Rane Engine Valve Ltd.

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

Tel : 044 - 2811 2472
Fax : 044 - 2811 2449
URL : www.ranegroup.com

//Online submission//

REVL / SE / 12 / 2018-19

June 19, 2018

BSE Limited Listing Centre Scrip Code: **532988**	**National Stock Exchange of India Ltd.** NEAPS Symbol: **RANEENGINE**

Dear Sir / Madam,

Sub: Notice of the 46th Annual General Meeting & e-voting – Reg 30 of SEBI LODR

Ref: Letter No. REVL/SE/06/2018-19 dated May 02, 2018

The Forty Sixth (46th) Annual General Meeting (AGM) is scheduled to be held on **Monday, July 23, 2018** at **10:15 hrs** at **The Music Academy (Mini Hall), New No. 168, T.T.K. Road, Royapettah, Chennai - 600 014.**

Notice of the AGM dated June 05, 2018, being sent to the shareholders of the Company, is enclosed herewith and the same is available on the website of the company at *www.ranegroup.com.*

Details of e-voting are as under:

Cut-off date for determining eligibility for the remote e-voting	Monday, July 16, 2018
Remote e-voting start date and time	July 20, 2018 (Friday) - 09:00 hrs IST
Remote e-voting end date and time	July 22, 2018 (Sunday) - 17:00 hrs IST

The company has provided to the members, facility to exercise vote on resolutions to be considered at the 46th AGM by electronic means through remote e-voting services of National Securities Depository Limited (NSDL).

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 disseminate to the stakeholders.

Thanking you.

Yours faithfully,

For **Rane Engine Valve Limited**

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

Kalidoss S
Secretary

Encl: a/a

Rane Engine Valve Limited

CIN: L74999TN1972PLC006127
Registered Office: "Maithri", 132, Cathedral Road, Chennai-600 086
Phone: 044 – 28112472/ 73, Fax: 044- 28112449
E-mail: investorservices@ranegroup.com, website: www.ranegroup.com

NOTICE TO MEMBERS

NOTICE is hereby given that the **Forty Sixth (46th) Annual General Meeting** of **Rane Engine Valve Limited** is scheduled to be held at **10:15 hrs** on **Monday, July 23, 2018,** at **The Music Academy (Mini Hall),** New No. 168, T.T.K Road, Royapettah, Chennai-600 014, to transact the following businesses:

ORDINARY BUSINESS :

1. **To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2018, report of the Board of Directors and the Auditors' report thereon**

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

   "Resolved that the audited financial statement of the Company for the year ended March 31, 2018 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 (DIN:00012554), who retires by rotation and being eligible, offers himself for re-appointment**

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

   "Resolved that Mr. L Lakshman (DIN: 00012554), who retires by rotation under article 117 and 119 of the Articles of Association of the Company and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the Company."

SPECIAL BUSINESS :

3. **To re-appoint Dr.(Ms.) Brinda Jagirdar (DIN:06979864) as Independent Director for a second term**

   To consider passing the following resolution as a **special resolution:**

   "Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the eligibility for appointment of Dr. (Ms.) Brinda Jagirdar (DIN: 06979864), who was appointed as an Independent Director and who holds office upto the conclusion of this Annual General Meeting and being eligible, be and is hereby re-appointed for a second term as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five consecutive years, upto the conclusion of the fifty first Annual General Meeting or July 22, 2023, whichever is earlier."

4. **To ratify remuneration of Cost Auditor for 2017-18**

   To consider passing 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 2017-18 at a remuneration of ₹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."

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

Date : **June 05, 2018**
Place : **Chennai**

Kalidoss S
Secretary

Registered Office:
"Maithri", 132, Cathedral Road,
Chennai-600 086
CIN: L74999TN1972PLC006127
www.ranegroup.com

NOTES :

1. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings, an explanatory statement setting out the material facts concerning business to be transacted at the AGM is annexed and forms part of this Notice.

2. **Any member entitled to attend and vote at the Annual General Meeting (AGM) may appoint a proxy to attend and vote at the AGM 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 commencement of the AGM.**

   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.

3. Corporate members intending to send their authorised representatives to attend the AGM 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 AGM.

4. Pursuant to the relevant provisions of the Companies Act 2013,dividend if any, up-to the financial year ended March 31, 2011 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 were remaining unpaid as per Company's records. Members are requested to contact the Company's Registrars and Transfer Agents (RTA), for claiming unclaimed dividend on or after the financial year ended March 31, 2011.

