



Rane Engine Valve Limited

CIN: L74999TN1972PLC006127

Registered Office : "Maithri", 132, Cathedral Road, Chennai-600 086
visit us at www.rane.co.in



POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

Notice is hereby given, pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 to seek your consent for the resolution as set out in this notice by means of postal ballot / e-voting.

The statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the resolution contained in the Notice, setting out the material facts and reasons thereof along with the Postal Ballot Form are furnished in this notice for your consideration and necessary action.

The Board of Directors has appointed Mr. Balu Sridhar, Practising Company Secretary (Membership No.FCS 5869) and Partner in M/s. A.K. Jain and Associates, Firm of Company Secretaries to act as the scrutinizer, for conducting the postal ballot and e-voting process, in a fair and transparent manner.

Please refer to the instructions given in this notice and return the enclosed postal ballot form duly completed in all respects so as to reach the scrutinizer, at the office of Registrar and Transfer Agent of the Company, on or before the close of working hours on **Thursday, December 17, 2015**. Postal Ballot forms received thereafter will not be considered.

In compliance with the provisions of Section 108, 110, other applicable provisions, if any, of Companies Act, 2013 read with rules made thereunder and clause 35B of the listing agreement, the Company is pleased to provide electronic voting (e-voting) and postal ballot facility to all the members. For this purpose, the Company has engaged National Securities Depository Limited (NSDL) to provide e-voting facility to the members. If a member casts his / her vote electronically, he / she is not required to send the Postal Ballot form to the Scrutinizer. In case a member votes through e-voting facility as well as sends his / her vote through Postal Ballot, the vote cast through e-voting shall only be considered and the voting through Postal Ballot shall not be considered by the scrutinizer. The e-voting facility is available at the link: <https://www.evoting.nsdl.com>. The instructions for Postal Ballot /e-voting are given in this notice.

The scrutinizer will submit his report to the Chairman of the Company or in his absence to any other director of the Company authorized by the Chairman, after completion of the scrutiny of the votes cast through postal ballot and e-voting. The results of the Postal Ballot and e-voting will be announced on **Tuesday, December 22, 2015** and will be displayed at the registered office of the Company, besides being communicated to the stock exchanges on which equity shares of the Company are listed. The resolution, if passed by requisite majority, shall be deemed to have been passed on **Thursday, December 17, 2015** (the last date of receipt of postal ballot form /e-voting).

(By order of the board)
For Rane Engine Valve Limited

V Subramani
Secretary

October 26, 2015
Chennai

PROPOSED RESOLUTION

Adoption of new set of Articles of Association of the Company

To consider and if thought fit to give ASSENT / DISSENT to the following resolution as a Special Resolution under Section 14 of the Companies Act, 2013:

“Resolved that pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing set of regulations in the Articles of Association of the Company be and is hereby replaced with the new set of regulations and the said new set of regulations be and is hereby approved and adopted as the Articles of Association of the Company in place of, in substitution and to the entire exclusion of the existing set of regulations.”

“Resolved further that the board of directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper, expedient, required or incidental thereto, in this regard including but not limited to filing of requisite application/ forms/ reports, etc. with the Ministry of Corporate Affairs or with such other authorities as may be required for the purpose of giving effect to this resolution.”

EXPLANATORY STATEMENT TO THE POSTAL BALLOT NOTICE

(Pursuant to the provisions of section 102 of the Companies Act, 2013)

The existing Articles of Association (AoA) of the Company is based on the provisions of Companies Act, 1956 and the rules made thereunder. With the enforcement of Companies Act, 2013 (the Act), many provisions relating to the management of the company have undergone significant changes. In order to align the existing provisions in the AoA with Companies Act, 2013 and the rules made thereunder, it is proposed to wholly replace the existing AoA by a new set of AoA.

