

A. K. JAIN & ASSOCIATES
C O M P A N Y S E C R E T A R I E S



S. Anil Kumar Jain B.Com., FCS

Balu Sridhar M.A.C.S., FCS., LLB

Pankaj Mehta B.Com (C.S.), ACS

To,

The Chairman

of the 43rd Annual General Meeting of the shareholders of M/s. RANE ENGINE VALVE LIMITED, held on July 21, 2015 at The Music Academy (Mini Hall), New No.168, TTK Road, Royapettah, Chennai – 600014.

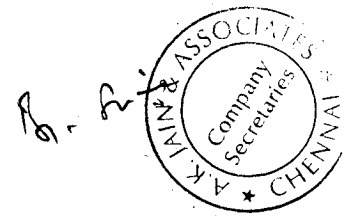
Sub: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time and poll conducted at the 43rd AGM of RANE ENGINE VALVE LIMITED on July 21, 2015.

The Board of Directors of the Company, at its meeting held on May 22, 2015 had appointed me as the Scrutinizer for e-voting held between Saturday, July 18, 2015 (09.00 A.M.) to Monday, July 20, 2015 (05.00 P.M.) and for the poll conducted at the 43rd Annual General Meeting of the Company held on July 21, 2015.

The Company had appointed National Securities Depository Limited (NSDL), as the Service Provider, for extending the facility of e-voting to the shareholders of the Company from Saturday, July 18, 2015 (09.00 A.M.) till Monday, July 20, 2015 (05.00 P.M.). The e-voting results were unblocked by me after the conclusion of Annual General Meeting held on July 21, 2015 at 12.15 P.M. For further details, refer Scrutinizer's report on e-voting dated July 21, 2015 attached herewith.

At the 43rd AGM of the Company held on July 21, 2015, the Chairman of the Company had suo-moto called for a poll to facilitate the members present in the meeting, who could not participate in the e-voting, to record their votes through the poll process.

The result of the e-voting together with that of the poll is as under:



Item No.1:

Resolution – Ordinary

To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2015, report of the Board of Directors and the Auditors' thereon.

(i) Voted in favour of the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	34,69,474	99.99997

(ii) Voted against the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00003

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

As the votes cast in FAVOUR of the resolution were more than the votes cast AGAINST, the resolution was passed as an ORDINARY RESOLUTION.

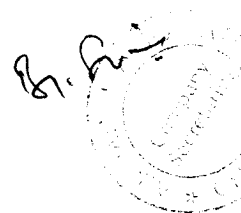
Item No.2:

Resolution - Ordinary

To declare dividend on equity shares.

(i) Voted in favour of the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	34,69,474	99.99997



(ii) Voted against the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00003

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

As the votes cast in FAVOUR of the resolution were more than the votes cast AGAINST, the resolution was passed as an ORDINARY RESOLUTION.

Item No.3

Resolution – Ordinary

To appoint a director in the place of Mr. Harish Lakshman, who retires by rotation under Article 106 of the articles of association of the Company and being eligible offers himself for re-election.

(i) Voted in favour of the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	34,69,474	99.99997

(ii) Voted against the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00003



(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

As the votes cast in FAVOUR of the resolution were more than the votes cast AGAINST, the resolution was passed as an ORDINARY RESOLUTION.

Item No.4:

Resolution – Ordinary

To ratify the appointment of M/s. Brahmayya & Co., Chartered Accountants, statutory auditors of the Company.

(i) Voted in favour of the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	34,69,474	99.99997

(ii) Voted against the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00003

(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

As the votes cast in FAVOUR of the resolution were more than the votes cast AGAINST, the resolution was passed as an ORDINARY RESOLUTION.

Item No.5:**Resolution – Ordinary**

To appoint Dr. Brinda Jagirdar, as an Independent Director.

(i) Voted in favour of the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
25	34,69,274	99.99997

(ii) Voted against the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00003

(iii) Invalid votes:

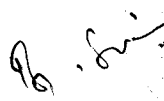
Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

* A shareholder holding 200 shares abstained from voting on Item No. 5 as set out in the Notice calling AGM.

As the votes cast in FAVOUR of the resolution were more than the votes cast AGAINST, the resolution was passed as an ORDINARY RESOLUTION.

Item No.6**Resolution – Special**

To mortgage / create charge(s) on assets of the Company under section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and rules made thereunder in connection with the borrowings of the Company.



(i) Voted in favour of the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
26	34,69,474	99.99997

(ii) Voted against the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	1	0.00003

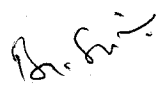
(iii) Invalid votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0

As the votes cast in FAVOUR of the resolution were not less than three times the votes cast AGAINST, the resolution was passed as a SPECIAL RESOLUTION.

**For A.K.JAIN & ASSOCIATES
Company Secretaries**

Place : Chennai
Date : July 21, 2015


BALU SRIDHAR
Partner
M. No. F5869
C. P. No. 3550