Rane Engine Valve Ltd.

Registered Office:
" Maithri "
132, Cathedral Road,
Chennai 600 086.
India.
CIN : L744999TN1972PLC006127

Tel : 044 - 2811 2472
Fax : 044 - 2811 2449
URL : www.rane.co.in

REVL/SE/ /2016-17

June 27, 2016

BSE Limited (BSE) Corporate Relationship Department, 1st Floor, New Trading Ring, PJ Towers, Dalal Street, **Mumbai 400 001**	Listing Department **National Stock Exchange of India Limited (NSE)** Exchange Plaza, 5th Floor, Plot No.C/1, 'G' Block, Bandra Kurla Complex, Bandra (E), **Mumbai - 400 051.**
Code No. 532988	**Code : RANEENGINE**

Dear Sir / Madam,

Sub: Notice of the 44th Annual General Meeting & e-voting

The 44th Annual General Meeting is scheduled to be held on Monday, July 25, 2016 at 10:15 a.m. at '**The Music Academy (Mini Hall),** New No. 168, T.T.K. Road, Royapettah, Chennai 600 014'.

Notice of the 44th Annual General Meeting (AGM) being sent to the shareholders of the Company, is enclosed. The Notice of 44th AGM is also available on the website of the company at www.rane.co.in.

The company has provided to the members facility to exercise vote on resolutions to be considered at the 44th AGM by electronic means through remote e-voting services of National Securities Depository Services Limited (NSDL). The cut-off date for the purpose of determining eligibility for the remote e-voting is fixed as Monday, July 18, 2016.

In compliance with the applicable provisions of Companies Act 2013 and rules made thereunder an advertisement in connection with the 44th AGM is being published in newspapers.

We request you to take the above on record as compliance with relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and acknowledge receipt.

Yours faithfully,
For **Rane Engine Valve Limited**

Siva Chandrasekaran
Executive Vice- President
(Secretarial and Legal)

RANE ENGINE VALVE LIMITED "MAITHRI" 132 CATHEDRAL ROAD CHENNAI-600 086

Encl: a/a

Rane Engine Valve Limited

CIN : L74999TN1972PLC006127

Registered Office : "MAITHRI" 132, Cathedral Road Chennai - 600 086
Phone : 044-28112472 Fax :044-28112449 Email : investorservices@rane.co.in, Website : www.rane.co.in

Notice to Shareholders

NOTICE is hereby given that the **Forty Fourth (44th) Annual General Meeting (AGM) of Rane Engine Valve Limited** will be held at **10.15 a.m. on Monday, July 25, 2016,** 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 statements of the Company for the year ended March 31, 2016, reports of the board of directors and the auditors' report thereon.

   To consider passing of the following resolution, as an **ordinary resolution:**

   "Resolved that the audited financial statement of the Company for the year ended March 31, 2016 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 and are hereby adopted."

2. To appoint a director in the place of Mr. L Lakshman, who retires by rotation under Articles 117 & 119 of the Articles of Association of the Company and being eligible offers himself for re-appointment.

   To consider passing of the following resolution, as an **ordinary resolution:**

   "Resolved that Mr. L Lakshman (DIN 00012554), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a director of the Company."

3. To ratify appointment of statutory auditors of the Company.

   To consider passing of 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 who hold office from the conclusion of the forty second Annual General Meeting until the conclusion of the forty fifth Annual General Meeting (subject to ratification of the appointment by the members at every AGM), 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:

4. To ratify remuneration of Cost Auditor for 2015-16

   To consider adoption of the following resolution, as an **ordinary resolution:**

   "Resolved that pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Jayaram & Associates, Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, for the conduct of the audit of the cost records of the Company for the financial year ended 2015-16 at a remuneration of Rs. 2,50,000/- (Rupees Two Lakh and Fifty Thousand Only) plus applicable taxes, reimbursement of the travelling and other out-of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.

   Resolved further that the Board of Directors of the Company (including its Committee thereof), be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

For and on behalf of the Board
For **Rane Engine Valve Limited**

Chennai
May 19, 2016

L Ganesh
Chairman and Managing Director

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 representatives 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. Pursuant to the relevant provisions of Companies Act, 2013 / Companies Act, 1956, dividend for the financial year ended March 31, 2008 which remained unclaimed for a period of seven years has been 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 remaining unpaid as per Company's records. Members are requested to contact the Company's Registrar and Transfer Agent (RTA), for payment in respect of the unclaimed dividend for the financial year 2008-09 or thereafter.

5. The Notice of the Forty Fourth 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) (DP) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, the 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 DP/ Registrar and Share Transfer Agent (RTA) or write to us at investorservices@rane.co.in.

6. Members may also note that the notice of the Forty Fourth AGM and the Annual Report 2016 will be available on the Company's website, www.rane.co.in.

7. Members holding shares in physical form are requested to notify any change in their addresses, bank details and e-mail address to the RTA immediately at the following data:

   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.

