

Rane (Madras) Limited



RML / SE/ 18 /2016-17

July 22, 2016

BSE Limited Corporate Relationship Department, 1st Floor, New Trading Ring, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001	National Stock Exchange of India Ltd. Listing Department Exchange Plaza, 5 th Floor, Plot No.C/1, 'G' Block, Bandra Kurla Complex Bandra (E), Mumbai - 400 051.
Code No.532661	Code : RML

Dear Sir/ Madam,

Sub: Outcome of 12th Annual General Meeting (AGM) and Voting results (E-voting & Poll)

Ref : Letter no. RML/SE/09/2016-17 dated June 24, 2016 intimating AGM

We wish to inform you that the 12th Annual General Meeting (AGM) of the Company was held on Friday, July 22, 2016 at The Music Academy (Mini hall), New No.168, T.T.K Road, Royapettah, Chennai at 10.15 a.m.

In regard to above, please find enclosed:

1. Summary of the Proceedings of 12th AGM (**Regulation 30** of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) (Annexure-1)
2. Voting Results of remote e-voting and Poll conducted at the AGM (**Regulation 44** of SEBI LODR)(Annexure-2)
3. Consolidated report of the Scrutinizer on remote e-voting and Poll dated July 22, 2016. (Annexure-3)

The above are also being uploaded on the website of the Company **www.rane.co.in**

We request you to take the above on record and note the compliance under above referred regulations of SEBI LODR.

Kindly acknowledge receipt.

Thanking you.

Yours faithfully

For **Rane (Madras) Limited**

S. Subha Shree

Secretary

Encl: a/a



Rane (Madras) Limited



Annexure 1

Summary of proceedings of Twelfth Annual General Meeting (12th AGM)

The Twelfth Annual General Meeting (12th AGM) of the Company was held on Friday, July 22, 2016 at The Music Academy (Mini Hall), New No.168, T.T.K Road, Royapettah, Chennai at 10.15 a.m.
Mr. L Ganesh, Chairman of the Company, chaired the meeting.

Upon ascertaining that the requisite quorum was present, the Chairman called the meeting to order. The Chairman announced that 20 valid proxies received upto 48 hours before the commencement of the meeting representing 1,00,189 shares of Rs.10/- each fully paid-up had registered. The Chairman informed that the proxy register and register of director's & key managerial personnel shareholdings, register of contracts or arrangements in which the directors are interested, are open for inspection till the conclusion of the 12th AGM.

The Chairman welcomed the members and introduced the fellow members of the Board, Chairperson of the Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee and the Auditors. The Chairman informed that Ms. Anita Ramachandran and Dr. Tridibesh Mukherjee, directors, have expressed their inability to attend the meeting due to their other pre-occupations.

The Chairman, in his speech to the members gave an overview of the state of the industry, the Company's performance for the financial year 2015-16 and the overseas acquisition during the year and the future outlook,. With the permission of the members, the notice convening the 12th AGM & unqualified report of Statutory Auditors on the financial statements including the Consolidated financial statement were taken as read.

The Chairman informed the members that the Company had provided the remote e-voting facility to cast vote electronically, on all resolutions set forth in the Notice to 12th AGM. The Chairman further informed that Mr. C Ramasubramaniam, Practising Company Secretary (F 6125) was appointed as the Scrutinizer for the remote e-voting and ballot paper poll process at the AGM.

The Chairman provided necessary clarifications sought by members on audited financial statement (Standalone and Consolidated) & other businesses to be transacted at the AGM through poll. Thereafter, the Chairman ordered poll on the following businesses set-forth in the notice, for members who did not participate in remote e-voting and were present in person / through proxies at the meeting.

Ordinary business:

1. Adoption of Audited Financial Statements (including Consolidated Financial Statement) of the Company for year ended March 31, 2016, reports of Board of Directors and Auditors' thereon.
2. Confirmation of interim dividend paid on equity shares.
3. Re-appointment of Mr. L Lakshman (DIN: 00012554) as Director, who retires by rotation and being eligible offers himself for re-election.
4. Ratification of the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as statutory auditors.

The Chairman announced that the meeting shall stand concluded on the completion of the poll and the report of the scrutinizer along with the results would be declared within 48 hours of the conclusion of the meeting and hosted on company's website. The meeting concluded at 10:51 a.m.

