

NOTICE

NOTICE is hereby given that the **15th Annual General Meeting** of the Company will be held at shorter notice on Friday, the 29th day of September 2023 at 10:00 Hrs IST at the Registered Office of the Company at 568/1A, 569/1&2, D.Gudalur Post, Guziliamparai Taluk, Dindigul District – 624 620, TamilNadu 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 31st March, 2023 together with the reports of the Board of Directors and Auditors thereon.

Item No. 2 – Reappointment of Statutory 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 MSKA & Associates, Chartered Accountants (Firm Registration No: 105047W) 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 20th 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 – Ratification of remuneration payable to the Cost Auditor

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

RESOLVED THAT pursuant to section 148 (3) and other applicable provision if any of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) the remuneration of of Rs.50,000/- (Rupees Fifty Thousand Only) excluding all taxes and reimbursement of out of pocket expenses to Mr B Venkateswar, Cost Accountant (Membership

Number: 27622) who has been reappointed by the board of Directors as Cost Auditor to conduct the audit of cost records of the Company for the financial year ending 31st March 2024 be and is hereby ratified and approved.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Item No:4 – Approval of Related Party Transactions:

To Consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution

RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with related party as detailed below within the meaning of Section 2(76) of the Act for the Sale / purchase of goods/ materials, rendering and availing of technical services on such terms and conditions as the Board of Directors may deem fit, for the financial year 2023-24, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be in the ordinary course of business of the Company.

The details of the related party transaction (s) are furnished below

S.No	Name of the Related Party	Name of the Director or KMP who is related	Nature of Relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
1	Jeffrey Chain Corporation	James Robert Haughey	Fellow Subsidiary	Sale/ Purchase of industrial chains and/ or its components and the Monetary value of aggregate transactions value expected to be made during financial year 2023-24 is around INR 20 Crores
2	Renold PLC	James Robert Haughey	Ultimate Holding Company	a) Availing of Management related services and/or; b) Availing of IT/ Insurance related services and/ or; c) Availing of M3 Consulting services and/or; d) Purchase of IT Hardware related items; and e) The Monetary value of aggregate transactions value expected to be made during financial year 2023-24 is around INR 20 Crores.

RESOLVED FURTHER THAT Mr S Ramachandran, Managing Director of the Company be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

Date: 25.09.2023

Place: Dindigul

By the Order of Board

Renold chain India Private Limited

Sivavadivelu Ramachandran

Managing Director

DIN No: 03535894

Residential address:

3C, Apple Paradise Apartments,

SF643, Andan Kovil East Po

Reddipalayam, Ponnagar,

Andankovil East Karur,

Tamil Nadu – 639002, India

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. Shareholders/proxies /authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the Annual General Meeting.
4. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
ANNEXED TO THE NOTICE

Item No:3

The Board of Directors, has approved the re-appointment and remuneration of Mr B Venkateswar, Cost Accountant (Membership No.27622) as Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2023-2024, subject to ratification by the Members. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor must be ratified by the Members of the Company.

Accordingly, the approval of the Members is sought for passing Ordinary Resolution as set out in Item No.3 of the Notice for ratification of the remuneration payable to the Cost Auditor for conducting the Cost Audit of the Company for the Financial Year ending on March 31, 2024. The Board recommends the Ordinary Resolution as set out in Item No.3 of the notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives, financially or otherwise, is concerned or interested in the proposed Ordinary Resolution as set out at Item No.3 of the Notice.

Item No:4

The Company has been entering into transactions with related parties confirming to prescribe statutory procedure under the Companies Act 2013.

The Company also proposes to enter into such transactions with related parties confirming to the requirements of the Companies Act 2013.

In the above context the necessary resolution is proposed for the approval of the members. The transactions have been approved by the Board of Directors subject to the company passing ordinary resolution as per requirement of the act.

The particulars as to related party transactions are furnished below as per the requirements of the prescribed rules and the grounds for having the transactions.

The details of the related party transaction (s) are furnished below

S.No	Name of the Related Party	Name of the Director or KMP who is related	Nature of Relationship	Nature, material terms, monetary value and particulars of the contract or arrangement
1	Jeffrey Chain Corporation	James Robert Haughey	Fellow Subsidiary	Sale/ Purchase of industrial chains and/ or its components and the Monetary value of aggregate transactions value expected to be made during financial year 2023-24 is around INR 20 Crores
2	Renold PLC	James Robert Haughey	Ultimate Holding Company	a) Availing of Management related services and/or; b) Availing of IT/ Insurance related services and/ or; c) Availing of M3 Consulting services and/or; d) Purchase of IT Hardware related items; and e) The Monetary value of aggregate transactions value expected to be made during financial year 2023-24 is around INR 20 Crores.

Date: 25.09.2023

Place: Dindigul

By the Order of Board

Renold chain India Private Limited

Sivavadivelu Ramachandran

Managing Director

DIN No: 03535894

Residential address:

3C, Apple Paradise Apartments,

SF643, Andan Kovil East Po

Reddipalayam, Ponnagar,

Andankovil East Karur,

Tamil Nadu – 639002, India

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, Tamilnadu – 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 Friday, September 29, 2023, at 10.00A.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. Reappointment of Statutory Auditors

Resolution No. 3. Ratification of remuneration of the Cost Auditor

Resolution No: 4. Approval for Related Party transactions

Signed this..... day of..... 2023.

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 Friday, September 29, 2023, at 10.00A.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 Friday, September 29, 2023, at 10.00A.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: _____