

NOTICE OF EXTRAORDINARY GENERAL MEETING

To,
The Members, Directors and Statutory Auditors

Shorter Notice is hereby given that the (06/2024-25) extraordinary general meeting of the shareholders of Renold Chain India Private Limited ("**Company**") will be held on Friday, 07th June 2024 at 10:00 Hrs IST at the registered office of the Company at 568/1A, 569/1 & 2, D. Gudalur Post, Guziliamparai Taluk, Dindigul, Tamil Nadu – 624620, India, to transact the following business:

SPECIAL BUSINESS**Item No.1 Approval for 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, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) 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/ fixed assets, rendering and/or availing of technical services on such terms and conditions as the Board of Directors may deem fit, for the financial year 2024-25.

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 does not exceed INR 30 Crores during the financial year 2024-25.

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/or; e) Purchase of fixed assets; and f) The Monetary value of all above aggregate transactions does not exceed INR 35 Crores during the financial year 2024-25.
---	------------	----------------------------	--------------------------------	-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

RESOLVED FURTHER THAT Mr S Ramachandran, Managing Director 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: 28th May 2024

By Order of the Board

Sd/-

Sivavadivelu Ramachandran

Managing Director

DIN: 03535894

Residential address: 3C, Apple Paradise Apartments, SF643 Andan Kovil East Po Reddipalayam, Ponnagar, Andankovil East Karur, Tamil Nadu – 639002, India

NOTES:

1. **A SHAREHOLDER ENTITLED TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND, AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF. SUCH PROXY NEED NOT BE A SHAREHOLDER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HEREWITH AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY OR AT THE VENUE OF THE MEETING BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF THE EXTRAORDINARY GENERAL MEETING.**
2. Corporate shareholders intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board/Governing Body resolution authorizing their representative to attend and vote on their behalf at the meeting.
3. The explanatory statement pursuant to section 102 of the Companies Act, 2013 which sets out the details regarding the special business to be transacted at the meeting is annexed hereto.
4. Shareholders/proxies /authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the extraordinary general meeting.
5. 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.
6. All documents referred to in the Notice will be available for inspection at the registered office of the Company during normal business hours on all working days (Monday to Friday) upto the date of extraordinary general meeting and will also be available for inspection at the extraordinary general meeting.

EXPLANATORY STATEMENT**(Pursuant to Section 102 of the Companies Act, 2013)**

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 does not exceed INR 30 Crores during the financial year 2024-25.
2	Renold PLC	James Robert Haughey	Ultimate Holding Company	<ul style="list-style-type: none"> 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/or; e) Purchase of fixed assets; and f) The Monetary value of all above aggregate transactions does not exceed INR 35 Crores during the financial year 2024-25.

Accordingly, the Board of Directors recommended the proposed resolution for approval by the shareholders of the Company.

None of your Directors are interested in the above proposal.

The Board recommends the resolution for shareholders' approval as **Ordinary Resolution**.

Date: 28th May 2024

Place: Tamil Nadu

By Order of the Board

Renold Chain India Private Limited

Sd/-

Sivavadivelu Ramachandran

Managing Director

DIN: 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 Post Guziliamparai Taluk 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 Friday, 07th June 2024 at 10:00 Hrs IST at the registered office of the Company at 568/1A, 569/ 1 & 2 D. Gudalur Post Guziliamparai Taluk Dindigul, Tamil Nadu – 624620, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. 1. Approval for Related Party Transactions

Signed this..... day of..... 2024.

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

Signature of Proxy holder(s)

Please affix Re. 1/- Revenue Stamp

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.

-----CUT HERE-----

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 (06/2024-25) extraordinary general meeting of Renold Chain India Private Limited held at a shorter notice on Friday, 07th June 2024 at 10:00Hrs IST at 568/1A, 569/1&2, D. Gudalur, Post Guziliamparai Taluk, 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,
Post Guziliamparai Taluk, 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 (06/2024-25) extraordinary general meeting of the Company on Friday, 07th June 2024 at 10:00Hrs IST at 568/1A, 569/ 1 & 2, D. Gudalur Post, Guziliamparai Taluk, Dindigul, Tamil Nadu – 624620, India, at a shorter notice.

[Name]

Dated: _____