

Rane (Madras) Limited

16th Annual Report 2019-20

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FINANCIAL HIGHLIGHTS

KEY PERFORMANCE HIGHLIGHTS

(₹ in Crores)											
Particulars	FY 20	FY 19	FY 18	FY 17	FY 16	FY 15	FY 14	FY 13	FY 12	FY 11	FY 10
Total Income (*)	1,119.23	1,380.83	1,219.60	992.62	862.49	779.97	727.51	641.36	673.11	585.46	420.68
Earnings Before Interest, Tax, Depreciation & Amortisation (EBITDA)	60.92	151.75	139.49	99.38	79.70	69.67	69.16	57.84	62.98	50.39	34.84
Profit Before Tax (PBT)	(23.45)	70.37	60.18	26.29	18.66	16.84	19.68	30.06	37.17	30.83	20.04
Profit After Tax (PAT)	(24.43)	47.25	41.81	20.67	14.09	12.44	16.78	23.42	27.40	24.57	13.81
Return on Capital Employed (RoCE) %	1.3%	16.8%	17.8%	11.9%	9.9%	10.6%	15.8%	17.3%	23.7%	26.9%	19.1%
Return on Net Worth (RoNW) %	(8.0%)	16.4%	19.1%	13%	9%	9%	12%	19%	26%	27%	18%
Earnings Per Share (₹)	(20.37)	40.38	37.61	19.66	12.77	11.20	15.35	23.04	26.95	24.18	13.59
Dividend (%) (@)	-	85.00%	120.00%	60.00%	45.00%	45.00%	55.00%	70.00%	95.00%	70.00%	45.00%
Dividend Payout ratio (@)	-	25.97%	40.13%	37%	40%	46%	40%	35%	41%	34%	39%
Book Value Per Share (₹)	239.71	259.97	229.53	162.65	144.98	138.43	133.41	127.97	113.20	96.99	81.12

BALANCE SHEET HIGHLIGHTS**

(₹ in Crores)											
FINANCIAL YEAR	FY 20	FY 19	FY 18	FY 17	FY 16	FY 15	FY 14	FY 13	FY 12	FY 11	FY 10
Equity Share Capital	12.55	11.97	11.61	10.51	10.51	10.51	10.51	10.16	10.16	10.16	10.16
Shareholders' funds	300.93	311.27	266.43	170.95	160.02	153.73	148.45	130.07	115.06	98.58	98.58
Non current Liabilities	155.42	129.53	130.37	140.05	139.67	62.97	49.90	40.79	50.19	47.61	47.61
Current Liabilities	409.73	429.58	414.44	379.53	312.66	317.33	256.27	190.23	175.78	131.65	131.65
Non current assets	530.02	450.69	406.07	389.51	343.46	300.59	245.12	179.09	165.52	124.41	124.41
Current assets	336.06	419.73	405.16	301.02	269.49	233.44	209.51	182.00	175.51	153.43	153.43

** pertains to revised Schedule VI to Companies Act, 1956 / Schedule III to Companies Act, 2013 applicable years only

(*) Total Income are net of excise duty

(@) Includes final/interim dividend, if any, recommended by the Board for the respective financial years

Note :

- Figures for FY 17 onwards are as per Indian Accounting Standards (Ind AS) prescribed under the Companies Act, 2013. Hence these figures are not comparable with the corresponding figures reported for the previous years.
- EBITDA, PBT and PAT are inclusive of exceptional items, if any, for the respective financial years

FROM THE DESK OF THE CHAIRMAN

Dear Stakeholders,

The world has changed drastically with the coronavirus pandemic. This is an extreme event - one for which there is no precedence. Rane (Madras) Limited (RML) started experiencing the adverse impact of the pandemic from March 2020 with the Government announcing lockdown to contain the spread of coronavirus. This came after six quarters of decline in the automotive market which created an even more challenging business environment. Even with the lockdown eased in various parts of the country, it will take considerable time before normalcy returns.

I would like to share details around the company's performance in FY2020 and the outlook for the business in these unprecedented times.

The global economy grew at a slower pace in 2019 compared to 2018. There was increased uncertainty driven by rapid shifts in trade policies and resulted in deteriorating business confidence and dampened investment growth across most regions. The Indian GDP growth dipped to 4.2% in FY20 significantly slower than 6.8% in FY19. This slowdown is attributable to credit squeeze negatively impacting consumption, investments and exports. The manufacturing sector remained flat in FY20. The Indian automobile industry faced major headwinds caused by global factors and rapid policy changes which made transition very difficult. An example was limited time given for transitioning to BS6. During the fiscal year the demand environment remained severely impacted by slowdown in the economy.

