

Rane (Madras) Limited



//Online Submission//

RML / SE / 32 / 2017-18

September 1, 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 Extraordinary General Meeting held on September 1, 2017

Ref: Our letter no. RML/SE/25/2017-18 dated August 7, 2017 - Notice of EGM

We wish to inform you that an Extraordinary General Meeting (EGM) of the members of the Company was held on Friday, September 1, 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 EGM - **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 EGM - **Regulation 44** of SEBI LODR – *Annexure - 2*
3. Consolidated report of the Scrutinizer on remote e-voting and Poll dated September 1, 2017. – *Annexure - 3*

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

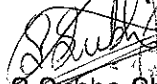
The EGM concluded at 10:40 hrs.

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

Thanking you.

Yours faithfully

For **Rane (Madras) Limited**


S. Subha Shree
Secretary

Encl: a/a

Summary of proceedings of Extraordinary General Meeting (EGM)

An Extraordinary General Meeting (EGM) of the Company was held on Friday, **September 1, 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 6 valid proxies received upto 48 hours before the commencement of the meeting representing 479 equity shares of Rs.10/- each fully paid-up were registered. The Chairman informed that the proxy register and other relevant documents as referred in the EGM notice were made available for inspection till the conclusion of the EGM.

The Chairman welcomed the members of the company.

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 the EGM. 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 EGM.

With the permission of the members, the notice convening the EGM was taken as read. The Chairman briefed on the purpose of fund raising by way of preferential issue of equity and convertible warrants and present debt-equity structure of the Company in his opening remarks to the members. The Chairman provided necessary clarifications sought by members on businesses proposed to be transacted at the EGM through poll.

The Chairman informed that the certificate from M/s. Deloitte Haskins & Sells, Chartered Accountants, Statutory Auditors of the Company, certifying that the above Preferential Issue of Equity Shares and Warrants is made in accordance with applicable provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR) is laid at the meeting for inspection of the members and informed that the company has received in-principle-approval from both stock exchanges, viz., BSE & NSE.

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.

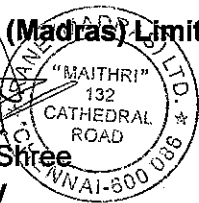
Special business:

1. To approve Preferential Issue of Equity Shares
2. To approve Preferential Issue of Warrants
3. To approve appointment of Mr. Aditya Ganesh, a related party, as General Manager - Corporate Planning, under Section 188 of the Companies Act, 2013

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 EGM and hosted on company's website. The meeting concluded at 10:40 hrs.

For Rane (Madras) Limited

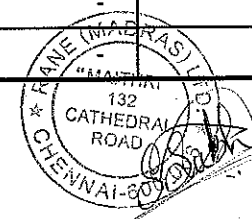

S. Subha Shree
Secretary



Place: Chennai

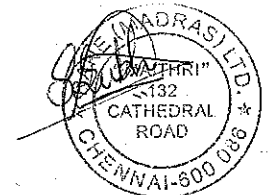
Date: September 1, 2017

Rane (Madras) Limited - Extraordinary General Meeting (EGM) 2017 Voting Results									
Date of the EGM			September 1, 2017 (Friday)						
Total number of Shareholders on record date			8,221						
No. of shareholders present in the meeting either in person or through proxy:			670						
Promoters and Promoter Group:			11						
Public:			659						
No. of Shareholders attended the meeting through Video Conferencing			Not applicable						
Promoters and Promoter Group:									
Public:									
Resolution required : Special		1. To approve Preferential Issue of 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	60,19,765	99.090	60,19,765	-	100.000	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	8,799	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,26,793	1,091	0.025	1,091	-	100.000	-	-
	Poll		531	0.012	531	-	100.000	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Total		1,05,10,649	60,21,387	57.288	60,21,387	-	100.000	-	-



Rane (Madras) Limited - Extraordinary General Meeting (EGM) 2017 Voting Results

Resolution required : Special		2. To approve Preferential Issue of Warrants							
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	99.090	60,19,765	-	100.000	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	8,799	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,26,793	1,091	0.025	1,091	-	100.000	-	-
	Poll		531	0.012	531	-	100.000	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Total		1,05,10,649	60,21,387	57.288	60,21,387	-	100.000	-	-



