

**NOTICE**

**NOTICE** is hereby given that the **12<sup>th</sup> Annual General Meeting** of the Company will be held on Wednesday 2020, the 30<sup>th</sup> day of September 2020 at 10.00A.M IST at the Registered Office of the Company at SF No. 568/1A, 569/1&2, D. Gudalur Post, Guziliamparai Taluk, Dindigul , Tamilnadu – 624620 to transact the following businesses.

**ORDINARY BUSINESS**

**Item No. 1 – Adoption of Audited Financial Statements**

To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 together with the reports of the Board of Directors and Auditors thereon.

**Item No 2 – Re-appointment of Auditors**

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

**“RESOLVED THAT** in accordance with the provisions of Section 139 and 142 of the Companies Act, 2013 and other applicable provisions if any, M/s Deloitte Haskin & Sells LLP, Chartered Accountants (Firm Registration No 117366W/W-100018) be and hereby re-appointed as the Auditors of the Company from the conclusion of this meeting to hold such office for a period of five years till the conclusion of the Seventeenth Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors”.

**“RESOLVED FURTHER THAT** Mr S Ramachandran, Managing Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things may be considered necessary, desirable and expedient to give effect to this Resolution”

**SPECIAL BUSINESS**

**Item No 3 – Appointment of Mr Simon Peter Venables as a Director**

To Consider and thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr Simon Peter Venables (DIN No 08675187), who was appointed by the Board of Directors as an Additional Director of the Company effective 31.01.2020 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act 2013 and Article of Association of the Company and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from him under Section 160 of the Companies Act, 2013 proposing his candidature for the office of the Director of the Company, be and is hereby appointed as a Director of the Company”

**NOTES:**

1. A member entitled to attend and vote at the annual general meeting (“the meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. A blank proxy form for the AGM is enclosed herewith. The instrument appointing the proxy should, however, be deposited at the registered office of the company or at the Venue of the Meeting before the scheduled time of the commencement of the meeting.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to item no 3 forms part of this notice.
4. Shareholders/proxies /authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the Annual General Meeting.
5. Pursuant to Section 101 of the Companies Act, 2013, shareholders have to submit consent to hold the Annual General Meeting at a shorter notice. Format of consent for shorter notice is annexed herewith and forms a part of this notice. Shareholders/authorized representatives are requested to submit the duly filled consent for shorter notice prior to the date of the Annual General Meeting.

Date: 17.09.2020  
Place: Dindigul

By Order of the Board of Directors  
S. Ramachandran  
Managing Director  
DIN No 03535894

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to item No 3 mentioned in the accompanying Notice.

**Item No 3:**

**Appointment of Mr Simon Peter Venables as a Director of the Company:**

The Board of Directors appointed Mr Simon Peter Venables as an Additional (Non-Executive) Director of the Company effective 31.01.2020. Pursuant to Section 161 of the Companies Act and Articles of Association of the Company, Mr Simon Peter Venables will hold office up to the date of ensuing Annual General Meeting (“AGM”) and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160 of the Companies Act, 2013, received, in writing, a notice from him proposing his candidature for the Office of the Director.

The Company has received from Mr Simon Peter Venables (i) Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Companies Act 2013.

None of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, except Mr Simon Peter Venables, to whom the resolution relates, are concerned or interested in the Resolution mentioned at Item No 3 of this Notice.

The Board recommends the resolution set forth in item No 3 for the approval of the Members.

Date: 17.09.2020  
Place: Dindigul

By Order of the Board of Directors  
S. Ramachandran  
Managing Director  
DIN No 03535894

**Form No. MGT-11**

**Proxy form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

**CIN: U27109TZ2008FTC017737**

**Name of the company:** Renold Chain India Private Limited

**Registered office:** 568/1A, 569/ 1 & 2 D. Gudalur ( P.O ), Guziliamparai ( T.K ) Dindigul, Tamil Nadu – 624620, India

**Name of the member (s) :**

**Registered address :**

**E-mail Id:**

**Folio No/ Client Id :**

**DP ID :**

I/We being the Member(s) / Members of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

E mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_ or failing him/her

2. Name \_\_\_\_\_

Address \_\_\_\_\_

E mail ID: \_\_\_\_\_

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Wednesday, September 30, 2020, at 10:00 A.M at 568/1A, 569/ 1 & 2 D. Gudalur (P.O.), Guziliamparai (T.K.) Dindigul, Tamil Nadu – 624620, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. 1. Adoption of Audited Financial Statements

Resolution No. 2. Appointment of Auditors

Resolution No. 3. Appointment of Mr Simon Peter Venables as a Director

Signed this..... day of..... 2020.

\_\_\_\_\_  
Signature of Member/s as per specimen signature on Company's record

\_\_\_\_\_  
Signature of Proxy holder(s)

Please affix

Re. 1/-  
Revenue

**Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company or at the venue of the meeting before the commencement of the meeting.**

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF VENUE

Member/Proxy

\_\_\_\_\_

(First)

(Middle)

(Surname)

I hereby record my presence at the Annual General Meeting of Renold Chain India Private Limited held on Wednesday, September 30, 2020, at 11:00 A.M. at 568/1A, 569/ 1 & 2 D. Gudalur (P.O.), Guziliamparai (T.K.) Dindigul, Tamil Nadu – 624620, India.

Regd. Folio No. \_\_\_\_\_

No. of Shares held \_\_\_\_\_

(Signature of Member/s or Proxy)

THE COMPANIES ACT, 2013

Consent by Shareholder for shorter notice  
[Pursuant to section 101]

To

The Board of Directors  
Renold Chain India Private Limited  
568/1A, 569/ 1 & 2 D. Gudalur (P.O),  
Guziliamparai (T.K) Dindigul,  
Tamil Nadu – 624620, India

I/We, \_\_\_\_\_, resident of/ having office at \_\_\_\_\_, holding \_\_\_\_\_ equity shares of Rs.10 each, in Renold Chain India Private Limited, hereby give consent, pursuant to section 101 of the Companies Act, 2013, to hold the Annual General Meeting of the Company on Wednesday, September 30, 2020, at 10:00 A.M at 568/1A, 569/ 1 & 2 D. Gudalur (P.O.), Guziliamparai (T.K.) Dindigul, Tamil Nadu – 624620, India at a shorter notice.

\_\_\_\_\_  
[Name]

Dated: \_\_\_\_\_