

Registered Office
"Maithri"
132, Cathedral Road,
Chennai 600 086,
India.
CIN: L35999TN1936PLC002202

Tel: 91 44 2811 2472
Fax: 91 44 2811 2449
URL; www.ranegroup.com



Rane Holdings Limited

//Online Submission//

RHL / SE / 26 / 2020-21

August 14, 2020

BSE Limited Listing Centre Scrip Code: 505800	National Stock Exchange of India Limited. NEAPS Symbol: RANEHOLDIN
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Dear Sir / Madam,

Sub: Outcome of 84th Annual General Meeting held on August 14, 2020

Ref: Our letter no. RHL/SE/22/2020-21 dated July 17, 2020 - Notice of AGM

We wish to inform you that the 84th Annual General Meeting (AGM) of the members of the Company was held on **Friday, August 14, 2020 at 15:00 hrs IST through Video Conference (VC)/ Other Audio Visual Means (OAVM).**

In this regard, we furnish the following:

1. Summary of the Proceedings of 84th AGM (**Regulation 30**) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) - *Annexure-1*
2. Voting Results of remote e-voting and e-voting at the AGM (**Regulation 44**) of SEBI LODR) - *Annexure-2*
3. Consolidated report of the Scrutinizer on remote e-voting and e-voting at the AGM dated August 14, 2020. - *Annexure-3*

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

The AGM concluded at 15:30 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 Holdings Limited

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Siva Chandrasekaran
Secretary

Encl: a/a

Summary of proceedings of Eighty Fourth Annual General Meeting (84th AGM)

The Eighty Fourth Annual General Meeting (84th AGM) of **Rane Holdings Limited** was held on Friday, August 14, 2020 through video conferencing (VC)/Other Audio Visual Means (OAVM) at 15:00 hrs.

Ms. S Subha Shree, Authorized Person, welcomed the members to the meeting. She informed members that in view of the government advisories issued on travel / public gatherings, in combating the COVID-19 pandemic and to support the health and well-being of all stakeholders, the 84th AGM is being conducted through video conferencing in compliance with MCA Circular No. 20/2020 dated May 05, 2020. She also informed that in accordance with the circulars, the notice of this AGM and Annual Report of the FY 2019-20 were sent by e-mail to all members whose e-mail IDs were available and also public notices were issued in English & Tamil newspapers. Further she mentioned that the transcript of the proceedings of the meeting would be made available on the website of the Company. She confirmed that the members forming requisite quorum have logged-in and that the Independent Directors / Auditors have also logged in and present in the meeting.

Ms. S Subha Shree handed over the proceedings to the Chairman.

The Chairman welcomed the members and introduced the fellow members of the Board, Chairperson of the Audit Committee, Nomination & Remuneration Committee, Stakeholders' Relationship Committee and Corporate Social Responsibility Committee and Auditor(s) of the Company.

With the permission of the members, the notice convening the 84th AGM was taken as read. In view of unqualified reports of Statutory Auditors on the financial statements and Secretarial Auditor, they were not read.

The Chairman informed the members that in compliance with CA, 2013 (Sec. 108), that the Company had engaged CDSL to provide remote e-voting facility and e-voting at the AGM to cast vote electronically, on all resolutions set forth in the Notice convening the 84th AGM and enable members to participate in AGM electronically. The Chairman informed that remote e-voting opened on August 11, 2020 and concluded on August 13, 2020 as scheduled and members who did not exercise their vote by remote e-voting can cast their vote at the AGM. Pursuant to that, e-voting will be kept open up to the end of the meeting for 15 minutes and the meeting shall stand concluded thereafter.

The Chairman further informed that Mr. C Ramasubramaniam, Practising Company Secretary (F6125) was appointed as the Scrutinizer for the remote e-voting and e-voting at the 84th AGM

Ordinary business:

1. Adoption of Audited Financial Statements of the Company for year ended March 31, 2020, together with reports of Board of Directors and the Auditor thereon;
2. Declaration of dividend on equity shares
3. Appointment of Director in the place of Mr. Harish Lakshman (DIN: 00012602), who retires by rotation and being eligible, offers himself for re-appointment.
4. Appointment of M/s. BSR & Co., LLP, Chartered Accountants as Statutory Auditors of the Company.

Special business:

5. Approve re-appointment of Mr. Ganesh Lakshminarayan as Chairman and Managing Director and his remuneration thereof.
6. Approve under regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the remuneration payable to Mr. Lakshman Lakshminarayan (DIN:00012554), Chairman Emeritus (Non-Executive Director) exceeding fifty per cent of the total annual remuneration payable to all non-executive Directors of the Company.
7. Approve under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended from time to time, the remuneration payable to Mr. L Ganesh (DIN:00012583), Chairman and Managing Director and Mr. Harish Lakshman, Vice-Chairman and Joint Managing Director, being Promoter Executive Directors.

