

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/058/2022-23

February 10, 2023

<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**  
**Ref. No: Our letter no. REVL/SE/056/2022-23 dated February 07, 2023**

This is further to our earlier announcement on the appointment of Dr. Rajkumar Swaminathan, President as Manager of the Company under the Companies Act, 2013.

In this regard, we enclose herewith copy of the notice of Postal Ballot dated February 07, 2023 sent to members today (i.e., February 10, 2023) seeking their approval for the appointment and remuneration to Dr. Rajkumar Swaminathan.

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 (India) 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	February 07, 2023 ( Tuesday)	
Cut-off Date	February 03, 2023 (Friday)	
E-Voting start date and time	February 11, 2023 (Saturday) at 09:00 hrs IST	
E-Voting end date and time	March 12, 2023 (Sunday) at 17:00 hrs IST	
Last date of shareholder approval	March 12, 2023 (Sunday) at 17:00 hrs IST	
<b>Items of business</b>	<b>Type of resolution</b>	<b>Manner of approval</b>
1. To approve appointment and remuneration of Dr. Rajkumar Swaminathan, President as Manager, under the Companies Act, 2013	Special Resolution	Postal Ballot through remote e-voting facility

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, General Circular No. 3/2022 dated May 05, 2022 read with General Circular No 11/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars"), Secretarial Standards issued for General Meetings (SS-2) and other applicable provisions in 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 **Saturday, February 11, 2023 (9.00 a.m. IST)** and ends on **Sunday, March 12, 2023 (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, February 03, 2023**. The date on which the

resolution is deemed to have been passed is **March 12, 2023**.

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, February 03, 2023 ("cut-off date")** and whose email addresses are registered with the Company / Depositories.

Members may note that the Notice of the Postal Ballot is also being made 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 [www.evotingindia.com](http://www.evotingindia.com). Members are requested to carefully read 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  
February 07, 2023

Vivekanandaa M  
**Secretary**

**Registered Office:**  
**Rane Engine Valve Limited**  
"Maithri", 132, Cathedral Road  
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**SPECIAL BUSINESS:**

**Item No.1: To approve appointment and remuneration of Dr. Rajkumar Swaminathan, President as Manager under the Companies Act, 2013.**

To consider providing your assent or dissent for passing the following resolution as a **Special Resolution**:

“Resolved that pursuant to provisions of Sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 (the “Act”) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the “Rules”), Regulation 17(1C) and other applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (SEBI LODR) (including any statutory modification(s) or re-enactment thereof for the time being in force) as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, approval of the shareholders be is hereby accorded for the appointment and remuneration of Dr. Rajkumar Swaminathan, President (PAN: ABEPR6699H) as a Whole-time Key Managerial Personnel in the position of ‘Manager’ [within the meaning of Section 2(53) of the Act], with effect from February 07, 2023, for a period of three years i.e. from February 07, 2023 to February 06, 2026 on the following terms:

**(i) Salary**

₹76,42,639/- per annum subject to annual revision / increment which will be effective 1<sup>st</sup> April every year. The quantum of revision / increment will be as approved by the Board of Directors, from time to time.

**(ii) Perquisites and allowances**

Personal accident insurance, use of chauffeur driven car(s), fuel, telephone at residence, Group term insurance, Medical insurance for self and family, fee to clubs, leave & leave encashment, leave travel concession, will be provided in accordance with the policy of the Company as applicable to the grade. The perquisites will be evaluated as per Income-tax Rules, wherever applicable and at actual cost to the Company in other cases. Perquisites like House Rent allowance, superannuation allowance, medical allowance, education allowance, special allowance etc., will be provided in accordance with the policy of the Company as applicable to the grade.

The above perquisites are however, subject to a maximum of two times of the salary per annum.

**(iii) Contribution to Funds**

Company's contribution to Provident Fund and Superannuation Fund / National Pension Scheme will be as per the scheme of the Company. Company's contribution to Provident Fund and Superannuation Fund / NPS as above will not be included in the computation of the ceiling on perquisites to the extent these singly or put together are not taxable under the Income-tax Act. Gratuity payable shall be as per the rules of the Company.

