

Rane (Madras) Limited

CIN L65993TN2004PLC052856

www.rane.co.in

Registered Office: "Maithri", 132, Cathedral Road, Chennai – 600 086

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given, pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 to seek your consent for the resolutions as set out in this notice under Item Nos.1 and 2 by means of postal ballot/e-voting.

The statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the resolutions contained in Item Nos.1 and 2, setting out the material facts and reasons thereof along with the Postal Ballot Form are furnished in this notice for your consideration and necessary action.

The Board of Directors has appointed Mr. R Balasubramaniam, Practicing Company Secretary, to act as the scrutinizer, for conducting the postal ballot and e-voting process, in a fair and transparent manner.

Please refer to the instructions given in this notice and return the enclosed postal ballot form duly completed in all respects so as to reach the scrutinizer at the office of Registrar and Transfer Agent of the Company, on or before the close of working hours on Thursday, December 11, 2014. Postal Ballot forms received thereafter will not be considered.

In compliance with the provisions of Section 108, 110, other applicable provisions of Companies Act, 2013 read with rules made thereunder and clause 35B of the listing agreement, the Company is pleased to provide electronic voting (e-voting) and postal ballot facility to all the members. For this purpose, the Company has engaged National Securities Depository Limited (NSDL) to provide e-voting facility to the members. If a member casts his / her vote electronically, he / she is not required to send the Postal Ballot form to the Scrutinizer. In case a member votes through e-voting facility as well as sends his / her vote through Postal Ballot, the vote cast through e-voting shall only be considered and the voting through Postal Ballot shall not be considered by the scrutinizer. The e-voting facility is available at the link: <https://www.evoting.nsdl.com>

The scrutinizer will submit his report to the Chairman of the Company or in his absence to any other director of the Company authorized by the Chairman, after completion of the scrutiny of the votes cast through postal ballot and e-voting. The results of the Postal Ballot and e-voting will be announced on Tuesday, December 16, 2014 and will be displayed at the registered office of the Company, besides being communicated to the stock exchanges on which equity shares of the Company are listed. The date of declaration of the result of the Postal Ballot and e-voting shall be the date on which the resolutions would be deemed to have been passed, if approved by requisite majority.

(By order of the board)

For Rane (Madras) Limited

Registered Office:

"Maithri", 132, Cathedral Road,
Chennai - 600 086.**S Subha Shree**
SecretaryNovember 4, 2014
Chennai

PROPOSED RESOLUTIONS

ITEM NO.1

Adoption of new set of Articles of Association of the Company

To consider and if thought fit to give ASSENT / DISSENT to the following resolution as a **Special Resolution** under Section 14 of the Companies Act, 2013:

"Resolved that pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with the new set of Articles of Association and the said new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place of, in substitution and to the entire exclusion of the existing Articles of Association.

Resolved further that the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard including but not limited to filing of requisite application/ forms/ reports, etc. with the Ministry of Corporate Affairs or with such other authorities as may be required for the purpose of giving effect to this resolution."

ITEM NO.2

To mortgage / create charge(s) on assets of the Company under section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and rules made thereunder in connection with the borrowings of the Company.

To consider and if thought fit to give ASSENT / DISSENT to the following resolution as a **Special Resolution** under Section 180(1)(a) of the Companies Act, 2013:

"Resolved that in supersession of the resolution passed by shareholders of the Company under Section 293(1)(a) of the Companies Act 1956 at the extra-ordinary general meeting held on December 21, 2004 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to takeover substantial assets of the Company in certain events in favour of banks/financial institutions and other lending agencies including the trustees for the holders of debentures/bonds/other instruments to secure the borrowings of the Company."

EXPLANATORY STATEMENT TO THE POSTAL BALLOT NOTICE

(Pursuant to the provisions of section 102 of the Companies Act, 2013)

ITEM NO.1

The existing Articles of Association (AoA) of the Company is based on the provisions of Companies Act, 1956 and the rules made thereunder. With the enforcement of Companies Act, 2013 (the Act), many provisions relating to the management of the company have undergone significant changes. In order to align the existing provisions in the AoA with Companies Act, 2013 and the rules made thereunder, it is proposed to wholly replace the existing AoA by a new set of AoA.

Member's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- i. Streamlining and aligning the existing provisions in the AoA of the Company with the Act.
- ii. Incorporation of provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary.
- iii. Incorporation of rights of holding company, viz., Rane Holdings Limited, under the Act, in the appointment of directors and connected matters.
- iv. Deletion of references to specific section of the Companies Act, 1956 or the rules framed thereunder.
- v. Alteration of provisions relating to Board of Directors, appointment, resignation, retirement of directors and meetings of the Board.
- vi. Alteration of provisions dealing with meetings of the shareholders, voting mechanism, quorum etc.

The proposed draft AoA, as considered by the board of directors at its meeting held on October 27, 2014 is being uploaded on the Company's website for perusal by the members and is also open for inspection at the registered office of the Company during business hours on all working days up to the last date for receiving the postal ballot forms / e-votes viz., Thursday, December 11, 2014.

Pursuant to the provisions of Section 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

None of the directors, key managerial personnel of Company and their relatives are concerned or interested financially or otherwise in this resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends passing of the special resolution as set out at item no. 1 of this Postal Ballot notice.