Rane (Madras) Limited - Extraordinary General Meeting (EGM) 2017 Voting Results

Resolution required : Ordinary	3. To approve appointment of Mr. Aditya Ganesh, a related party, as General Manager-Corporate Planning, under Section 188 of the Companies Act, 2013								
Whether Promoter / Promoter group are interested in the agenda / resolution:	Yes. Mr. L Ganesh, being a relative is deemed to be interested in this resolution. The entire Promoter & Promoter Group have abstained from voting on 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 againstof Votes Polled (7)=[(5)/(2)]*100	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	60,75,057	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	8,799	-	-	-	-	-	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	44,26,793	1,091	0.025	1,091	-	100.000	-	-
	Poll		531	0.012	531	-	100.000	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
	Total	1,05,10,649	1,622	0.015	1,622	-	100.000	-	-

Date: September 1, 2017

Place: Chennai

For Rane (Madras) Limited


S. Subha Shree
 Secretary



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

To,
The Chairman,
Extra Ordinary General Meeting of RANE (MADRAS) LIMITED
"MAITHRI", No. 132 Cathedral Road,
Chennai - 600 086

Sub: Passing of resolution through electronic AND poll conducted at the Extra Ordinary General Meeting of Rane (Madras) Limited held on Friday, September 1, 2017.

The Board of Directors of the Company, at its meeting held on Saturday, August 5, 2017 had appointed us as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The e-voting was held between Tuesday, August 29, 2017 (09.00 A.M IST) to Thursday, August 31, 2017 (05.00 P.M IST) and the poll was conducted on Extra Ordinary General Meeting of the Company held on September 1, 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 Tuesday, August 29, 2017(09.00 A.M IST) to Thursday, August 31, 2017 (05.00 P.M IST). The remote e-voting results were unblocked at 10.53 AM IST by me after the completion of Extraordinary General Meeting in the presence of two witnesses Mr. A. Durairaj and Mr. S. Padmanabhan, members who are not in the employment of the Company. For further details, refer our Scrutinizer's report dated 01.08.2017 attached herewith.

At the Extraordinary General Meeting of the Company held on Friday, September 1, 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:



For CR & ASSOCIATES

[Signature]
Director

Item No.1: To approve Preferential Issue of 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	6020856	100	6020856	100	0	0	0	0
Poll	531	100	531	100	0	0	0	0
TOTAL	6021387	100	6021387	100	0	0	0	0

All votes cast are in FAVOUR of the resolution, the resolution is passed unanimously as SPECIAL RESOLUTION.

Item No.2: To approve Preferential Issue of Warrants

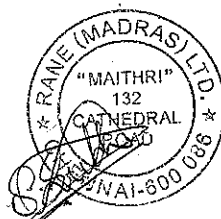
Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	6020856	100	6020856	100	0	0	0	0
Poll	531	100	531	100	0	0	0	0
TOTAL	6021387	100	6021387	100	0	0	0	0

All votes cast are in FAVOUR of the resolution, the resolution is passed unanimously as SPECIAL RESOLUTION.

Item No.3: To approve appointment of Mr. Aditya Ganesh, a related party, as General Manager-Corporate Planning, under Section 188 of the Companies Act, 2013

Votes cast through	Total votes cast		Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No.	%	No.	%	No.	%	No.	%
E Voting	1091	100	1091	100	0	0	0	0
Poll	531	100	531	100	0	0	0	0
TOTAL	1622	100	1622	100	0	0	0	0

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



For CR & ASSOCIATES

(Signature)
Partner

**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 remote 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
PARTNER
M. NO. 6125 CP NO.6549**

**Place: Chennai
Date: 01.09.2017**

**CR & ASSOCIATES
COMPANY SECRETARIES
'SRINIDHI'**

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

CERTIFIED TRUE COPY

For Rane (Madras) Limited

**S Subba Shree
Secretary**