RML's Steering and Linkages business strengthened its market position in India across product segments and won new businesses from export customers. Despite slowdown, focused initiatives such as range expansion and new product introductions helped sustain the business in the aftermarket. The operational performance of Light Metal Castings India business continued to improve in FY20. This business would have performed better but for the severe effect in February/ March 2020 due to Covid 19. The Light Metal Castings India business is diversifying its portfolio by pursuing both new OEMs and new product segments, which will enhance growth potential. The management executed significant cost saving projects to minimize the impact due to lower volumes and the inflationary pressures.

The performance of the company's overseas subsidiary in North America, Rane Light Metal Castings America (RLMCA) continues to remain a challenge, despite taking several measures to revive the business and operations. The Covid-19 pandemic has significantly impacted the future of this business. RML board will review the performance of the business closely in the next 12 months and take an appropriate decision, keeping in view the long term interest of shareholders.

Covid-19 is significantly impacting the performance of FY21 and the company is working on various cost savings initiatives to reduce the impact. These measures are targeted at improving productivity, optimizing manufacturing cost and includes management staff taking salary reductions ranging from 10% to 35% from Junior to Senior levels.

An excellent, dedicated and professional team of employees continue to drive forward the company's efforts on winning new orders and improving the operational performance. Our inherent resilience to market fluctuations and prudent conservatism will help the company tide over this critical period and put us in stronger footing when the market recovers.

On behalf of the entire Board of Rane (Madras) Limited, I would like to thank all our stakeholders - Customers, Employees, Vendors, Investors, Bankers, Government, and most importantly our shareholders, who have conferred immense confidence in us, throughout this long journey.

Yours Sincerely,

L Ganesh

Chairman

CORPORATE INFORMATION

Board of Directors

Mr. L Ganesh, Chairman
 Mr. Harish Lakshman, Vice Chairman
 Ms. Anita Ramachandran
 Mr. L Lakshman
 Mr. M Lakshminarayan
 Mr. Pradip Kumar Bishnoi

Audit Committee

Mr. Pradip Kumar Bishnoi, Chairman
 Ms. Anita Ramachandran
 Mr. M Lakshminarayan
 Mr. L Lakshman

Stakeholders' Relationship Committee

Mr. L Lakshman, Chairman
 Mr. Harish Lakshman
 Mr. Pradip Kumar Bishnoi

Nomination and Remuneration Committee

Mr. M Lakshminarayan, Chairman
 Ms. Anita Ramachandran
 Mr. L Ganesh
 Mr. L Lakshman

Corporate Social Responsibility Committee

Mr. L Lakshman, Chairman
 Ms. Anita Ramachandran
 Mr. L Ganesh

President & Manager

Ms. Gowri Kalisam

Senior Vice President - Finance & Chief Financial Officer

Mr. B Gnanasambandam

Company Secretary

Ms. S Subha Shree

Listing of Shares on

BSE Limited, Mumbai
 National Stock Exchange of India Limited, Mumbai

Statutory Auditors

M/s. Deloitte Haskins & Sells
 Chartered Accountants,
 ASVN Ramana Towers, 7th Floor,
 Old No. 37, New No. 52
 Venkatanarayana Road,
 T. Nagar, Chennai-600 017

Secretarial Auditors

M/s. S Krishnamurthy & Co.
 Company Secretaries,
 "Sreshtam", Old No.17, New No.16,
 Pattammal Street, Mandaveli,
 Chennai - 600 028

Bankers

Standard Chartered Bank,
 Chennai - 600 001
 HDFC Bank Limited,
 Chennai - 600 004
 DBS Bank Limited,
 Chennai - 600 002
 Axis Bank, Chennai - 600 002
 Federal Bank, Chennai - 600 020
 Kotak Mahindra Bank Limited,
 Chennai - 600 035
 ICICI Bank, Chennai - 600 018
 Exim Bank, Chennai - 600 002

Registered Office

Rane (Madras) Limited
 CIN: L65993TN2004PLC052856
 "MAITHRI", 132, Cathedral Road,
 Chennai 600 086
 Phone: 044-28112472/73
 Email: investorservices@ranegroup.com
 Website: www.ranegroup.com