**(iv) Performance Pay:** Variable pay as per company policy applicable to the Senior Management.

Provided that the total remuneration of the Manager shall not exceed the limits prescribed under the Companies Act, 2013.

**Resolved further that** the remuneration specified hereinabove, may be enhanced, altered or varied by the Board, in accordance with the relevant provisions of the Companies Act, 2013 and any rules made thereunder.

**Resolved further that** in the event of there being inadequacy or absence of profits in any financial year, during the currency of tenure of the Manager, he will be paid remuneration in terms of Part II of Schedule V to the Act, including any re-enactments thereof or such other limit as may be prescribed by the Government from time to time.

**Resolved further that** the Board of Directors or any Committee thereof as per powers delegated to it, be and is hereby authorised to take all such steps as may necessary for obtaining any approvals – statutory, contractual or otherwise, in relation to the above, and to do all the acts, deeds, matters and things which are necessary, proper, expedient and incidental for giving effect to this resolution.”

(By order of the Board)

**For Rane Engine Valve Limited**

Chennai  
February 07, 2023

Vivekanandaa M  
**Secretary**

**Registered Office:**

**Rane Engine Valve Limited**  
“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 Standards on General Meetings (SS-2), a 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, February 03, 2023 (“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 alone will 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 module will be enabled and will remain open for the Members for exercising their voting from **Saturday, February 11, 2023 at 9.00 a.m. (IST)** till **Sunday, March 12, 2023 at 5.00 p.m. (IST)** (both days inclusive). During this period, members of the Company may cast their vote electronically.
6. The e-voting module shall be disabled by CDSL for e-voting thereafter. Once the vote on the resolution is cast by the member, the member shall not be allowed to change it subsequently.
7. 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.
8. 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.
9. 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, March 14, 2023 at 05:00 PM (IST)**. The results shall be placed on the notice board of the registered office and along with the report of the Scrutinizer be uploaded 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.
10. The special resolution, 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. **Sunday, March 12, 2023**. Further, a resolution passed by the Members through remote e-voting is deemed to have been passed effectively at a general meeting.
11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the SEBI LODR, 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 e-voting period begins on **Saturday, February 11, 2023 at 9.00 a.m. (IST)** and ends on **Sunday, March 12, 2023 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 of **Friday, February 03, 2023** 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 of 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 the e-voting process.

**Step 1: Access through Depositories CDSL / NSDL e-voting system in case of individual shareholders holding shares in demat mode.**

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 in 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>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 users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi tab. 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>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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 are 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>If the user is not registered for Easi / Easiest, option to register is available <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a> and clicking on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from the 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 e-voting 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>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</li> </ol>

Type of shareholders	Login Method
	<p>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.</p> <p>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 at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></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 held 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>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at above mentioned 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
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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.

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders and physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <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>

- 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 used by the demat holders for voting for resolutions of other companies also in which they are eligible to vote, provided that such Companies opt 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 'RESOLUTION 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, 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 will be mapped automatically & can be delinked in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution or 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 at the email address [evoting@akjainassociates.com](mailto:evoting@akjainassociates.com) and to the Company at the email address [investorservices@ranegroup.com](mailto:investorservices@ranegroup.com) (designated email address of the 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](mailto: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 on 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 at toll free no. 1800 22 55 33.

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

Chennai  
February 07, 2023

Vivekanandaa M  
**Secretary**

**Registered Office:**  
"Maithri", 132, Cathedral Road  
Chennai 600 086  
CIN: L74999TN1972PLC006127  
[www.ranegroup.com](http://www.ranegroup.com)

## STATEMENT OF MATERIAL FACTS ANNEXED TO THE POSTAL BALLOT NOTICE

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

### Item No.1: To approve appointment and remuneration of Dr. Rajkumar Swaminathan, President as Manager under the Companies Act, 2013

In terms of Section 203 of the Companies Act, 2013, the Company is required to appoint a whole time Key Managerial Personnel (KMP) in the position of Managing Director or Chief Executive Officer or Manager and in their absence a Whole-Time Director. The Company has identified Dr. Rajkumar Swaminathan, President for appointment as KMP in the position of 'Manager' within the meaning of Section 2(53) of the Companies Act, 2013 (the Act).

