

Rane (Madras) Limited



//Online Submission//

RML / SE / 29/ 2017-18

August 24, 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: Outcome of 13th Annual General Meeting held on August 24, 2017

Ref: Our letter no. RML/SE/20/2017-18 dated July 21, 2017 - Notice of AGM

We wish to inform you that the 13th Annual General Meeting (AGM) of the members of the Company was held on Thursday, August 24, 2017 at The Music Academy (Mini hall), New No.168, T.T.K Road, Royapettah, Chennai - 600 014 at 10:15 hrs.

In this regard, we furnish the following:

1. Summary of the Proceedings of 13th 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 August 23, 2017. - *Annexure-3*

The above are also being uploaded on the website of the Company www.ranegroup.com

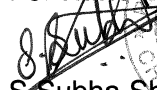
The AGM concluded at 12:05 hrs.

We request you to take the above on record and note the compliance under above referred regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

Thanking you.

Yours faithfully

For **Rane (Madras) Limited**


S. Subha Shree
Secretary

Encl: a/a

Annexure 1

Summary of proceedings of Thirteenth Annual General Meeting (13th AGM)

The Thirteenth Annual General Meeting (13th AGM) of the Company was held on Thursday, **August 24, 2017** at The Music Academy (Mini Hall), New No.168, T.T.K Road, Royapettah, Chennai - 600 014 at 10:15 hrs. 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 7 valid proxies received upto 48 hours before the commencement of the meeting representing 15,157 equity shares of Rs.10/- each fully paid-up were registered. The Chairman informed that the proxy register and register of directors & key managerial personnel & their shareholding, register of contracts or arrangements in which the directors are interested, are open for inspection till the conclusion of the 13th AGM.

The Chairman welcomed the members and introduced the fellow members of the Board, Chairperson of the Stakeholders' Relationship Committee and Corporate Social Responsibility Committee and the Auditors. The Chairman informed that Mr. M Lakshminarayan and Ms. Anita Ramachandran, Independent Directors, expressed their in-ability to attend the AGM due to their other professional commitments.

He further informed that in absence of Mr. M Lakshminarayan being the Chairman of the Audit & Nomination and Remuneration Committee, he has authorized Mr. Pradip Kumar Bishnoi or Mr L Lakshman to represent him at the AGM.

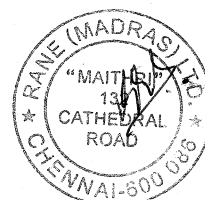
The Chairman gave an overview of the state of the industry, the Company's performance during the financial year 2016-17 and future outlook, in his opening remarks to the members. With the permission of the members, the notice convening the 13th AGM & unqualified report of Statutory Auditors on the financial statements was 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 13th AGM. The Chairman further informed that Mr. C Ramasubramaniam, Practising Company Secretary (FCS 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 & 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 (standalone and consolidated) of the Company for year ended March 31, 2017, reports of the Board of Directors and the Auditors' thereon.
2. Declaration of dividend on equity shares
3. Re-appointment of Mr. Harish Lakshman (DIN: 00012602) as Director, who retires by rotation and being eligible, offers himself for re-appointment.
4. Re-appointment of statutory auditors of the Company.



Special business:

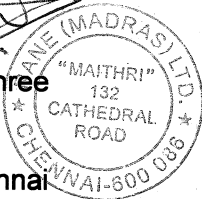
5. Appointment of Mr. Pradip Kumar Bishnoi (DIN:00732640) as an Independent Director
6. Re-appointment of Mr. M Lakshminarayan (DIN:00064750) as an Independent Director for a second term
7. Re-appointment of Ms. Anita Ramachandran (DIN: 00118188) as an Independent Director for a second term

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 12:05 hrs.

For Rane (Madras) Limited


S Subha Shree
Secretary

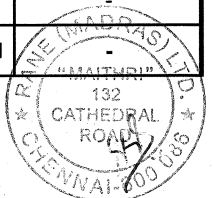
Place: Chennai
Date: August 24, 2017



Rane (Madras) Limited - 13th Annual General Meeting (AGM) Voting Results

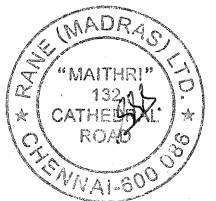
Date of the AGM	August 24, 2017 (Thursday)
Total number of Shareholders on record date	8,164
No. of shareholders present in the meeting either in person or through proxy:	1185
Promoters and Promoter Group:	2
Public:	1,183
No. of Shareholders attended the meeting through Video Conferencing	Not applicable
Promoters and Promoter Group:	
Public:	