Head Office

"GANAPATHI BUILDINGS"
 154, Velachery Road,
 Chennai - 600 042

Plants

1. 79/84, Hootagally Industrial Area, Mysuru - 570 018, Karnataka
2. 77, Thirubuvanai Main Road, Thirubuvanai Village, Puducherry - 605 107
3. Ambakkam, Varanavasi Village, Varanavasi Post, Kancheepuram - 631 604, Tamil Nadu
4. Plot No. 27, Sector 11, Integral Industrial Estate Pant Nagar, Uttarakhand - 263 153
5. 143/A, SV Co-op Industrial Estate, IDA Bollaram, Medak, District - 502 325, Telangana
6. Survey No. 789/AA, 781, 781/AA, 790/A & 779 Sadasivpet Municipal, Limits, Sadasivpet Mandal - 502 291, Medak Dist., Telangana

Registrar and Transfer Agent

Integrated Registry Management Services Private Limited
 "Kences Towers", 2nd Floor,
 No. 1, Ramakrishna Street,
 North Usman Road,
 T. Nagar, Chennai - 600 017.
 Phone: +91-44-28140801-03;
 Fax: +91-44-28142479
 Email: corperserv@integratedindia.in
 Website: www.integratedindia.in

Rane (Madras) Limited

CIN: L65993TN2004PLC052856

Registered Office: "Maithri", No. 132, Cathedral Road, Chennai - 600 086

Phone: 044-28112472/73

E-mail: investorservices@ranegroup.com, website: www.ranegroup.com

NOTICE TO MEMBERS

NOTICE is hereby given that the Sixteenth (16th) Annual General Meeting of Rane (Madras) Limited will be held on, August 07, 2020 at 15:00 hrs IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2020, together with reports of the Board of Directors and the Auditor thereon

To consider passing the following resolution(s) as an ordinary resolution:

- (i) "Resolved that the Standalone Audited Financial Statement of the Company for the year ended March 31, 2020 together with the reports of the Board of Directors and the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted."
- (ii) "Resolved that the Consolidated Audited Financial Statement of the Company for the year ended March 31, 2020 together with the reports of the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted."

2. To appoint a Director in the place of Mr. Lakshman Lakshminarayan (DIN: 00012554), who retires by rotation and being eligible, offers himself for re-appointment

To consider passing the following resolution as an ordinary resolution:

"Resolved that Mr. Lakshman Lakshminarayan (DIN: 00012554), who retires by rotation under article 117 and 119 of the Articles of Association of the Company and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

3. To approve appointment of Statutory Auditors

To consider passing the following resolution as an ordinary resolution:

"Resolved that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. BSR & Co., LLP, Chartered Accountants (Firm Registration Number: 101248W/W100022) be and are hereby appointed as statutory auditors of the Company in the place of M/s. Deloitte Haskins and Sells, Chartered Accountants (Firm

Registration Number 008072S), effective from the conclusion of this 16th Annual General Meeting (2020) of the Company.

Resolved further that M/s. BSR & Co., LLP, Chartered Accountants (Firm Registration Number: 101248W/W100022), be and are hereby appointed as statutory auditors of the Company for a first 5 (five) consecutive years from the conclusion of 16th Annual General Meeting (2020) till the conclusion of the 21st Annual General Meeting (2025) on such terms and conditions including remuneration as may be determined by the Board of Directors of the Company, in addition to reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit."

SPECIAL BUSINESS:

4. To approve appointment and remuneration of Ms. Gowri Kailasam, as Manager

To consider passing the following resolution as a special resolution:

"Resolved that in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 (the "Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (SEBI LODR) (including any statutory modification(s) or re-enactment thereof for the time being in force) approval be and is hereby accorded for the appointment of Ms. Gowri Kailasam, President - Steering and Linkages Division, as 'Manager' within the meaning of Section 2(53) of the Act for a period of five years with effect from January 21, 2020 to January 20, 2025 on the following terms :

- (i) Salary

₹ 3,58,700/- per month. Annual increase will be effective 1st April every year. The quantum of increase will be as decided by the Board of Directors, from time to time.

- (ii) Perquisites

Perquisites like superannuation allowance, fee to clubs, personal accident insurance, use of chauffeur driven car/s, telephone at residence, medical

insurance for self and family, medical allowance, leave & leave encashment, leave travel concession, education allowance, special allowance etc., will be provided in accordance with the policy of the Company as applicable to Key Managerial Personnel and Senior Management Personnel of the Company. The perquisites will be evaluated as per Income tax Rules, wherever applicable and at actual cost to the Company in other cases. The above perquisites are however, subject to a maximum of 150% of the salary per annum.

