

CIN : L74999TN1972PLC006127

Registered Office : "MAITHRI" 132, Cathedral Road Chennai - 600 086

Phone : 044-28112472 Fax :044-28112449 Email : investorservices@rane.co.in, Website : http://rane.co.in

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Forty Third (43rd) Annual General Meeting (AGM) of **Rane Engine Valve Limited** will be held at **10.30 a.m. on Tuesday, July 21, 2015**, at **The Music Academy (Mini Hall)**, New No. 168, T.T.K Road, Royapettah, Chennai 600 014, to transact the following:

Ordinary Business:

1. 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.

To consider passing the following resolution as an ordinary resolution:

"Resolved that the Audited Financial Statement of the Company for the year ended March 31, 2015 including Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash flow statement for the year ended March 31, 2015 together with the reports of the Board of Directors and the Auditors of the Company thereon, as circulated to the members and presented to the meeting be are hereby adopted."

2. To declare dividend on equity shares

To consider passing the following resolution as an ordinary resolution:

"Resolved that dividend of Rs.2.50 per equity share of Rs.10/- each on 67,18,992 equity shares, as recommended by the Board of Directors, be and is hereby declared out of the profits of the Company for the year ended March 31, 2015, absorbing an amount of Rs.2,02,17,044/- (including dividend distribution tax and cess thereon) and that the said dividend be paid to those shareholders, whose names appear in the Company's register of members as at the end of business hours on **July 21, 2015** and in respect of shares in electronic form to those beneficial owners of the shares as at the end of business hours on **July 13, 2015** as per the details furnished by the depositories for this purpose."

3. 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.

To consider passing the following resolution as an ordinary resolution:

"Resolved that Mr. Harish Lakshman (DIN 00012602), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a director of the Company."

4. To ratify appointment of statutory auditors of the Company. The appointment of statutory auditors M/s. Brahmayya & Co., Chartered Accountants, who hold office from the conclusion of the Forty Second Annual General Meeting until the conclusion of the Forty Fifth Annual General Meeting, is subject to the ratification by shareholders at every AGM in accordance with Section 139 & 142 of the Companies Act, 2013. The declaration to the effect that their appointment, if ratified, would be within the limits and that they are free from any disqualification specified in section 141 of the Companies Act, 2013, and the rules made thereunder, has been received from them.

To consider passing the following resolution as an ordinary resolution:

"Resolved that the appointment of M/s. Brahmayya & Co., Chartered Accountants (Registration No. 000511S with The Institute of Chartered Accountants of India), as auditors of the Company as approved by the members at the forty second Annual General Meeting to hold office until the conclusion of the forty fifth Annual General Meeting, be and is hereby ratified on such terms and conditions including remuneration as may be determined by the Board of Directors of the Company, in addition to reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit."

Special Business:

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

To consider passing the following resolution as an ordinary resolution:

"Resolved that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions read with Schedule IV of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Brinda Jagirdar (DIN 06979864), appointed as an additional director of the company by the Board of Directors with effect from October 24, 2014, in terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, in the category of an Independent Director, in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office upto the conclusion of forty sixth annual general meeting."

6. 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.

To consider passing the following resolution as a special resolution:

“Resolved that in supersession of the resolution passed by shareholders of the Company under Section 293(1)(a) of the Companies Act, 1956 at the extra-ordinary general meeting held on January 17, 2008 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to takeover substantial assets of the Company in certain events in favour of banks / financial institutions and other lending agencies including the trustees for the holders of debentures / bonds / other instruments to secure the borrowings of the Company.”

(By Order of the Board)

For **Rane Engine Valve Limited**

V Subramani

Secretary

Chennai

May 22, 2015

Registered Office:

“Maithri”, 132, Cathedral Road,

Chennai - 600 086.

CIN: L74999TN1972PLC006127

www.rane.co.in

NOTES:

1. Any member entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the company. The proxies should however be deposited at the registered office of the company not less than 48 hours before the time fixed for the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representative(s) to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

3. The statement of material facts pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business as given in the notice is annexed hereto.

4. The Register of Members of the Company will remain closed from **Tuesday, July 14, 2015 to Tuesday, July 21, 2015** (both days inclusive) for annual closing and determining the entitlement of shareholders to the dividend on the equity shares for the financial year 2014-15, if declared.