ITEM NO.2

The borrowings of the Company in general are required to be secured from time to time by creation of charge by way of mortgage, pledge and hypothecation or otherwise on or any of the assets of the Company in such manner as may be required by banks, financial institutions or other lending institutions. Mortgaging or creating charge by the Company on its assets to secure the funds borrowed from time to time within the overall limits of borrowing powers delegated to the board of directors, may be construed as disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013 in certain circumstances. The Company had earlier secured approval of members under Section 293(1)(a) of the Companies Act, 1956.

Further, Ministry of Corporate Affairs (MCA) through the Circular no.04/2014 dated March 25, 2014 has clarified that the resolution passed under section 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to borrowings and / or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of section 180 of the Companies Act, 2013 for a period of one year from the date of notification of section 180 of the Companies Act, 2013. Hence, in order to comply with the relevant provisions under the Companies Act 2013, the approval of the members is sought under Section 180(1)(a) of the Companies Act, 2013 read with Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014, by way of special resolution through Postal Ballot.

None of the directors, key managerial personnel of Company and their relatives are concerned or interested financially or otherwise in this resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends passing of the special resolution as set out at item no. 2 of this Postal Ballot notice.

(By order of the board)

For Rane (Madras) Limited

Registered Office:

"Maithri", 132, Cathedral Road,
Chennai - 600 086.

S Subha Shree
Secretary

November 4, 2014

Chennai

INSTRUCTIONS FOR POSTAL BALLOT

1. A member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) sent by the Company along with the Notice and send it to the Scrutinizer, Mr. R Balasubramaniam, Practicing Company Secretary, in the enclosed self-addressed inland letter. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the member will also be accepted.
2. The self-addressed inland letter bearing the name and postal address of the Registrar & Transfer agent and addressed to the Scrutinizer, appointed by the Board has been sent by the Company along with the Notice.
3. The Postal Ballot Form should be completed and signed by the member (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, the Form should be completed and signed by the first named member and in his absence, by the next named member.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours on **Thursday, December 11, 2014**. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such member has not been received.
5. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of joint-holder(s).
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter.
7. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., close of working hours on **Thursday, December 11, 2014**.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on cut-off date i.e. **Friday, October 31, 2014**.
9. Members are requested not to send any other paper along with the Postal Ballot Form. Any extraneous paper found would be destroyed by the Scrutinizer.
10. A member need not use all the votes nor does he need to cast all the votes in the same way.
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
13. The result of the Postal Ballot will also be posted on the website of the Company www.rane.co.in and also in the newspaper(s) for the information of the members.
14. The Company is pleased to offer e-voting facility as an alternate, for all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

INSTRUCTION FOR E-VOTING**a. In case of members' receiving e-mail from R&T Agents**

- i. Open e-mail account and open PDF file viz.; "RMLPB-e-voting.pdf" with your Client ID or Folio Number as Password. The said PDF file contains your User ID and Password for e-voting. Please note that the password is an initial password
- ii. Launch internet browser by typing the following URL: www.evoting.nsdl.com
- iii. Click on Shareholder – Login
- iv. Put user ID and password as initial password noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note your new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
- vi. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles
- vii. Select "EVEN" (E-Voting Event Number) of Rane (Madras) Limited
- viii. Now you are ready for e-Voting as Cast Vote page opens
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote
- xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail: to balu_comsec@yahoo.com with a copy marked to evoting@nsdl.co.in.

b. In case of members' receiving Postal Ballot Form by Post and desiring to cast e-vote:

- i. Initial password is provided at the bottom of the Postal Ballot Form
- ii. Please follow all steps from Sl. No. ii to Sl. No. xii of (a) above, to cast vote

c. In case of any queries, you may refer to the frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for members' available at the Downloads section of www.e-voting.nsdl.com**d. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.****e. The e-voting period commences on Tuesday, November 12, 2014 (9.00 a.m. IST) and ends on Thursday, December 11, 2014 (6.00 p.m. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. October 31, 2014, Friday, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.****f. You can update your mobile number and email ID in the user profile details of the folio, which may be used for sending communication(s) regarding NSDL e-voting system in future.**

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Registered Office: "Maithri", 132, Cathedral Road, Chennai – 600 086



SL. No. :

POSTAL BALLOT FORM

1. Name and Registered address of the sole / first named member (in block letters) :

2. Name(s) of joint holders, if any (in block letters) :

3. Registered Folio No. / DP ID No. & Client ID No.* :
(*applicable for shareholders holding in dematerialized form)

4. Number of shares / votes held :

5. Nominal Value of shares held (Rs.) :

6. In case of voting by Power of Attorney reference to the same registered with the Company :

I / We hereby exercise my / our vote (s) in respect of the following **special resolutions** to be passed through postal ballot for the businesses stated in **Item no. 1 and 2** of the notice of the company dated November 4, 2014 by sending my / our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item	No. of Shares/ Votes Held	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1. Adoption of new set of Articles of Association of the Company pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014.			
2. To mortgage / create charge(s) on assets of the Company under section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and rules made thereunder in connection with the borrowings of the Company.			

Place:

Date :

.....
Signature of the member

Note:

- Please read the instructions contained in the postal ballot notice dated November 4, 2014 before filling this form.
- Last date for receipt of Postal Ballot form by the scrutinizer is December 11, 2014.
- E-Voting: EVEN (Electronic Voting Event Number), User ID and Password is provided overleaf.