The Chairman provided necessary clarifications sought by members on business and operational matters relating to joint ventures, investments in overseas subsidiaries and certain financial matters of the Company. As part of these clarifications, he also covered an overview of the state of affairs of the industry globally.

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 15: 30 hrs.

For **Rane Holdings Limited**

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KARAN



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Date: 2020.08.14
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Siva Chandrasekaran
Secretary

Date: August 14, 2020
Place: Chennai

Rane Holdings Limited - 84 th Annual General Meeting (AGM) Voting Results								
Date of the AGM			August 14, 2020					
Total number of Shareholders on record date			11,454					
No. of shareholders present in the meeting either in person or through proxy:			-					
Promoters and Promoter Group:			-					
Public:			-					
No. of Shareholders attended the meeting through Video Conferencing			62					
Promoters and Promoter Group:			21					
Public:			41					
Resolution required : Ordinary		1. To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2020, together with reports of the Board of Directors and the Auditor 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
Promoter and Promoter Group	E-Voting	66,21,189	64,10,704	96.82	64,10,704	-	100.000	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
Public - Institutions	E-Voting	26,17,973	19,30,105	73.73	19,30,105	-	100.000	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
Public - Non Institutions	E-Voting	50,38,647	8,83,563	17.54	8,83,531	32	99.996	0.004
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
Total		1,42,77,809	92,24,372	64.61	92,24,340	32	100.000	0.000

Rane Holdings Limited - 84th 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
Promoter and Promoter Group	E-Voting	66,21,189	64,10,704	96.82	64,10,704	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	26,17,973	19,30,105	73.73	19,30,105	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	50,38,647	8,83,563	17.54	8,83,561	2	100.000	0.000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		1,42,77,809	92,24,372	64.61	92,24,370	2	100.000	0.000

Rane Holdings Limited - 84 th Annual General Meeting (AGM) Voting Results
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Rane Holdings Limited - 84th Annual General Meeting (AGM) Voting Results

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Rane Holdings Limited - 84th Annual General Meeting (AGM) Voting Results

Resolution required: Special	5. To approve the re-appointment of Mr. Ganesh Lakshminarayan as Chairman and Managing Director and his remuneration thereof							
Whether Promoter / Promoter group are interested in the agenda / resolution:	Yes - Mr. L Ganesh, Promoter is interested in this resolution, as it relates to his own appointment and remuneration. Mr. L Lakshman, Promoter, being his relative is also deemed to be 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 against of Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	66,21,189	64,10,704	96.82	64,10,704	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	26,17,973	19,30,105	73.73	19,30,105	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	50,38,647	8,83,563	17.54	8,83,561	2	100.000	0.000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		1,42,77,809	92,24,372	64.61	92,24,370	2	100.000	0.000

Rane Holdings Limited - 84th Annual General Meeting (AGM) Voting Results

Resolution required: Special	6. To approve under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the remuneration payable to Mr. Lakshman Lakshminarayan (DIN:00012554), Chairman Emeritus (Non-Executive Director) exceeding fifty per cent of the total annual remuneration payable to all non-executive Directors of the Company.							
Whether Promoter / Promoter group are interested in the agenda / resolution:	Yes - Mr. L Lakshman, Promoter is interested in this resolution, as it relates to his own remuneration. Mr. L Ganesh and Mr. Harish Lakshman, Promoters, being his relatives are also deemed to be 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 against of Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	66,21,189	64,10,704	96.82	64,10,704	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	26,17,973	15,38,516	58.77	12,63,976	2,74,540	82.156	17.844
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	50,38,647	8,83,563	17.54	8,83,267	296	99.966	0.034
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		1,42,77,809	88,32,783	61.86	85,57,947	2,74,836	96.888	3.112

Rane Holdings Limited - 84th Annual General Meeting (AGM) Voting Results

Resolution required: Special	7. To approve under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time, the remuneration payable to Mr L Ganesh, Chairman and Managing Director and Mr Harish Lakshman, Vice-Chairman and Joint Managing Director, being Promoter Executive Directors.							
Whether Promoter / Promoter group are interested in the agenda / resolution:	Yes - Mr. L Ganesh and Mr. Harish Lakshman, Promoters are interested in this resolution, as it relates to their remuneration. Mr. L Lakshman, Promoter, being their relative is also deemed to be 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 against of Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	66,21,189	64,10,704	96.82	64,10,704	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	26,17,973	15,38,516	58.77	12,63,976	2,74,540	82.156	17.844
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	50,38,647	8,83,563	17.54	8,83,517	46	99.995	0.005
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		1,42,77,809	88,32,783	61.86	85,58,197	2,74,586	96.891	3.109

For **RANE HOLDINGS LIMITED**

Date: August 14, 2020
Place: Chennai

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Siva Chandrasekaran
Secretary

