

Rane (Madras) Limited



//Online Submission//

RML / SE / 24 / 2018-19

July 25, 2018

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 14th Annual General Meeting held on July 25, 2018

Ref: Our letter no. RML/SE/13/2018-19 dated June 19, 2018 - Notice of AGM

We wish to inform you that the 14th Annual General Meeting (AGM) of the members of the Company was held on Wednesday, July 25, 2018 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 14th 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 25, 2018. - *Annexure-3*

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

The AGM concluded at 10:40 hrs.

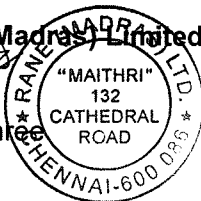
We request you to take the above on record and note the compliance under relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

Thanking you,

Yours faithfully,

For Rane (Madras) Limited

S. Subha Shree
Secretary



Encl: a/a

Summary of proceedings of Fourteenth Annual General Meeting (14th AGM)

The Fourteenth Annual General Meeting (14th AGM) of Rane (Madras) Limited was held on Wednesday, **July 25, 2018** 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 4 valid proxies representing 105 equity shares of Rs.10/- each fully paid-up were received and registered upto 48 hours before the commencement of the meeting. 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 14th AGM.

The Chairman welcomed the members and introduced the fellow members of the Board, Chairperson of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee and the Auditor(s) of the Company. The Chairman informed that Ms. Anita Ramachandran, Independent Director, expressed her in-ability to attend the AGM due to her other professional commitments.

The Chairman gave an overview of the state of the industry, the Company's performance during the financial year 2017-18 and future outlook, in his opening remarks to the members. With the permission of the members, the notice convening the 14th 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 convening the 14th 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 the audited financial statements and 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:

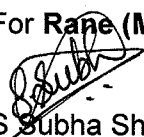
1. Adoption of Audited Financial Statements (standalone and consolidated) of the Company for year ended March 31, 2018, reports of the Board of Directors and the Auditors' report thereon;
2. Declaration of dividend on equity shares;
3. Re-appointment of Mr. L Lakshman (DIN:00012554) as Director, who retires by rotation and being eligible, offers himself for re-appointment; and

Special business:

4. Approve payment of commission to Mr. L. Ganesh, Chairman and Non-Executive Director

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 10:40 hrs.

For Rane (Madras) Limited

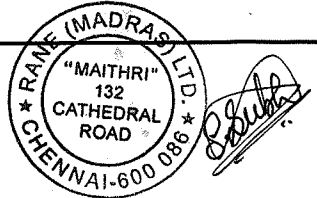

S. Subha Shree
Secretary



Place: Chennai

Date: July 25, 2018

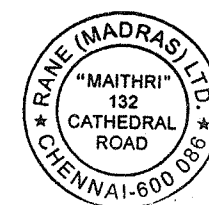
Rane (Madras) Limited - 14th Annual General Meeting (AGM) Voting Results									
Date of the AGM	July 25, 2018								
Total number of Shareholders on record date	9,708								
No. of shareholders present in the meeting either in person or through proxy:	1,286								
Promoters and Promoter Group:	11								
Public:	1,275								
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, 2018, reports of the Board of Directors and the Auditors' report 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	71,33,454	71,16,657	99.76	71,16,657	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	9,688	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,64,399	12,534	0.28	12,474	60	99.52	0.48	-
	Poll		236	0.01	233	-	98.73	-	3
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Total		1,16,07,541	71,29,427	61.42	71,29,364	60	99.99	0.01	3
Note: One ballot paper representing 3 shares was considered invalid.									



Rane (Madras) Limited - 14th 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	71,33,454	71,16,657	99.76	71,16,657	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	9,688	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,64,399	12,534	0.28	12,474	60	99.52	0.48	-
	Poll		236	0.01	233	-	98.73	-	3
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Total		1,16,07,541	71,29,427	61.42	71,29,364	60	99.99	0.01	3

Note: One ballot paper representing 3 shares was considered invalid.



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Rane (Madras) Limited - 14th Annual General Meeting (AGM) Voting Results

Resolution required : Ordinary	3. To appoint a director in the place of Mr. L Lakshman (DIN:00012554), who retires by rotation and being eligible, offers himself for re-appointment								
Whether Promoter / Promoter group are interested in the agenda / resolution:	Yes - Mr. L Lakshman being promoter is interested in this resolution, as it relates to his own appointment. Mr. Harish Lakshman and Mr. L Ganesh being relatives are also deemed interested.								
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	71,33,454	71,16,657	99.76	71,16,657		100.00	-	-
	Poll		-	-	-		-	-	-
	Postal Ballot (if applicable)		-	-	-		-	-	-
Public -Institutions	E-Voting	9,688	-	-	-		-	-	-
	Poll		-	-	-		-	-	-
	Postal Ballot (if applicable)		-	-	-		-	-	-
Public - Non Institutions	E-Voting	44,64,399	12,534	0.28	12,474	60	99.52	0.48	-
	Poll		236	0.01	233		98.73	-	3
	Postal Ballot (if applicable)		-	-	-		-	-	-
	Total	1,16,07,541	71,29,427	61.42	71,29,364	60	99.99	0.01	3

Note: One ballot paper representing 3 shares was considered invalid.