(iii) **Contribution to Funds**

Company's contribution to Provident Fund and Superannuation Fund / NPS will be as per the scheme of the Company. Company's contribution to Provident Fund and Superannuation Fund / NPS as above will not be included in the computation of the ceiling on perquisites to the extent these singly or put together are not taxable under the Income tax Act. Gratuity payable shall be as per the rules of the Company.

(iv) **Incentive remuneration**

Incentive remuneration of such sum be paid based on the merits to be determined by the Board, provided that the total remuneration of the Manager shall not exceed the limits prescribed under the Companies Act, 2013.

Resolved further that in the event of there being inadequacy or absence of profits in any financial year, during the currency of tenure of the Manager, she will be paid remuneration in terms of Part II of Schedule V to the Act, including any re-enactments thereof or such other limit as may be prescribed by the Government from time to time as minimum remuneration.

Resolved further that the remuneration specified hereinabove, may be enhanced, altered or varied by the Board, in accordance with the relevant provisions of the Companies Act, 2013 / Income Tax Act, 1961 and/or the rules and regulations made thereunder including any re-enactments thereof or such other limit as may be prescribed by the Government from time to time as minimum remuneration."

5. **To approve under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the remuneration payable to Mr. Ganesh Lakshminarayan (DIN: 00012583), Chairman (Non-Executive Director) exceeding fifty per cent of the total annual remuneration payable to all Non-Executive Directors**

To consider passing the following resolution as a special resolution:

"Resolved that in addition to the approval already accorded by the members vide resolution passed at the fourteenth Annual General Meeting of the Company held on July 25, 2018, specific annual approval in terms of the provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015 (SEBI LODR) (including any statutory modifications or re-enactment thereof) be and is hereby accorded for payment of remuneration to Mr. Ganesh Lakshminarayan, (DIN: 00012583), Chairman, for the financial year ended March 31, 2020 exceeding 50% (fifty percent) of the total annual remuneration paid to all the Non-Executive Directors of the Company for the said financial year.

Resolved further that Board of Directors of the Company be and is hereby authorized to determine matters, from time to time, in connection with the payment and distribution of commission to Mr. L Ganesh, in such proportion and in such manner as may be necessary, proper and expedient to give effect to approval(s) accorded by the members."

(By order of the Board)
For Rane (Madras) Limited

Chennai
June 18, 2020

S Subha Shree
Secretary

Registered Office:
Rane (Madras) Limited
"Maithri", No. 132, Cathedral Road,
Chennai - 600 086
CIN: L65993TN2004PLC052856
www.ranegroup.com

NOTES:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM, without the physical presence of the members at a common venue. The Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means i.e., remote e-voting and voting at the AGM.
2. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning special business to be transacted at the AGM is annexed and forms part of this Notice.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. **However, since**

this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Corporate members intending to represent through their authorised representatives in the AGM through VC/ OAVM and to vote through remote e-voting or voting at the AGM are requested to send to the Company a certified copy of the board resolution authorising their representative to the designated email address of the Company i.e., investorservices@ranegroup.com and to CDSL i.e. helpdesk.evoting@cdslindia.com.
5. The cut-off date for the purpose of determining eligibility of members for voting in connection with the Sixteenth AGM has been fixed as **Friday, July 31, 2020**.
6. Pursuant to the relevant provisions of the Companies Act, 2013, dividend, which remained unclaimed/unpaid for a period of seven years from the date they became due for payment are required to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such dividend are also liable to be transferred to the demat account of the IEPF Authority.
7. Members may also note that the notice of the Sixteenth AGM and the annual report 2020 will be available in the Investors Section on the Company's website www.ranegroup.com and on the website of CDSL i.e. www.evotingindia.com.
8. Listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as National Automated Clearing House (NACH), National Electronic Fund Transfer (NEFT), Real Time Gross Settlement (RTGS) for making payments like dividend to the shareholders, in terms of Schedule I of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). Accordingly, shareholders holding securities in demat mode are requested to update their bank details with their depository participants. Shareholders holding securities in physical form are requested to update bank account details by furnishing requisite documents with the RTA of the Company.
9. Members holding shares in dematerialized form are requested to notify any change in their addresses, bank details or e-mail address with their respective DP and those holding shares in physical form are requested to notify the RTA at the following address:

**M/s. Integrated Registry Management Services
Private Limited**

SEBI Registration No. INR000000544
2nd Floor, "Kences Towers", No.1, Ramakrishna Street,
North Usman Road, T Nagar, Chennai - 600 017
e-mail ID: corpserv@integratedindia.in
Phone: 044 2814 0801-803;