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CONSOLIDATED SCRUTINIZER REPORT
[Pursuant to Section 108 of the Companies Act, 2013, and
Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

Of the Eighty Fourth (84th) Annual General Meeting of the Shareholders of M/s Rane Holdings Limited held on August 14, 2020 at 15.00 hrs (IST) through Video Conferencing ("VC") / other Audio Visual Means ("OAVM")

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 84th Annual General Meeting of M/s. Rane Holdings Limited held on Friday, the August 14, 2020 at 15:00 Hrs (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

We, M/s. CR & ASSOCIATES, Practicing Company Secretaries, represented by Mr. C. RAMASUBRAMANIAM, Partner, had been appointed as the Scrutinizer by the Board of Directors of M/s. Rane Holdings Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 84th Annual General Meeting ("AGM") of M/s. Rane Holdings Limited on Friday the August 14, 2020 at 15.00 Hrs (IST) through VC / OAVM.

We were also appointed as Scrutinizer to scrutinize the e-voting at the AGM process.

The notice dated June 24, 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting and voting at the AGM by the Shareholders of the Company.



'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

The period for remote e-voting remained open from August 11, 2020 (09.00 Hrs (IST)) to August 13, 2020 (17.00 Hrs (IST)) as mentioned in the Notice convening AGM.

The Company had provided e-voting facility to the shareholders attended the AGM through VC / OAVM and who had not cast their vote in remote e-voting.

The shareholders of the Company holding shares as on the "cut-off" date of August 07, 2020 were entitled to vote on the resolutions as contained in the Notice of the 84th AGM.

As prescribed in clause IV of the Circular dated May 05, 2020 issued by MCA, which is forming part of the Applicable Circulars, and in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company released an advertisement, which was published more than 21 days before the date of the AGM in English in "Business Standard" newspaper having countrywide circulation dated July 17, 2020 and in Tamil in 'Dinamani' newspaper dated July 17, 2020. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v)(a) to (h) of the said Rule 20.

In addition to sending notice of the AGM to the shareholders through electronic mode, the Company has also made available the full Annual report on the website of the Company viz., www.ranegroup.com besides notice of the AGM made available in the website of CDSL.

After the closure of voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to AGM were unblocked by us at 03.32 P.M on August 14, 2020 in the presence of Ms. Anubala and Mr. V Panneer who are not in the employment of Company.

Based on the data downloaded from the official website of CDSL, we submit the consolidated report as under on the result of the remote e-voting prior to AGM and E-voting at the AGM in respect of said resolutions;

Item No	Type of Resolution	Subject Matter
1	Ordinary	To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2020, together with reports of the Board of Directors and the Auditor thereon.
2	Ordinary	To declare dividend on equity shares.
3	Ordinary	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.

4	Ordinary	To appoint M/s. BSR & Co., LLP., Chartered Accountants as Statutory Auditors of the Company.
5	Special	To approve the re-appointment of Mr. Ganesh Lakshminarayan as Chairman and Managing Director and his remuneration thereof.
6	Special	To approve under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the remuneration payable to Mr. Lakshman Lakshminarayan (DIN: 00012554), Chairman Emeritus (Non-Executive Director) exceeding fifty per cent of the total annual remuneration payable to all non-executive Directors of the Company.
7	Special	To approve under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended from time to time, the remuneration payable to Mr. L Ganesh, Chairman and Managing Director and Mr. Harish Lakshman, Vice-Chairman and Joint Managing Director, being Promoter Executive Directors.

Item No.	Total valid Votes received through			Votes in favor of the resolution		Votes against the resolution	
	Remote E-voting prior to AGM	E-voting on the date of the AGM	Total	No	% of votes	No	% of votes
1	9220861	3511	9224372	9224340	100	32	0
2	9220861	3511	9224372	9224370	100	2	0
3	9220861	3511	9224372	9224340	100	32	0
4	9220861	3511	9224372	9224340	100	32	0
5	9220861	3511	9224372	9224370	100	2	0
6	8829272	3511	8832783	8557947	96.89	274836	3.11
7	8829272	3511	8832783	8558197	96.89	274586	3.11

We did not find any invalid votes



'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

For Resolutions No.1, 2, 3 & 4 – Ordinary Resolutions

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

For Resolutions No.5, 6 & 7 – Special Resolutions

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

All relevant records of e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the Company.

**FOR CR & ASSOCIATES
COMPANY SECRETARIES**



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

Date: 14.08.2020

Place: Chennai

UDIN: F006125B000581260

Witness 1:

S.Anubala

D/o Mr. K.Shanmugavel

No.10, Perumal Koil 2nd Street

Ernavoor, Chennai-600057.

Witness 2:

V.Panneer

S/o Mr.K.Veeramani

No.72, Vinayagapuram 1st Street

Arumbakkam, Chennai-600106.