

NOTICE**To****The Members and Directors**

NOTICE is hereby given that an **Extraordinary General Meeting** of the Shareholders of Renold Chain India Private Limited (“Company”) will be held on Wednesday, the 09th day of August 2023 at 15:00Hrs 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:

SPECIAL BUSINESS**Item No.1 Ratification of Related Party Transactions entered during the Financial Year 2022-23**

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, the Material Related Party Transactions as entered into by the Company with Related Parties in ordinary course of business during the Financial Year 2022-23 as detailed below, the value of which either singly or all taken together exceeds ten percent of the annual consolidated turnover of the Company as per audited financial statements of the Financial Year 2021-22 be and are hereby ratified and approved.

S.No	Particulars	Remarks
1	Name of the Related Party	Jeffrey Chain Corporation
2	Name of the Director or KMP who is related	James Robert Haughey
3	Nature of Relationship	Fellow Subsidiary
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Sale of industrial chains and/or its components and the Monetary value of aggregate transactions made during financial year 2022-23 is INR 11.492 Crores.

RESOLVED FURTHER THAT Mr S Ramachandran, Managing Director of the Company or Mr T Vinothkumar, Company Secretary 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: 08.08.2023

Place: Dindigul

By the Order of Board

Renold Chain India Private Limited

Sd/-

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 extraordinary 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 EGM 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 Extraordinary General Meeting.
4. Pursuant to Section 101 of the Companies Act, 2013, shareholders have to submit consent to hold the Extraordinary 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 Extraordinary General Meeting.

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

Item No:1

The Company has entered into transactions with related parties during the Financial year 2022-23. 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 resolution as per requirement of the act.

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

Jeffrey Chain Corporation is involved in the business of manufacturing of industrial chain. Since Jeffrey Chain Corporation sources the same commodity, your Company is able to take advantage of the large volumes at a better negotiated price for its comparatively smaller volume. Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The value of aggregate transactions with Jeffrey Chain Corporation has exceeded the said threshold limit during the financial year 2022-23. Accordingly, transaction(s) entered into with Jeffrey Chain Corporation comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) entered into by the Company with Jeffrey Chain Corporation in the financial year 2022-23. Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, particulars of the transactions with Jeffrey Chain Corporation are as follows:

S.No	Particulars	Remarks
1	Name of the Related Party	Jeffrey Chain Corporation
2	Name of the Director or KMP who is related	James Robert Haughey
3	Nature of Relationship	Fellow Subsidiary
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Sale of industrial chain and the Monetary value of aggregate transactions made during financial year 2022-23 is INR 114.92 Crore

Except Mr James Robert Haughey, Director, None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 1 of this Notice as an Ordinary Resolution.

Date: 08.08.2023

Place: Dindigul

By the Order of Board

Renold Chain India Private Limited

Sd/-

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, 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 Extraordinary General Meeting of the Company, to be held on Wednesday, August 09, 2023, at 03.00P.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. Ratification of Related Party Transactions entered during the FY 2022-23.

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 Extraordinary General Meeting of Renold Chain India Private Limited held on Wednesday, August 09, 2023, at 03.00P.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 Extraordinary General Meeting of the Company on Wednesday, August 09, 2023, at 03.00P.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: _____