Resolution required : Ordinary	1. To consider and adopt the audited financial statements of the Company for the year ended March 31, 2017, the reports of the Board of Directors and Auditors' 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	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	60,75,057	60,19,765	99.09	60,19,765	-	100.00	-	-
	Poll		-	-	-	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	7,781	-	-	-	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,27,811	98,657	2.23	98,582	75	100.00	0.08	-
	Poll		901	0.02	901	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Total		1,05,10,649	61,19,323	58.22	61,19,248	75	99.99	0.01	-



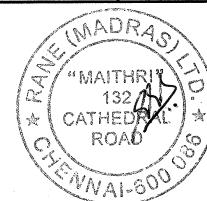
Rane (Madras) Limited - 13th Annual General Meeting (AGM) Voting Results

Resolution required : Ordinary	2. To declare dividend 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	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	60,75,057	6019765	99.09	6019765	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	7,781	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,27,811	98657	2.23	98582	75	99.92	0.08	-
	Poll		901	0.02	901	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Total		1,05,10,649	61,19,323	58.22	61,19,248	75	99.99	0.01	-



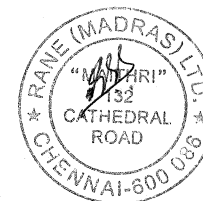
Rane (Madras) Limited - 13th Annual General Meeting (AGM) Voting Results

Resolution required : Ordinary	3. To appoint a Director in the place of Mr.Harish Lakshman (DIN: 00012602), who retires by rotation and being eligible, offers himself for re-appointment.								
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 againstof Votes Polled (7)=[(5)/(2)]*100	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	60,75,057	60,19,765	99.09	60,19,765	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	7,781	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,27,811	98,657	2.23	98582	75	99.92	0.08	-
	Poll		901	0.02	901	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
	Total	1,05,10,649	61,19,323	58.22	61,19,248	75	99.99	0.01	-



Rane (Madras) Limited - 13th Annual General Meeting (AGM) Voting Results

Resolution required : Ordinary									
4. To re-appoint statutory auditors of the Company.									
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 againstof Votes Polled (7)=[(5)/(2)]*100	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	60,75,057	60,19,765	99.09	60,19,765	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	7,781	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,27,811	98,657	2.23	98,482	175	99.82	0.18	-
	Poll		901	0.02	901	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Total		1,05,10,649	61,19,323	58.22	61,19,148	175	99.99	0.01	-



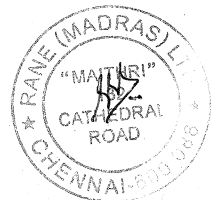
Rane (Madras) Limited - 13th Annual General Meeting (AGM) Voting Results

Resolution required : Ordinary	5. To appoint Mr. Pradip Kumar Bishnoi (DIN: 00732640) as an Independent Director.								
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 againstof Votes Polled (7)=[(5)/(2)]*100	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	60,75,057	60,19,765	99.09	60,19,765	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	7,781	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,27,811	98,507	2.22	98,432	75	99.92	0.08	-
	Poll		901	0.02	901	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Total		1,05,10,649	61,19,173	58.22	61,19,098	75.00	99.99	0.01	-



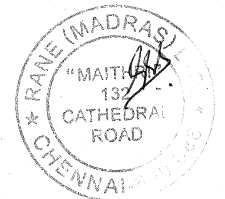
Rane (Madras) Limited - 13th Annual General Meeting (AGM) Voting Results

Resolution required : Special									
6. To re-appoint Mr. M Lakshminarayan (DIN: 00064750) as an Independent Director for a second term.									
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 againstof Votes Polled (7)=[(5)/(2)]*100	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	60,75,057	60,19,765	99.09	60,19,765	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	7,781	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,27,811	98,657	2.23	98,532	125	99.87	0.13	-
	Poll		901	0.02	901	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Total		1,05,10,649	61,19,323	58.22	61,19,198	125	99.99	0.01	-



Rane (Madras) Limited - 13th Annual General Meeting (AGM) Voting Results

Resolution required : Special		7. To re-appoint Ms. Anita Ramachandran (DIN: 00118188) as an Independent Director for a second term.							
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 againstof Votes Polled (7)=[(5)/(2)]*100	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	60,75,057	60,19,765	99.09	60,19,765	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	7,781	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,27,811	98,647	2.23	98,422	225	99.77	0.23	-
	Poll		901	0.02	901	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Total		1,05,10,649	61,19,313	58.22	61,19,088	225	99.99	0.01	-



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

To,
The Chairman,
Thirteenth (13th) Annual General Meeting of Rane (Madras) Limited
"MAITHRI", 132 Cathedral Road,
Chennai - 600 086

Sub: Passing of resolution through electronic AND poll conducted at the Thirteenth (13th) AGM of Rane (Madras) Limited held on Thursday, 24th August 2017

The Board of Directors of the Company, at its meeting held on 16th May 2017 had appointed us as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The e-voting was held between Monday 21st August 2017 (9.00 A.M IST) to Wednesday, 23rd August 2017 (5.00 P.M IST) and the poll was conducted on Annual General Meeting of the Company held on 24th August 2017.