8. 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.

9. Members / Proxies should bring the attendance slip duly filled in for attending the meeting.

10. 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 Fourth Annual General Meeting of the Company.

11. Information pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI LODR) in respect of the Director seeking re-appointment at the AGM are furnished in the corporate governance section of the Annual Report and this notice. The Director has furnished the requisite consents / declarations for his re-appointment.

12. 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 of SEBI LODR, the Company is required to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Despository Service (India) Limited (CDSL).

    The instructions for shareholders voting electronically are as under:

    I. The voting period begins on July 22, 2016 (Friday) 9.00 a.m. and ends on July 24, 2016 (Sunday) 5.00 p.m. 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 July 18, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

II. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

III. The shareholders should log on to the e-voting website www.evotingindia.com.

IV. Click on Shareholders
Now 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) Members holding shares in Physical Form should enter Folio Number registered with the Company

V. Next enter the Image Verification as displayed and Click on Login.

VI. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

VII. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** 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. • 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 as mentioned in instruction (iv).

VIII. After entering these details appropriately, click on "SUBMIT" tab.

IX. Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 company on which they are eligible to vote, provided that company 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.

X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

XI. Click on the EVSN for RANE ENGINE VALVE LIMITED to vote.

XII. 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 option NO implies that you dissent to the Resolution.

XIII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

XIV. After selecting the resolution 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.

XV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote

XVI You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

XVII. 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.

XVIII. Shareholders can also cast their vote using CDSL's app m-Voting available for android based mobiles.

The m-Voting app can be downloaded from Google Play store. Apple and Windows phone users can downloaded the app from App store and the windows phone store respecting on or after June 30th 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

XIX. Note for Non – Individual Shareholders and Custodians.

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

(a) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

(b) 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.

(c) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

(d) 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 with a copy to the scrutinizer for verification at email id: evoting@akjainassociates.com.

XX. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

For and on behalf of the Board
For **Rane Engine Valve Limited**

Chennai
May 19, 2016

L Ganesh
Chairman and Managing Director

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

Resolution No. 4

In terms of Companies (Audit and Auditors) Rules, 2014 (the Rules), the Company is required to appoint a cost auditor to audit the cost records of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors of the Company has approved the appointment of M/s. Jayaram & Associates, Cost Accountants as the Cost Auditor of the Company for the financial year 2015-16 on a remuneration of Rs. 2,50,000/- per annum plus applicable taxes, reimbursement of all out of pocket expenses incurred, if any, in connection with the cost audit. The remuneration of the cost auditor is required to be ratified subsequently in accordance to the provisions of the Act and Rule 14 of the Rules.

None of the Directors, Key Managerial Personnel and their relatives is concerned or interested in the Resolution.

Accordingly, the Directors commend the resolution at item no. 4 of this notice for your approval.

For and on behalf of the Board
For **Rane Engine Valve Limited**

Chennai
May 19, 2016

L Ganesh
Chairman and Managing Director

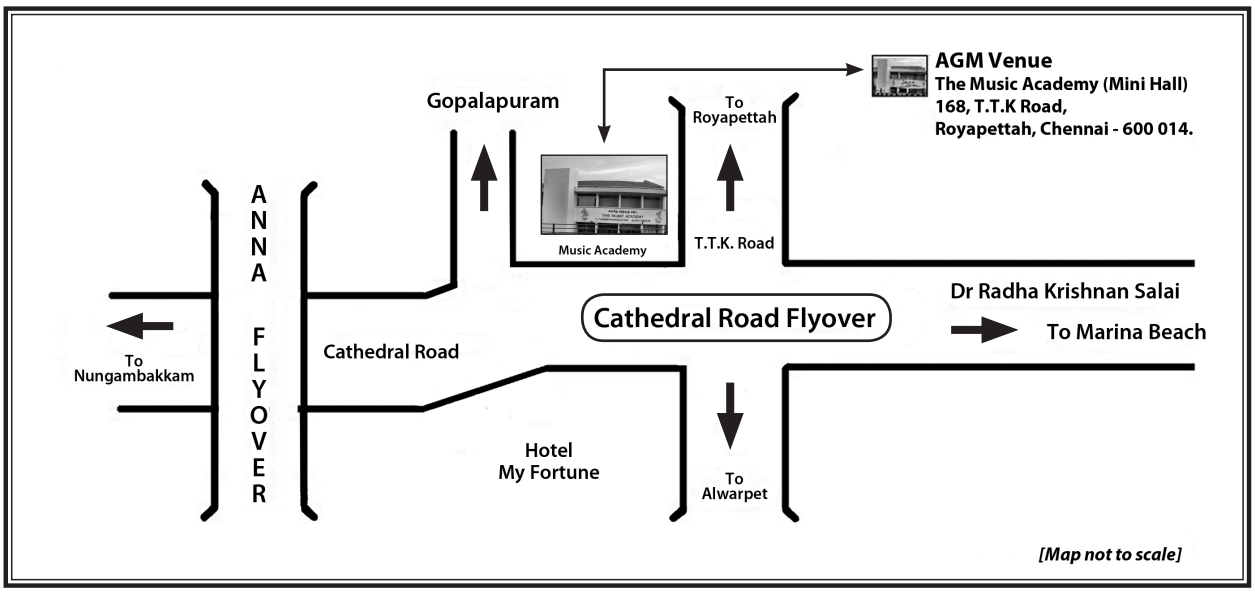
General Shareholder Information:

