms / E-votes received	281	459027	4.516	100.000	100.000
(b) Less: Invalid postal ballot forms.	3	6916	0.068	1.068	1.507
(c) Net valid postal ballot forms / E-votes	278	452111	4.448	98.932	98.493
(d) Postal Ballot forms / E-votes -assent for the Resolution	272	451896	4.446	96.797	98.446
(e) Postal Ballot forms / E-votes -dissent for the Resolution	6	215	0.002	2.135	0.047

The Chairman thereafter announced that resolution have therefore been approved by the public shareholders with requisite majority.

Chennai
December 5, 2013

L Ganesh
Chairman

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) $=[(2)/(1)]*100$	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6) $= [(4)/(2)]*100$	% of Votes against on votes polled (7)= $[(5)/(2)]*100$
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