5. Pursuant to the relevant provisions of Companies Act, 2013 / Companies Act, 1956, dividend for the financial year ended March 31, 2008 and thereafter which remain unclaimed for a period of seven years will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. The Company has sent reminders to all those members whose dividend payments during the last seven years remain unpaid as per Company records. Members are requested to contact the Company's Registrar and Transfer Agents, for payment in respect of the unclaimed dividend on or after the financial year 2007-08.

6. The Notice of the forty third AGM along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

We encourage your participation and request your support in this regard. To receive communications from the Company in electronic form, please register your e-mail address with your Depository Participants / Registrar and Share Transfer Agents (RTA) or write to us at investorservices@rane.co.in.

7. Members may also note that the notice of the forty third AGM and the Annual Report 2015 will be available on the Company's website, www.rane.co.in.

8. Members holding shares in physical form are requested to notify to the Company immediately of any change in their residential and e-mail address to the Registrar and Transfer Agent:

M/s. Integrated Enterprises (India) Limited
II Floor, “Kences Towers”, No.1, Ramakrishna Street,
North Usman Road, T. Nagar, Chennai 600 017.

Members holding shares in Dematerialized form may inform the change in their residential and e-mail address to their Depository Participants.

9. Members who are holding shares in identical order of names in more than one account are requested to intimate to the Company, the ledger folio of such accounts together with the share certificate(s) to enable the Company to consolidate all the holdings into one account. The share certificate(s) will be returned to the members after necessary endorsements.
 10. Members / Proxies should bring the attendance slip duly filled in for attending the meeting.
 11. All documents referred to in the accompanying notice and the explanatory statement pursuant to section 102 (1) of the Companies Act, 2013 will be available for inspection at the registered office of the Company during the business hours on all working days up to the date of declaration of results of the forty third AGM of the Company.
 12. Information pursuant to clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM are furnished in the Corporate Governance section of the Annual Report and this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
 13. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-Voting Services.
 - (i) The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
 - (ii) The facility for voting through ballot paper / polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - (iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - (iv) The remote e-voting period commences on Saturday, July 18, 2015 (9:00 a.m.) and ends on Monday, July 20, 2015 (5:00 p.m.). During this period members’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, July 14, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (v) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date Tuesday, July 14, 2015.
 - (vi) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday, July 14, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company / RTA.
 - (vii) However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
 - (viii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the ‘downloads’ section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - (ix) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - (x) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - (xi) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
 - (xii) Mr. Balu Sridhar, Practising Company Secretary (Membership No.FCS 5869) and Partner in M/s. A.K. Jain and Associates, Firm of Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting at the

AGM and the remote e-voting process in a fair and transparent manner.

- (xiii) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xiv) The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- (xv) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rane.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the Company’s shares are listed.

INSTRUCTION FOR E-VOTING

a. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company / Depositories):

- (i) Open email and open PDF file viz; “REVL remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice

with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select “EVEN” of “Rane Engine Valve Limited”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF /JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting@akjainassociates.com with a copy marked to evoting@nsdl.co.in

b. In case of members’ receiving physical copy of the notice of AGM and desires to cast e-vote [for members whose email IDs are not registered with the Company / Depository Participants or requesting physical copy]:

- (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(By Order of the Board)

For Rane Engine Valve Limited

May 22, 2015
Chennai

V Subramani
Secretary

Statement of material facts pursuant to Section 102(1) of the Companies Act, 2013

Resolution No. 5

The Board of Directors of your Company, based on the recommendations of Nomination and Remuneration Committee vide resolution dated October 24, 2014 co-opted Dr. Brinda Jagirdar as additional director in terms of Section 161 of the Companies Act, 2013 with effect from October 24, 2014 in the category of an Independent Director.

She has a brilliant academic record, with a Ph.D. in Economics from University of Mumbai, M.S. in Economics from the University of California at Davis, USA, MA in Economics from Gokhale Institute, Pune and has attended an Executive Programme at the Kennedy School of Government, Harvard University, USA.

Dr. Brinda Jagirdar is a senior business economist based in Mumbai and is interested in macro issues, financial intermediation and banking with emphasis on research, publishing and consulting. She has previously served as General Manager and Chief Economist, State Bank of India and was associated with the Raghuram Rajan Committee on Financial Sector Reforms in India. She was also a member of the Planning Commission's Sub Group on Household Sector Savings for the 12th Five Year Plan and member of Ministry of Finance Group on Deepening India's Household Financial Savings.

She is a visiting faculty at the National Institute of Bank Management, Pune and Indian Institute of Banking and Finance, Mumbai. She has participated and presented papers at several seminars and conferences and regularly invited to make presentations and a panelist on TV business channels, contributes columns in business newspapers.