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 Monday 21st August 2017 (9.00 A.M) to Wednesday, 23rd August 2017 (5.00 P.M). The remote e-voting results were unblocked at 12.12 P.M IST by me after the completion of Thirteenth (13th) 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 24.08.2017 attached herewith.

At the Thirteenth (13th) Annual General Meeting of the Company held on Thursday, 24th August 2017, 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, 2017 report of the 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	6118422	100	6118347	99.999	75	0.001	0	0
Poll	901	100	901	100	0	0	0	0
TOTAL	6119323	100	6119248	99.999	75	0.001	0	0

The votes cast in FAVOUR of the resolution are more than the votes cast AGAINST and the Resolution is passed as an ORDINARY RESOLUTION.



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

For CR & ASSOCIATES

[Signature]

CR & ASSOCIATES COMPANY SECRETARIES



Item No.2: To declare dividend 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		6118422	100	6118347	99.999	75	0.001	0	0
Poll		901	100	901	100	0	0	0	0
TOTAL		6119323	100	6119248	99.999	75	0.001	0	0

The votes cast in FAVOUR of the resolution are more than the votes cast AGAINST and the Resolution is passed as an ORDINARY RESOLUTION.

Item No.3: To re-appoint Mr. Harish Lakshman (DIN: 00012602), who retires by rotation, being eligible, offers himself for re-appointment.

Votes through	cast	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
		No.	%	No.	%	No.	%	No.	%
E Voting		6118422	100	6118347	99.999	75	0.001	0	0
Poll		901	100	901	100	0	0	0	0
TOTAL		6119323	100	6119248	99.999	75	0.001	0	0

The votes cast in FAVOUR of the resolution are more than the votes cast AGAINST and the Resolution is passed as an ORDINARY RESOLUTION.

Item No.4: To re-appoint statutory auditors of the Company

Votes through	cast	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
		No.	%	No.	%	No.	%	No.	%
E Voting		6118422	100	6118247	99.997	175	0.003	0	0
Poll		901	100	901	100	0	0	0	0
TOTAL		6119323	100	6119148	99.997	175	0.003	0	0

The votes cast in FAVOUR of the resolution are more than the votes cast AGAINST and the Resolution is passed as an ORDINARY RESOLUTION.

SPECIAL BUSINESS

Item No.5: To appoint Mr. Pradip Kumar Bishnoi (DIN 00732640) as an Independent 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		6118272	100	6118197	99.999	75	0.001	0	0
Poll		901	100	901	100	0	0	0	0
TOTAL		6119173	100	6119098	99.999	75	0.001	0	0

The votes cast in FAVOUR of the resolution are more than the votes cast AGAINST and the Resolution is passed 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

Item No.6: To re-appoint Mr. M Lakshminarayan (DIN 00064750) as an Independent Director for a second term.

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	6118422	100	6118297	99.998	125	0.002	0	0
Poll	901	100	901	100	0	0	0	0
TOTAL	6119323	100	6119198	99.998	125	0.002	0	0

The votes cast in FAVOUR of the resolution are three times more than the votes cast AGAINST and the Resolution is passed as SPECIAL RESOLUTION.

Item No. 7: To re-appoint Ms. Anita Ramachandran (DIN 00118188) as an Independent Director for a second term.

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	6118412	100	6118187	99.996	225	0.004	0	0
Poll	901	100	901	100	0	0	0	0
TOTAL	6119313	100	6119088	99.996	225	0.004	0	100

The votes cast in FAVOUR of the resolution are three times more than the votes cast AGAINST and the Resolution is passed as SPECIAL RESOLUTION.

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
C. RAMASUBRAMANIAM
PARTNER
M. NO. 6125 CP NO.6549

Place: Chennai
Date: 24/08/2017

CERTIFIED TRUE COPY

For **(Madras) Limited**

S. Subha Shree
S. Subha Shree
Secretary

CR & ASSOCIATES
COMPANY SECRETARIES
"SRINIDHI"
G-4, RMC Flats, No. 1, Venkatesapuram Colony,
Vadapalani, Chennai - 600 026.

'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