Dr. Rajkumar Swaminathan holds a Ph.D in Industrial Engineering – TQM from College of Engineering, Guindy, Anna University. He also holds B.E Mechanical & Production Engineering from Faculty of Engineering & Tech, Annamalai University and M. Tech in Industrial Engineering from College of Engineering, Trivandrum, Kerala University. He has over 32 years of work experience. He has previously worked for NS Instruments India Pvt Limited, Apollo Tyres Ltd, Lucas TVS Limited and Mahindra & Mahindra Ltd. He joined Rane Group in June 2016 and currently heads the Operations of the Company. After considering his qualification, experience, expertise and the recommendations of

Nomination and Remuneration Committee, the Board of Directors at its meeting held on February 07, 2023 has approved the appointment and remuneration of Dr. Rajkumar Swaminathan, President as Manager of the Company for a period of three years, effective from February 07, 2023 to February 06, 2026. The appointment and remuneration are subject to approval of the members in accordance with Section 196, 197 and Schedule V of the Companies Act, 2013.

### Details as required under Schedule V to the Companies Act, 2013:

#### I. General information:

The Company is a leading manufacturer of Engine valves, Guides and Tappets. The Company has diverse presence in both domestic and export markets and has established tie-ups with leading OEMs. The financial performance of the Company for the year ended March 31, 2022 is given below:

Particulars for 2021-22	₹ In Crores
Sales & Operating Revenue	382.06
Profit Before Tax	(15.01)
Provision for Tax (net tax expense)	(3.15)
Profit After Tax	(11.86)



**II. Information about the appointee:**

<b>Name of the Manager</b>	Dr. Rajkumar Swaminathan	<b>Job Profile and his suitability</b>	He would head the overall operations and be responsible for achieving plans as per operating and strategic business plans of the Company. Given his qualification and experience, Dr. Rajkumar Swaminathan is considered well suited for the position.
<b>DIN</b>	NA		<b>Remuneration Proposed</b>
<b>Father's Name</b>	Mr. Swaminathan	<b>Comparative remuneration profile with respect to the industry</b>	
<b>Date of Birth</b>	February 20, 1968		<b>Pecuniary Relationship and relationship with the managerial personnel</b>
<b>Educational Qualifications</b>	B.E., M. Tech, MBA Ph D.	<b>Other Directorships</b>	
<b>Date of Appointment as Manager under Companies Act 2013</b>	Effective from February 07, 2023		<b>Committee Memberships</b>
<b>Experience</b>	Dr. Rajkumar Swaminathan has over 32 years of industrial experience and has held various positions in the areas of marketing, operations, business development, project and process engineering, TQM and other corporate functions.		
<b>Past Remuneration (FY 2021-22)</b>	₹57,00,000/-		
<b>Recognition / Awards</b>	SIX SIGMA Black belt; President of Indian Society for Quality, Chennai Chapter		

**III. Other Information:**

**Reasons for loss or inadequacy of profits:** Covid related de-growth in sales coupled with raw materials & other cost inflations have led to delay in recovery.

**Steps taken or proposed to be taken for improvement:** The Company has initiated profit improvement plans including fixed cost reduction and increasing exports. These steps will help the Company to achieve profitability.

**Expected increase in productivity and profit in measurable terms:** Focus on customer centricity and development of alternate materials / technologies coupled with following initiatives will help the company return to profitability:

- Upgrade manufacturing equipment and infrastructure to improve capability.
- Deploy automation and related initiatives to enhance shop floor productivity.
- Target increased share of export business through proactive R&D engagement and sales efforts.

**IV. Other Disclosures:**

The Company has not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2021-22. Dr. Rajkumar Swaminathan, President satisfies the conditions laid down in Schedule V to the Companies Act, 2013. He does not hold any equity shares in the Company.

Dr. Rajkumar Swaminathan is interested in the resolution as it relates to his own appointment. None of the directors and other 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, in the Company.

The Board recommends passing the resolution as set out in this notice as a **special resolution**.

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

Chennai  
February 07, 2023

Vivekanandaa M  
**Secretary**