

Registered Office  
"Maithri"  
132, Cathedral Road,  
Chennai 600 086,  
India.  
CIN: L74999TN1972PLC006127

Tel: 91 44 2811 2472  
URL; [www.ranegroup.com](http://www.ranegroup.com)



## Rane Engine Valve Limited

//Online Submission//

REVL/SE/29/2022-23

August 11, 2022

<b>BSE Limited</b> Listing Centre Scrip Code : <b>532988</b>	<b>National Stock Exchange of India Limited</b> NEAPS Symbol : <b>RANEENGINE</b>
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Dear Sir / Madam,

### Sub: Notice of Postal Ballot (Remote e-voting) – Regulation 30 of SEBI LODR

The Board of Directors of the Company have on August 11, 2022 recommended to its members the appointment of Mr. Pradip Kumar Bishnoi (DIN: 00732640) as an Independent Director.

In this regard, we enclose herewith copy of the notice of Postal Ballot to members dated August 11, 2022. Pursuant to relaxations issued by MCA, the Postal Ballot notice is being sent to members through electronic means only. The Company has engaged the services of Central Depository Services Limited (CDSL) for providing the remote e-voting facility to enable members to cast their votes electronically.

Details under regulation 30 of SEBI LODR are as under:

Date of notice	August 11, 2022 ( Thursday)	
Cut-off Date	August 05, 2022 (Friday)	
E-Voting start date and time	August 12, 2022 (Friday) at 9:00 hrs IST	
E-Voting end date and time	September 10, 2022 (Saturday) at 17:00 hrs IST	
Date of shareholder approval	September 10, 2022 (Saturday) at 17:00 hrs IST	
<b>Items of business</b>	<b>Type of resolution</b>	<b>Manner of approval</b>
1. To appoint Mr. Pradip Kumar Bishnoi (DIN: 00732640) as an Independent Director	Special Resolution	Postal Ballot through remote e-voting

Kindly take this on record as compliance with the relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

Thanking you,

Yours faithfully,

**For Rane Engine Valve Limited**

Vivekanandaa M  
**Secretary**

Encl : a/a



# Rane Engine Valve Limited

CIN: L74999TN1972PLC006127

Registered Office: "Maithri", 132, Cathedral Road, Chennai 600 086

Phone: 044 – 28112472/ 73

E-mail: [investorservices@ranegroup.com](mailto:investorservices@ranegroup.com), website: [www.ranegroup.com](http://www.ranegroup.com)

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)]

Dear Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the 'Companies Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI LODR") and in terms of the circulars issued by the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 08, 2021 read with General Circular No. 3/2022 dated May 05, 2022 (collectively referred to as "MCA Circulars") and other applicable provision in any law/ regulations for the time being in force, to seek your consent for the resolution as set out hereunder and proposed to be passed through postal ballot ("Postal Ballot") by way of remote electronic voting ("e-voting").

The Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating the remote e-voting system. The e-voting period commences on **Friday, August 12, 2022 (9.00 a.m. IST)** and ends on **Saturday, September 10, 2022 (5.00 p.m. IST)**. The cut-off date for the purpose of determining eligibility of members for e-voting has been fixed as **Friday, August 05, 2022**.

As permitted by the MCA Circulars, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope **are not being sent to the Members**. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialised form as on **Friday, August 05, 2022 ("cut-off date")** and whose email addresses are registered with the Company/ Depositories.

Members may note that the Notice of the Postal Ballot will also be available on the Company's website [www.ranegroup.com](http://www.ranegroup.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL <https://www.evotingindia.com/> Members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

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

Chennai  
August 11, 2022

Vivekanandaa M  
**Secretary**

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[www.ranegroup.com](http://www.ranegroup.com)

## SPECIAL BUSINESS:

### Item No.1: To appoint Mr. Pradip Kumar Bishnoi (DIN: 00732640) as an Independent Director

To consider and, if thought fit, intimate your assent / dissent to pass the following resolution(s) as a **special resolution**:

**“RESOLVED THAT** pursuant to Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the “Act”) and rules made thereunder, Regulation 25(2A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Articles of Association of the Company and the policy of the Company applicable to Board of Directors from time to time, Mr. Pradip Kumar

Bishnoi (DIN: 00732640), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office from September 10, 2022 to July 02, 2026 (both days inclusive).”