For **Rane (Madras) Limited**

S. Subha Shree
Secretary

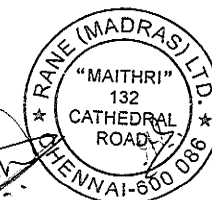
Place : Chennai
Date : July 22, 2016



Rane (Madras) Limited - 12th Annual General Meeting (AGM) Voting Results	
Date of the AGM	July 22, 2016 (Friday)
Total number of Shareholders on record date	6545
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	12
Public:	1119
No. of Shareholders attended the meeting through Video Conferencing	Not applicable

Resolution required : Ordinary	1.To consider and adopt the audited financial statements of the Company for the year ended March 31, 2016, the reports of the Board of Directors and Auditor's thereon.							
Whether Promoter / Promoter group are interested in the agenda / resolution:	No							
Category	Mode of Voting	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 - in against (5)	% of Votes in favour of Votes Polled (6)=[(4)/(2)]*100	% of Votes in against of Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60,79,789	60,76,069	99.94	60,76,069	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public -Institutions	E-Voting	40,276	40,226	99.88	40,226	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	43,90,584	1,01,636	2.31	1,01,636	-	100.00	-
	Poll		1,684	0.04	1,684	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		1,05,10,649	62,19,615	59.17	62,19,615	-	100.00	-

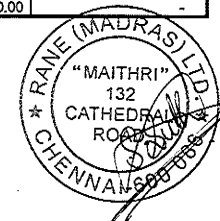
Resolution required : Ordinary	2. To confirm interim dividend paid on equity shares							
Whether Promoter / Promoter group are interested in the agenda / resolution:	No							
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour of Votes Polled (6)=[(4)/(2)]*100	% of Votes in against of Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60,79,789	60,76,069	99.94	60,76,069	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public -Institutions	E-Voting	40,276	40,226	99.88	40,226	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	43,90,584	1,01,636	2.31	1,01,636	-	100.00	-
	Poll		1,684	0.04	1,684	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		1,05,10,649	62,19,615	59.17	62,19,615	-	100.00	-



Rane (Madras) Limited - 12th Annual General Meeting (AGM) Voting Results

Resolution required : Ordinary		3.To re-appoint Mr. L Lakshman (DIN 00012554), who retires by rotation, as a director						
Whether Promoter / Promoter group are interested in the agenda / resolution:		Mr. L Lakshman, Promoter is interested in this resolution.						
Category	Mode of Voting	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 - in against (5)	% of Votes in favour of Votes Polled (6)=[(4)/(2)]*100	% of Votes in against of Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60,79,789	60,76,069	99.94	60,76,069	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public -Institutions	E-Voting	40,276	40,226.00	99.88	40,226.00	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	43,90,584	1,01,606.00	2.31	1,01,606.00	-	100.00	-
	Poll		1,684.00	0.04	1,584.00	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		1,05,10,649	62,19,585	59.17	62,19,585	-	100.00	-

Resolution required : Ordinary		4.To ratify appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors						
Whether Promoter / Promoter group are interested in the agenda / resolution:		No						
Category	Mode of Voting	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 - in against (5)	% of Votes in favour of Votes Polled (6)=[(4)/(2)]*100	% of Votes in against of Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	60,79,789	60,76,069	99.94	60,76,069	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public -Institutions	E-Voting	40,276	40,226.00	99.88	40,226.00	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	43,90,584	1,31,636.00	2.31	1,01,535.00	-	100.00	-
	Poll		1,684.00	0.04	1,584.00	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		1,05,10,649	62,19,615	59.17	62,19,615	-	100.00	-





**CONSOLIDATED SCRUTINIZER REPORT FOR E-VOTING & POLL
FOR M/s. RANE (MADRAS) LIMITED**

To,
The Chairman,
Twelfth(12th) Annual General Meeting of M/s. Rane (Madras) Limited
"MAITHRI", 132 Cathedral Road,
Chennai - 600 086

Sub: Passing of resolution through electronic AND poll conducted at the Twelfth(12th) AGM of Rane (Madras) Limited held on July 22nd 2016.

The Board of Directors of the Company, at its meeting held on 20th May 2016 had appointed us as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The e-voting was held between Tuesday, 19th July 2016 (9.00 A.M. IST) to Thursday, 21st July 2016 (5.00 P.M. IST) and the poll was conducted on Annual General Meeting of the Company held on 22nd July 2015.