The knowledge and experience of Dr. Brinda Jagirdar would be immensely beneficial to the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Dr. Brinda Jagirdar holds office up to the date of the ensuing AGM as additional director. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with requisite deposit proposing the candidature of Dr. Brinda Jagirdar for the office of Independent Director under the provisions of Section 149 of the Companies Act, 2013.

Dr. Brinda Jagirdar is interested in the resolution as it relates to her own appointment. None of the other Directors and Key Managerial Personnel (KMP) of the Company and their relatives are concerned or interested, financial or otherwise in this resolution except to the extent of their shareholding, if any.

Information about Dr. Brinda Jagirdar, in accordance with clause 49(VIII) of the Listing Agreement is furnished in corporate governance report annexed to the directors report.

Your directors commend the resolution for adoption.

Resolution No. 6

The borrowings of the Company in general are required to be secured from time to time by creation of charge by way of mortgage, pledge and hypothecation or otherwise on or any of the assets of the Company in such manner as may be required by banks, financial institutions or other lending institutions. Mortgaging or creating charge by the Company on its assets to secure the funds borrowed from time to time within the overall limits of borrowing powers delegated to the board of directors, may be construed as disposal of the Company's undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013 in certain circumstances. The Company had earlier secured approval of members under Section 293(1)(a) of the Companies Act, 1956.

Further, Ministry of Corporate Affairs (MCA) through the Circular No.04/2014 dated March 25, 2014 has clarified that the resolution passed under section 293 of the Companies Act, 1956 prior to September 12, 2013 with reference to borrowings and / or creation of security on assets of the company will be regarded as sufficient compliance of the requirements of section 180 of the Companies Act, 2013 for a period of one year from the date of notification of section 180 of the Companies Act, 2013. Hence, in order to comply with the relevant provisions under the Companies Act, 2013, the approval of the members is sought under Section 180(1)(a) of the Companies Act, 2013 read with Rule 22(16)(i) of the Companies (Management and Administration) Rules, 2014, by way of special resolution.

None of the directors, key managerial personnel of Company and their relatives are concerned or interested financially or otherwise in this resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends passing of the special resolution as set out at item no. 6 of this notice.

(By Order of the Board)