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

Chennai  
August 11, 2022

Vivekanandaa M  
**Secretary**

#### Registered Office:

“Maithri”, 132, Cathedral Road  
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## NOTES

1. In terms of Section 102 and other applicable provisions of the Companies Act, 2013 read together with rules and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning the special business to be transacted through Postal Ballot is annexed to and forms part of this Notice.
2. **As permitted by the MCA Circulars, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the Members.** Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialised form as on **Friday, August 05, 2022 (“cut-off date”)** and whose email addresses are registered with the Company/ Depositories viz. National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”). Members who have not registered their email id may do so by sending the details of name of the registered shareholder(s), folio number, DP ID / Client ID and number of equity shares held, to the Registrar and Share Transfer Agent of the Company i.e., Integrated Registry Management Services Private Limited at [srirams@integratedindia.in](mailto:srirams@integratedindia.in). Members who have registered their e-mail ids may ensure the same is operational so that communications would reach them.
3. Each Member’s voting rights shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.
4. Only a member holding Equity shares as on the Cut-off Date is entitled to exercise his / her/ their vote through remote e-voting facility and a person who is not a member as on the aforesaid date should treat this Notice for information purposes only.
5. The E-voting will remain open for the Members for exercising their voting from **Friday, August 12, 2022 at 9.00 a.m. (IST)** till **Saturday, September 10, 2022 at 5.00 p.m. (IST)** (both days inclusive). During this period members of the Company may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

6. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the Company's website [www.ranegroup.com](http://www.ranegroup.com) to facilitate online inspection up to the last date for exercising the voting.
7. Mr. Balu Sridhar, Practicing Company Secretary (ICSI Membership no. FCS 5869) and Partner in M/s. A.K. Jain & Associates, Company Secretaries, has been appointed as the scrutinizer to scrutinize the postal ballot, in a fair and transparent manner.
8. The results of the postal ballot will be declared not later than 2 working days of conclusion of remote e-voting i.e. on or before **Tuesday, September 13, 2022 at 05:00 PM (IST)**. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company viz., [www.ranegroup.com](http://www.ranegroup.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) 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.
9. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. **Saturday, September 10, 2022**. Further, resolutions passed by the Members through remote e-voting are deemed to have been passed effectively at a general meeting.
10. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the listing regulations, the details pertaining to the postal ballot shall be published in one English national daily newspaper circulating throughout India (in English language) and one Tamil daily newspaper circulating in Chennai (in vernacular language, i.e. Tamil).

### **INSTRUCTION FOR REMOTE E-VOTING**

#### **A. The instructions of shareholders for remote e-voting are as under:**

- (i) The voting period begins on **Friday, August 12, 2022 at 9.00 a.m. (IST)** and ends on **Saturday, September 10, 2022 at 5.00 p.m. (IST) (both days inclusive)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, August 05, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple E-voting Service Providers (ESPs) providing e-voting facility to

listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting **to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/ EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click a <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>



<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.</p>

**B. Login method for e-Voting for Physical shareholders and shareholders other than individual shareholders holding in Demat form.**

1. The shareholder should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on ‘Shareholders’ module.
3. Enter your User ID:
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c) Shareholders holding shares in physical form should enter Folio Number registered with the Company.
4. Next, enter the Image Verification as displayed and click on ‘Login’.