Signature

Rane (Madras) Limited - 14th Annual General Meeting (AGM) Voting Results

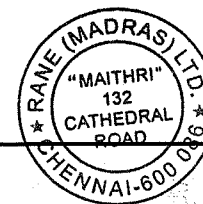
Resolution required : Ordinary	4. To approve payment of commission to Mr. L Ganesh, Chairman and Non-executive Director								
Whether Promoter / Promoter group are interested in the agenda / resolution:	Yes - Mr. L Ganesh being promoter is interested in this resolution, as it relates to payment of commission to himself. Mr. L Lakshman being related is also deemed interested.								
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	71,33,454	71,16,657	99.76	71,16,657	-	100	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	9,688	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,64,399	2,534	0.06	2,314	220	91.32	8.68	-
	Poll		236	0.01	233	-	98.73	-	3
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
	Total	1,16,07,541	71,19,427	61.33	71,19,204	220	99.99	0.01	3

Note: One ballot paper representing 3 shares was considered invalid.

Date: July 25, 2018

Place: Chennai

For Rane (Madras) Limited



S Subha Shree
Secretary

CR & ASSOCIATES COMPANY SECRETARIES



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

To,
The Chairman,
Fourteenth (14th) Annual General Meeting of Rane (Madras) Limited
"MAITHRI", 132, Cathedral Road,
Chennai - 600086

Sub: Passing of resolution through electronic AND poll conducted at the Fourteenth (14th) AGM of Rane (Madras) Limited held on Wednesday, July 25, 2018

The Board of Directors of the Company, at its meeting held on April 30, 2018 had appointed us as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The e-voting was held between Sunday, July 22, 2018 (9:00 A.M IST) to Tuesday, July 24, 2018 (5:00 P.M IST) and the poll was conducted on Annual General Meeting of the Company held on Wednesday, July 25, 2018.

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 Sunday, July 22, 2018 (9:00 A.M IST) to Tuesday, July 24, 2018 (5:00 P.M IST). The remote e-voting results were unblocked at 11.10 A.M IST by me after the completion of Fourteenth (14th) 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 25.07.2018 attached herewith.

At the Fourteenth (14th) Annual General Meeting of the Company held on Wednesday, July 25, 2018, 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 Statement of the Company for the year ended March 31, 2018, 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	7129191	100	7129131	99.999	60	0.001	0	0.000
Poll	236	100	233	98.729	0	0.000	3	1.271
TOTAL	7129427	100	7129364	99.999	60	0.001	3	0.000

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

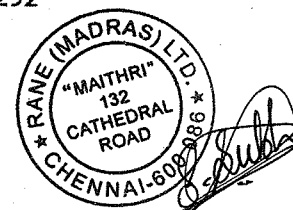
Item No.2: To declare dividend on equity shares

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	7129191	100	7129131	99.999	60	0.001	0	0.000
Poll	236	100	233	98.729	0	0.000	3	1.271
TOTAL	7129427	100	7129364	99.999	60	0.001	3	0.000

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

'Raji', 3B1, 3rd Floor, Gaiety Palace, No. 1L, Blackers Road, Mount Road, Chennai - 600 002
Ph: 044 - 2852 8292, 4260 6292, Mobile: +91 98840 68292, 99625 68292

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



Item No.3: To appoint a Director in the place of Mr. L Lakshman (DIN: 00012554), who retires by rotation and being eligible, offers himself for re-appointment

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	7129191	100	7129131	99.999	60	0.001	0	0.000
Poll	236	100	233	98.729	0	0.000	3	1.271
TOTAL	7129427	100	7129364	99.999	60	0.001	3	0.000

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.4: To approve payment of commission to Mr. L Ganesh, Chairman and Non-Executive Director

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	7119191	100	7118971	99.997	220	0.003	0	0.000
Poll	236	100	233	98.729	0	0.000	3	1.271
TOTAL	7119427	100	7119204	99.997	220	0.003	3	0.000

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

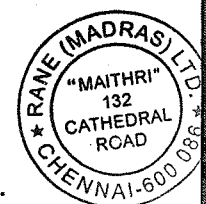
Place: Chennai
Date: 25.07.2018

CR & ASSOCIATES
COMPANY SECRETARIES
"RAJI" 3B1, 3rd Floor, Gaiety Palace,
No. 1L - Blackers Road, Mount Road,
Chennai - 600 002.
GST No. 33AAHFC7595H126

CERTIFIED TRUE COPY

For Rane (Madras) Limited

S. Shree
Secretary



'Raji', 3B1, 3rd Floor, Gaiety Palace, No. 1L, Blackers Road, Mount Road, Chennai - 600 002.

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