Member’s attention is invited to certain salient regulations in the new draft AoA of the Company viz:

- i. Streamlining and aligning the existing regulations in the AoA of the Company with the Act.
- ii. Incorporation of regulations relating to appointment of Key Managerial Personnel.
- iii. Incorporation of regulations governing rights of holding company, viz., Rane Holdings Limited, under the Act, in the appointment of directors and connected matters.
- iv. Deletion of references to specific sections of the Companies Act, 1956 or the rules framed thereunder.
- v. Alteration of regulations relating to board of directors, appointment, resignation, retirement of directors and meetings of the board .
- vi. Alteration of regulations dealing with meetings of the shareholders, voting mechanism, quorum etc.

The proposed draft AoA, as considered by the board of directors at its meeting held on October 26, 2015 is being uploaded on the Company’s website www.rane.co.in for perusal by the members and is also available for inspection at the registered office of the Company, during business hours on all working days up to the last date for receiving the postal ballot forms / e-votes viz., **Thursday, December 17, 2015.**

Pursuant to the provisions of Section 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

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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 in this Postal Ballot notice.

(By order of the board)
For **Rane Engine Valve Limited**

V Subramani
Secretary

October 26, 2015
Chennai

INSTRUCTIONS FOR POSTAL BALLOT

1. A member desiring to exercise vote by Postal Ballot may complete the Postal Ballot Form (no other form or photocopy thereof is permitted) sent by the Company along with this Notice and send it to the Scrutinizer, Mr. Balu Sridhar, Practicing Company Secretary, in the enclosed self-addressed inland letter. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if deposited in person or if sent by courier or registered / speed post at the expense of the member will also be accepted.
2. The self-addressed inland letter bearing the name and postal address of the Registrar & Transfer agent and addressed to the Scrutinizer, appointed by the Board has been sent by the Company along with this Notice.
3. The Postal Ballot Form should be completed and signed by the member (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, the Form should be completed and signed by the first named member and in his absence, by the next named member.
4. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours on Thursday, December 17, 2015. Any Postal Ballot Form received after this date will be strictly treated as if the reply from such member has not been received.
5. There will be only one Postal Ballot Form for every Folio / Client ID irrespective of the number of joint-holder(s).
6. In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority Letter.
7. A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, i.e., close of working hours on Thursday, December 17, 2015.
8. Voting rights shall be reckoned on the paid up value of shares registered in the name of the members as on cut-off date i.e. Friday, November 06, 2015.
9. Members are requested not to send any other paper along with the Postal Ballot Form. Any extraneous paper found would be destroyed by the Scrutinizer.
10. A member need not use all the votes nor does he need to cast all the votes in the same way.
11. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
12. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
13. The result of the Postal Ballot will also be posted on the website of the Company www.rane.co.in and also in the newspaper(s) for the information of the members.

The Company is pleased to offer e-voting facility as an alternate, for all the members of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional.

INSTRUCTION FOR E-VOTING

a. In case of members' receiving e-mail from NSDL :

- i. Open e-mail account and open PDF file viz.; “REVLPB-e-voting.pdf” with your Client ID or Folio Number as Password. The said PDF file contains your User ID and Password for e-voting. Please note that the password is an initial password
- ii. Launch internet browser by typing the following URL: www.evoting.nSDL.com
- iii. Click on Shareholder – Login
- iv. Put user ID and password as initial password noted in step (i) above. Click Login.
- v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note your 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 e-Voting opens. Click on e-Voting: Active Voting Cycles
- vii. Select “EVEN” (E-Voting Event Number) of Rane Engine Valve Limited
- viii. Now you are ready for 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 Postal Ballot Form by Post and desiring 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 at the bottom of the Postal Ballot Form

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

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

c. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for members’ available at the downloads section of www.e-voting.nSDL.com

d. If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.

e. The e-voting period commences on Wednesday, November 18, 2015 (9.00 a.m. IST) and ends on Thursday, December 17, 2015 (6.00 p.m. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, November 6, 2015, may cast their vote electronically. The 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.

f. You can update your mobile number and email ID in the user profile details of the folio, which may be used for sending communication(s) regarding NSDL e-voting system in future.