5. If you are holding shares in demat and have already logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted earlier then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	<p><b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b></p>
<p>PAN</p>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the</li> </ul>

	Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

7. After entering these details appropriately, click on 'SUBMIT' tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other companies on which they are eligible to vote, provided that such Companies opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on 'EVSN' for RANE ENGINE VALVE LIMITED.
11. On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same, the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and the option NO implies that you dissent to the Resolution.
12. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
13. After selecting the resolution that you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
14. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a printout of the votes cast by clicking on 'CLICK HERE TO PRINT' option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- 18. Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the

duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address [investorservices@ranegroup.com](mailto:investorservices@ranegroup.com) (designated email address by Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**C. Process for those shareholders whose email/mobile no. are not registered with the company/depositories:**

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company's e-mail ID investorservices@ranegroup.com or to RTA's e-mail ID [srirams@integratedindia.in](mailto:srirams@integratedindia.in).
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which

is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

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

Chennai  
August 11, 2022

Vivekanandaa M  
**Secretary**

**Registered Office:**  
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**EXPLANATORY STATEMENT TO THE POSTAL BALLOT NOTICE**  
(Pursuant to the provisions of section 102 of the Companies Act, 2013)

**Item No. 1: To appoint Mr. Pradip Kumar Bishnoi (DIN: 00732640) as an Independent Director**

The Board of Directors had based on recommendations of the Nomination and Remuneration Committee (NRC) proposed to appoint Mr. Pradip Kumar Bishnoi (DIN: 00732640) as an Independent Director pursuant to Sections 149, 150 and 152 read with other relevant provisions of the Companies Act, 2013 (the 'Act'), for a term commencing from the date of approval of the shareholders viz., September 10, 2022 (being last date of the remote e-voting), to July 02, 2026 (both days inclusive).

Mr. Pradip Kumar Bishnoi holds a Bachelor's degree in Petroleum Engineering and a Master's degree in Business Management from IIM, Ahmedabad. He has also completed a Management Programme from Oxford, UK and a Programme on Utility Regulators at World Bank, Florida University, USA. He has an overall experience of more than 45 years in the areas of steel, natural gas, industrial packaging, lubricants etc. Mr. Pradip Kumar Bishnoi was awarded Gold medal by Prime Minister of India for development work in the year 2008. In this career, he served as Chairman & Managing Director of Rashtriya Ispat Nigam Limited and also Managing Director of Balmer Lawrie & Co. Limited. He was also a former member of Petroleum & Natural Gas Regulatory Board and was also on the Board of Standing Council of Public Enterprises as well as World Steel Association. He currently serves as an Independent Director on the Boards of Rane Holdings Limited, Rane (Madras) Limited and Avadh Sugar and Energy Limited.

At the time of recommendation, the NRC evaluated the balance of skills, knowledge and experience on the Board, and on the basis of such evaluation, prepared a description of the role and capabilities required of the Independent Director.

His role as an independent director requires skills, competence and expertise on industry, technology, business development, governance and allied disciplines in the context of automotive business.

Mr. Pradip Kumar Bishnoi has extensive experience and exposure to areas of allied disciplines such as strategy, finance, risk management etc. of large corporates. With his distinguished record of accomplishments, industry experience, Mr. Pradip Kumar Bishnoi is well poised to add significant value, strength and diversity to the Board. His past experience at the helm of large corporates and present experience on the board of automotive companies have enabled him to provide the Board with valuable insights in Industry & technology, business development and governance matters.

Also considering his rich knowledge, experience and fulfilment of the various criteria for appointment as an Independent Director as specified in the Act, SEBI LODR, policies of the Company and based on the recommendations of the NRC, the Board of Directors recommends to the members that the appointment of Mr. Pradip Kumar Bishnoi would be beneficial to the Company.

Mr. Pradip Kumar Bishnoi is not disqualified from being appointed as a Director in terms of section 164 of the Act, or debarred from holding office of a director pursuant to any SEBI Order. He has given his consent to act as a Director. The Company has received a declaration from him that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR. He has also registered with the Independent Director databank maintained by Indian Institute of Corporate Affairs (IICA) and is exempted from the requisite proficiency test.

In the opinion of Board, Mr. Pradip Kumar Bishnoi fulfils the conditions for appointment as an Independent Director as specified in the relevant provisions of the Act and SEBI LODR and he is independent of management of the Company.

Other information relating to his appointment in accordance with Secretarial Standard – SS-2 and 36(3) of SEBI LODR is annexed to the Notice.