For **Rane Engine Valve Limited**

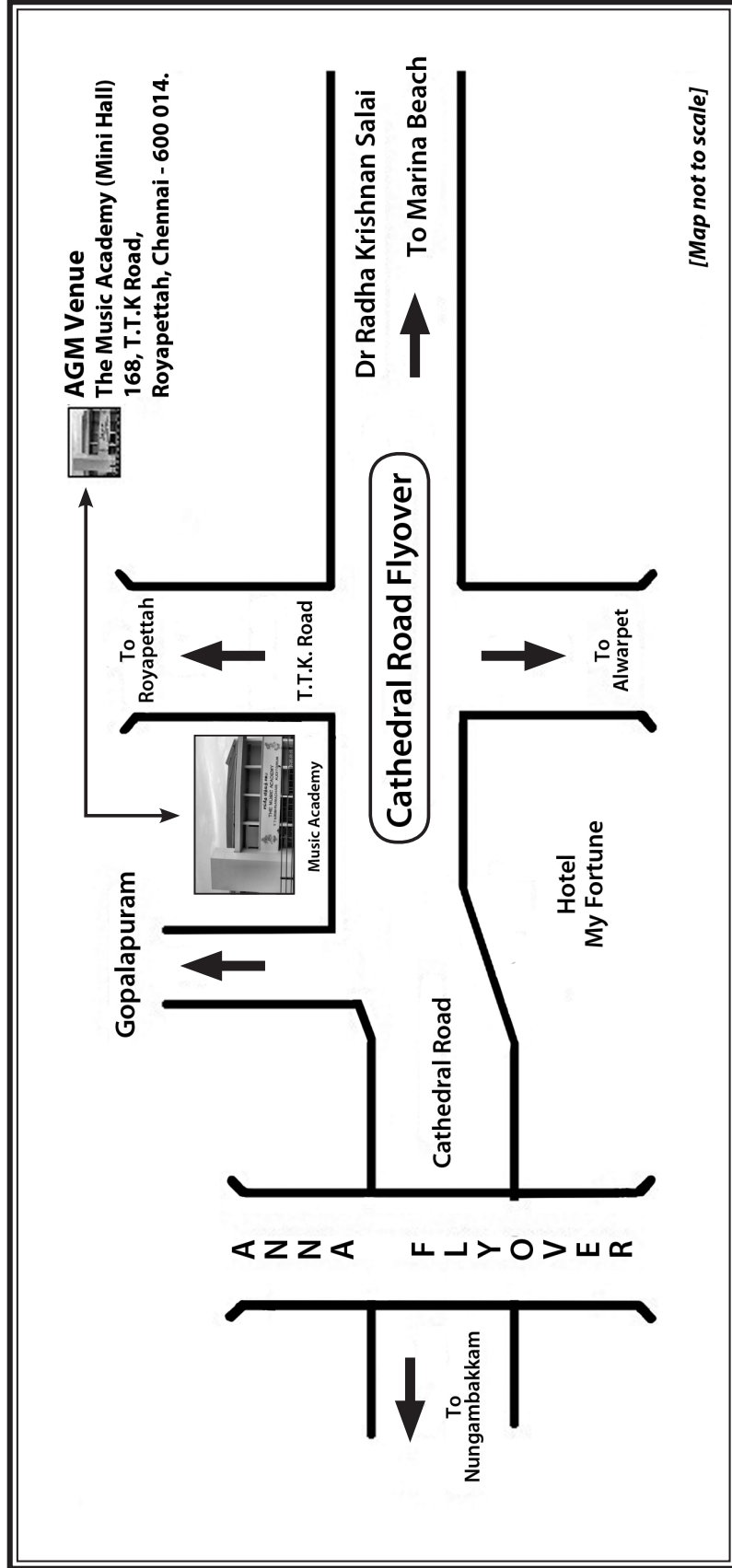
V Subramani
Secretary

May 22, 2015
Chennai

Information about director seeking appointment / re-appointment in this Annual General Meeting in respect of item Nos.3 & 5 above (in accordance with clause 49 of the listing agreement).

Name of the Director	Mr. Harish Lakshman	Dr. Brinda Jagirdar
DIN	00012602	06979864
Father's Name	Mr. L Lakshman	Mr. Subramanian Ramachandran
Date of Birth	February 12, 1974	March 1, 1953
Educational Qualifications	B.E., from BITS Pilani, MSM, from Purdue University, USA	Ph.D., in Economics from University of Mumbai and M.S. in Economics from the University of California at Davis, USA, M.A. in Economics from Gokhale Institute, Pune.
Experience	Mr. Harish Lakshman has over 13 years of experience in the automotive industry and has held various positions in the areas of Marketing, Operations and Export Business Development and currently the Managing Director of Rane TRW Steering Systems Private Ltd. He currently spearheads the future growth plan for the Rane group.	Dr. Brinda Jagirdar is an independent consulting economist with specialization in areas relating to the Indian economy and financial intermediation. She currently consults with financial institutions, banks and corporates interested in India and is Visiting Faculty at many prominent institutions. She retired as General Manager and Chief Economist, State Bank of India.
Date of Appointment	July 23, 2008	October 24, 2014
Other Directorships	<p>Managing Director Rane TRW Steering Systems Pvt Ltd</p> <p>Director</p> <ol style="list-style-type: none"> 1. Rane Holdings Ltd 2. Rane (Madras) Ltd 3. Rane Brake Lining Ltd 4. JMA Rane Marketing Ltd 5. SasMos HET Technologies Ltd 6. Fokker ELMO Sasmos Interconnection Systems Ltd 7. Rane NSK Steering Systems Pvt Ltd 8. Savithur Enterprises Pvt Ltd 9. Broadvision Perspectives India Pvt Ltd 10. Broadvision Services Pvt Ltd 11. HL Hill Station Properties Pvt Ltd 12. Rane Holdings America Inc. 	<p>Director</p> <ol style="list-style-type: none"> 1. Capital First Ltd 2. Capital First Home Finance Pvt Ltd
Committee Memberships	<p>Chairman – Stakeholders' Relationship Committee</p> <ol style="list-style-type: none"> 1. Rane Holdings Ltd 2. Rane Brake Lining Ltd <p>Member – Stakeholders' Relationship Committee Rane (Madras) Ltd</p> <p>Member - Nomination and Remuneration Committee</p> <ol style="list-style-type: none"> 1. Rane Holdings Ltd 2. Rane NSK Steering Systems Pvt Ltd 	<p>Chairman – Stakeholders' Relationship Committee Capital First Ltd</p> <p>Member – CSR Committee Capital First Ltd</p>
Number of shares held	50 shares	NIL

ROUTE MAP TO AGM VENUE



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