The Company had appointed National Securities Depository Limited., (NSDL) as the Service Provider, for extending the Facility of electronic voting to the shareholders of the Company from Tuesday, 19th July 2016 (9.00 A.M. IST) to Thursday, 21st July 2016 (5.00 P.M. IST). The remote e-voting results were unblocked at 1.41 P.M IST by me after the completion of Twelfth (12th) Annual General Meeting in the presence of two witnesses not in the employment of the Company. For further details, refer our Scrutinizer's report dated 22.07.2016 attached herewith.

At the Twelfth(12th) Annual General Meeting of the Company held on 22nd July 2016, the Chairman of the Company had suo moto called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

The result of the E-voting together with that of the Poll is as under:

Item No.1: To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2016, report of Board of Directors' and the Auditors' report thereon.

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	6217931	100	6217931	100	0	0	0	0
Poll	1684	100	1684	100	0	0	0	0
TOTAL	6219615	100	6219615	100	0	0	0	0

All votes cast were in FAVOUR of the resolution and the resolution is passed unanimously as an ORDINARY RESOLUTION.

For CR & ASSOCIATES

Partner.

'SRINIDHI' G4-RMC Flats, No. 1, Venkatesapuram Colony, Vadapalani, Chennai - 600 026.

Phone: 044-24818292. Mobile: +91-9884068292, 9962568292

Email: fcs.rms@gmail.com, csrms@hotmail.com

Item No.2: To confirm interim dividend paid on equity shares

Votes through	cast	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
		No.	%	No.	%	No.	%	No.	%
E Voting		6217931	100	6217931	100	0	0	0	0
Poll		1684	100	1684	100	0	0	0	0
TOTAL		6219615	100	6219615	100	0	0	0	0

All votes cast were in FAVOUR of the resolution and the resolution is passed unanimously as an ORDINARY RESOLUTION.

Item No.3: To re-appoint Mr. L Lakshman (DIN: 00012554), who retires by rotation, as a director

Votes through	cast	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
		No.	%	No.	%	No.	%	No.	%
E Voting		6217901	100	6217901	100	0	0	0	0
Poll		1684	100	1684	100	0	0	0	0
TOTAL		6219585	100	6219585	100	0	0	0	0

All votes cast were in FAVOUR of the resolution and the resolution is passed unanimously as an ORDINARY RESOLUTION.

Item No.4 To ratify appointment of M/s Deloitte Haskins & Sells, Chartered Accountants as Statutory Auditors

Votes through	cast	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
		No.	%	No.	%	No.	%	No.	%
E Voting		6217931	100	6217931	100	0	0	0	0
Poll		1684	100	1684	100	0	0	0	0
TOTAL		6219615	100	6219615	100	0	0	0	0

All votes cast were in FAVOUR of the resolution and the resolution is passed unanimously as an ORDINARY RESOLUTION.

For CR & ASSOCIATES

(Signature)
 Partner.

'SRINIDHI' G4-RMC Flats, No. 1, Venkatesapuram Colony, Vadapalani, Chennai - 600 026.

Phone: 044-24818292. Mobile: +91-9884068292, 9962568292

Email: fcs.rms@gmail.com, csrms@hotmail.com

**CR & ASSOCIATES
COMPANY SECRETARIES**



We hereby confirm that, we are maintaining the Registers received from the Registrar and Share Transfer Agent electronically, in respect of the votes cast through E-Voting and Poll by the shareholders of the Company, which will be handed over to the Chairman/Company Secretary of the company along with this report.

**FOR CR & ASSOCIATES
COMPANY SECRETARIES**


C. RAMASUBRAMANIAM CR & ASSOCIATES
PARTNER COMPANY SECRETARIES
M. NO. 6125 CP NO.6549 "SRINIDHI"

G-4, RMC Flats, No. 1, Venkatesapuram Colony,
Vadapalani, Chennai - 600 026.

Place: Chennai

Date: 22/07/2016

'SRINIDHI' G4-RMC Flats, No. 1, Venkatesapuram Colony, Vadapalani, Chennai - 600 026.

Phone: 044-24818292. Mobile: +91-9884068292, 9962568292

Email: fcs.rms@gmail.com, csrms@hotmail.com