The terms and conditions of appointment as an Independent Director is available for inspection by members at the registered office of the Company between 10:00 hrs to 12:00 hrs up to the last date of e-voting and also on the investor section of website of the Company [www.ranegroup.com](http://www.ranegroup.com). His appointment will also be governed by the policy of the Company applicable to the Board of Directors and he will be entitled to receive sitting fees.

None of the other Directors and 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, in the Company. The Board

recommends passing the resolution as set out at item no.1 as **special resolution**.

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

Chennai  
August 11, 2022

Vivekanandaa M  
**Secretary**

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Chennai 600 086  
CIN: L74999TN1972PLC006127  
[www.ranegroup.com](http://www.ranegroup.com)

### Annexure to the NOTICE dated August 11, 2022

Information about directors seeking appointment in compliance with Regulation 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2).

<b>Name of the Director</b>	<b>Mr. Pradip Kumar Bishnoi</b>
<b>I. Brief Resume</b>	
<b>Age (in years)</b>	71
<b>Director Identification Number (DIN)</b>	00732640
<b>Father's Name</b>	Mr. Om Prakash Bishnoi
<b>Date of Birth</b>	July 03, 1951
<b>Educational Qualifications</b>	1) Graduate in Petroleum Engineering – ISM(Dhanbad) 2) MBA – IIM(Ahmedabad) 3) Management Programme at Oxford, UK 4) Programme on Utility Regulators at World Bank, Florida University, USA
<b>Experience</b>	Mr. Pradip Kumar Bishnoi has over 45 years in the areas of steel, natural gas, industrial packaging, lubricants etc. He was awarded Gold medal by Prime Minister of India for development work in the year 2008. In this career, he served as Chairman & Managing Director of Rashtriya Ispat Nigam Limited and also Managing Director of Balmer Lawrie & Co. Limited. He was also a former member of Petroleum & Natural Gas Regulatory Board and was also on the Board of Standing Council of Public Enterprises as well as World Steel Association. He currently serves as an Independent Director of Boards of Rane Holdings Limited, Rane (Madras) Limited and Avadh Sugar and Energy Limited.
<b>Nature of expertise</b>	Professional experience and expertise in fields of finance, strategy, operations and allied disciplines besides governance practises.
<b>II. Other details</b>	
<b>Date of Commencement of Appointment</b>	September 10, 2022
<b>Terms and Conditions of appointment</b>	Proposed to be appointed as non-executive Independent Director per resolution at item no. 1 of the Notice of Postal Ballot read with explanatory statement thereto, for a term commencing from September 10, 2022 to July 02, 2026.
<b>Last drawn remuneration</b>	Not applicable

<b>Name of the Director</b>	<b>Mr. Pradip Kumar Bishnoi</b>
<b>Remuneration sought to be paid</b>	He is entitled to receive sitting fees for attending meetings of the Board and Committees thereof.
<b>Relationship with other Directors/Manager/KMP</b>	NIL
<b>Other Directorships</b>	<b>Independent Director:</b> Avadh Sugar and Energy Limited Rane Holdings Limited Rane (Madras) Limited
<b>Committee Memberships in other Boards</b>	<b>Chairman:</b>  <b>Audit Committee</b> Rane (Madras) Limited Avadh Sugar and Energy Limited  <b>Risk Management Committee</b> Avadh Sugar and Energy Limited  <b>Member:</b>  <b>Stakeholders' Relationship Committee</b> Rane (Madras) Limited Avadh Sugar and Energy Limited  <b>Nomination and Remuneration Committee</b> Rane Holdings Limited  <b>Corporate Social Responsibility Committee</b> Avadh Sugar and Energy Limited  <b>Risk Management Committee</b> Rane (Madras) Limited
<b>Name of the listed entities from which the appointee has resigned in the last three years</b>	Nil
<b>Number of meetings of the Board attended during the year</b>	Not applicable
<b>Number of equity shares held (including joint holdings, if any) in the Company, either by self or as a beneficial owner</b>	Nil

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

Chennai  
August 11, 2022

Vivekanandaa M  
Secretary