I. Information about director seeking re-appointment in this Annual General Meeting in compliance with Regulation 26(4) & 36(3) of SEBI LODR

Name of the Director	**Mr. L Lakshman**
Director Identification Number (DIN)	00012554
Father's Name	Mr. L L Narayan
Date of Birth	July 17, 1946
Educational Qualifications	B.E, Executive MBA from London Business School
Experience	Mr. L Lakshman has been spearheading the business of different companies in Rane Group and has more than 46 years of industrial experience.
Date of Appointment	June 25, 1997
Relationship with other directors	Brother of Mr. L Ganesh and father of Mr. Harish Lakshman
Directorships in listed entities	**Executive Chairman & Managing Director** Rane Holdings Limited **Director** Rane (Madras) Limited Rane Brake Lining Limited Rane Engine Valve Limited SRF Limited
Committee Memberships in listed entities	**Member – Audit Committee** Rane Engine Valve Limited Rane (Madras) Limited SRF Limited **Chairman – Stakeholders' Relationship Committee** Rane (Madras) Limited **Member – Nomination and Remuneration Committee** Rane Engine Valve Limited Rane (Madras) Limited **Chairman – Corporate Social Responsibility Committee** Rane Engine Valve Limited Rane (Madras) Limited Rane Brake Lining Limited Rane Holdings Limited
Number of shares held*	100

* Includes joint holding.

ROUTE MAP TO AGM VENUE



Notes

Notes

RANE ENGINE VALVE LIMITED

CIN: L74999TN1972PLC006127
Regd. Office : "Maithri", 132, Cathedral Road, Chennai 600 086
www.rane.co.in

FORTY FOURTH ANNUAL GENERAL MEETING – JULY 25, 2016
ATTENDANCE SLIP

To be handed over at the entrance of the meeting hall

I hereby record my presence at the **44th Annual General Meeting (AGM)** of the Company held on **Monday, July 25, 2016** at **10:15 a.m.** at **The Music Academy (Mini Hall),** New No.168, TTK Road, Royapettah, **Chennai 600 014**

.....
Signature of Shareholder/Proxy

.....
Name (in block letters)

Note:

1. Please complete the Folio / DP ID-Client ID No. and name, sign this Attendance Slip and hand over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.
2. Electronic copy of the **44th Annual Report 2016** and the Notice of the **44th AGM** along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/ Depository Participant unless any member has requested for a hard copy of the same. Members receiving electronic copy and attending the **AGM** can carry a print of this Attendance Slip.
3. Physical copy of the **44th Annual Report 2016** and Notice of the **44th AGM** along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy..

RANE ENGINE VALVE LIMITED

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FORTY FOURTH ANNUAL GENERAL MEETING – JULY 25, 2016
ELECTRONIC VOTING PARTICULARS

Note:
Please read instructions given in the Notice of the 44th AGM carefully before voting electronically.

RANE ENGINE VALVE LIMITED

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FORTY FOURTH ANNUAL GENERAL MEETING – JULY 25, 2016
PROXY FORM

I/We, being the member(s) of **Rane Engine Valve Limited** holding _____ shares, hereby appoint

1) _____ of _____ having e-mail Id _____ or failing him

2) _____ of _____ having e-mail Id _____ or failing him

3) _____ of _____ having e-mail Id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **44th Annual General Meeting** of the company, to be held on **Monday, July 25, 2016** at **10:15 a.m.** at **The Music Academy (Mini Hall)**, New No.168, TTK Road, Royapettah, **Chennai 600 014** and at any adjournment thereof in respect of such resolutions as are indicated below:

* I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	RESOLUTIONS	FOR	AGAINST
1.	To consider and adopt the Directors' Report, the Audited Financial Statements of the Company for the year ended March 31, 2016, report of the Board of Directors and the auditors' report thereon.		
2.	To re-appoint Mr. L Lakshman (DIN 00012554), who retires by rotation, as a director.		
3.	To ratify appointment of M/s Brahmayya & Co., Chartered Accountants as Statutory Auditors.		
4.	To ratify remuneration of Cost Auditor for 2015-16.		

Signed this …….. day of …….. 2016

Affix Revenue Stamp

Signature of Shareholder _____

Signature of Proxy holder(s) _____

* This is only optional. Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Notes:

(1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

(2) A Proxy need not be a member of the company.

(3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.

(4) Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

(5) In the case of joint holders, the signature of any one holder will be sufficient.