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective DP. Further, in terms of SEBI circular dated April 20, 2018, the Company has sent reminder letters to individual shareholders for updating the details of PAN and Bank account details of persons holding shares in physical form with the Company's RTA.
11. Effective April 1, 2019, SEBI has disallowed listed companies from accepting requests for transfer of securities held in physical form, by amending the SEBI LODR. Members will need to convert shares held in physical form to demat for effecting any transfer. Only requests for transmission and transposition will be accepted by the Company/RTA.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the RTA, for consolidation into a single folio. The share certificate(s) will be returned to the members after necessary endorsements.
13. Members holding shares in single name and physical form are advised to make nomination or change nomination in respect of their shareholding in the Company in the prescribed form to the RTA. The nomination form(s) can also be downloaded from the Company's website www.ranegroup.com
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020 will also be available on the Company's website www.ranegroup.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL <https://www.evotingindia.com>
15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. Information pursuant to regulations 26(4), 36(3) and 36(5) of SEBI LODR and Secretarial Standard on General Meeting (SS-2) with respect to the Directors/ Auditor seeking appointment / re-appointment, as the case may be, at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
17. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write well in advance to the Company on investorservices@ranegroup.com.
18. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.
19. In compliance with provisions of Section 108 of the

Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereto) and SEBI LODR, the Company is pleased to provide members/shareholders facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services.

- i. The facility of casting the votes by the members/ shareholders using an electronic voting system from a place other than venue of the AGM ('remote e-voting') and for poll during the meeting will be provided by Central Depository Services (India) Limited (CDSL e-Voting System).
- ii. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of 'remote e-voting' or voting at the AGM through poll.
- iii. The 'remote e-voting' period commences on (Tuesday) August 04, 2020 (9:00 hrs IST) and ends on (Thursday) August 06, 2020 (17:00 hrs IST). During this period, members/shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 31, 2020 (Friday), may cast their vote by 'remote e-voting'. The 'remote e-voting' module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- iv. The voting rights of members/shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Friday, July 31, 2020.
Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, July 31, 2020, may cast their vote electronically.
- v. Mr. C Ramasubramaniam, Practicing Company Secretary (ICSI Membership no. FCS6125), Partner, M/s. CR & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the 'remote e-voting' process and voting at the AGM, in a fair and transparent manner.
- vi. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.ranegroup.com and on the website of CDSL www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed.

E-VOTING ARE AS UNDER:-

A. To Log-in to CDSL e-Voting website

1. Visit the e-Voting website of CDSL. Open a web browser by typing the following URL: <https://www.evotingindia.com/> either on a Personal Computer or on a mobile.
2. Click on 'Shareholders' module.
3. Enter your User ID:
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in physical form: Folio Number registered with the Company.

(OR)

Alternatively, if you are registered for CDSL's EASI/ EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login -Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

4. Next, enter the Image Verification as displayed and click on 'Login'.
5. If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
 - a. If you are using CDSL e-Voting system for the first time, then follow below steps:
 - (i) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number- the first two letters of their name and the last 8 digits of the Client ID /Folio number in the PAN field. In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.
 - (ii) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.
If Dividend Bank Details or Date of Birth are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in point 3 of clause A.
6. After entering these details appropriately, click on 'SUBMIT' tab.

THE INSTRUCTIONS FOR SHAREHOLDER FOR REMOTE

7. Shareholders holding shares in physical form will then directly reach the Company selection screen.
 8. Create Password:
Shareholder holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other companies on which they are eligible to vote, provided that such Companies opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 9. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 10. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- B. To Cast your vote electronically on CDSL e-Voting system.**
1. After successful login, you will reach Company selection screen.
 2. Click on 'EVSN' for RANE (MADRAS) LIMITED.
 3. Now you are ready for e-Voting as the Voting page opens.
 4. On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same, the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and the option NO implies that you dissent to the Resolution.
 5. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
 6. After selecting the resolution that you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK'; else to change your vote, click on 'CANCEL' and accordingly modify your vote.
 7. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
 8. You can also take a printout of the votes cast by clicking on 'CLICK HERE TO PRINT' option on the Voting page.
 9. Shareholders can also cast their vote using CDSL's mobile app 'm-Voting'. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
10. Note for Non - Individual Shareholders and Custodians:
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the 'Corporates' module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address investorservices@ranegroup.com (designated email address by Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company's e-mail ID investorservices@ranegroup.com or to RTA's e-mail ID srirams@integratedindia.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company's e-mail ID investorservices@ranegroup.com or to RTA's e-mail ID srirams@integratedindia.in.