5. The notice of the Forty Sixth AGM along with the attendance slip and proxy form, is being sent by electronic mode to all members whose e-mail 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, 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/ RTA.

6. Members may also note that the notice of the Forty Sixth AGM and the annual report 2018 will be available on the Company's website www.ranegroup.com.

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

   M/s. Integrated Registry Management Services Private Limited

   SEBI Registration No. INR000000544

   II Floor, "Kences Towers", No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai - 600 017

8. Members holding shares in dematerialized form are requested to update the change in residential and e-mail address with their respective DP.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank account details by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form are required to submit their PAN and Bank account details to the RTA / Company in terms of SEBI Circular dated April 20, 2018.

10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the RTA, for consolidation into a single folio. The share certificate(s) will be returned to the members after necessary endorsements.

11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the company / RTA.

12. Members / Proxies should bring the attendance slip duly filled in for attending the AGM.

13. Information pursuant to regulation 26(4), 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) (SEBI LODR) and Secretarial Standard on General Meetings (SS-2) with respect of the Directors seeking appointment/ re-appointment at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.

14. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereto) and SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services.

Members may note the following process and manner for 'remote e-voting':

i. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

ii. The facility for voting through polling paper shall be made available at the AGM venue and the members attending the meeting who have not cast their vote by "remote e-voting" shall be able to exercise their right at the meeting through poll.

iii. The members who have cast their vote by 'remote e-voting' prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

iv. The 'remote e-voting' period commences on **(Friday) July 20, 2018 (9:00 hrs)** and ends on **(Sunday) July 22, 2018 (17:00 hrs).** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** of **(Monday) July 16, 2018,** may cast their vote by 'remote e-voting'. The 'remote e-voting' module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

v. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (Monday), July 16, 2018.

vi. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date, i.e. (Monday) July 16, 2018, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company / RTA.

vii. However, if you are already registered with NSDL for 'remote e-voting' then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

viii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and 'remote e-voting' user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

ix. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

x. A member may participate in the AGM even after exercising his right to vote through 'remote e-voting' but shall not be allowed to vote again at the AGM.

xi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of 'remote e-voting' as well as voting at the AGM through poll.

xii. Mr. Balu Sridhar, Practicing Company Secretary (ICSI Membership no. FCS 5869), Partner, M/s. A.K. Jain & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the 'remote e-voting' process and voting at the AGM, in a fair and transparent manner.

xiii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the 'remote e-voting' facility.

xiv. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through 'remote e-voting' in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in

favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

xv. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.ranegroup.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed.

INSTRUCTIONS FOR 'REMOTE E-VOTING'

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

(i) Open email and open PDF file viz; **"REVL-remote e-voting.pdf"** with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for 'remote e-voting'. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder – Login.

(iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of 'remote e-voting' opens. Click on 'remote e-voting': Active Voting Cycles.

(vii) Select "EVEN" of **" Rane Engine Valve Limited".**

(viii) Now you are ready for 'remote e-voting' as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting@akjainassociates.com with a copy marked to evoting@nsdl.co.in.

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

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

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

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

Date : **June 05, 2018**
Place : **Chennai**

Kalidoss S
Secretary

Registered Office:
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CIN: L74999TN1972PLC006127
www.ranegroup.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Resolution No.3

Dr. (Ms.) Brinda Jagirdar (DIN:06979864) joined the board of your company on October 24, 2014 and was subsequently appointed by the shareholders as Independent Director in AGM 2015 for the first term of three consecutive years commencing from the conclusion of forty third AGM till the conclusion of forty sixth AGM. It is proposed to re-appoint her for a second term as an Independent Director of five years from conclusion of this forty sixth Annual General Meeting upto the conclusion of the fifty first Annual General Meeting or July 23, 2023, whichever is earlier.

Dr. (Ms.) Brinda Jagirdar has a brilliant academic record, with a Ph.D. in Economics from University of Mumbai, M.S. in Economics from the University of California at Davis, USA, MA in Economics from Gokhale Institute, Pune and has attended an Executive Programme at the Kennedy School of Government, Harvard University, USA. She is a senior business economist based in Mumbai

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

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

In compliance with Schedule IV of the Act, the Board has evaluated performance of the director in terms of broad parameters like attendance, participation in meetings, sharing of relevant domain experience networking in other forums, strategic inputs and demonstration towards governance compliances.

Based on the evaluation of directors carried out during her term as an Independent Director, the Nomination and Remuneration Committee of the Board has recommended the re-appointment of Dr. (Ms.) Brinda Jagirdar as Independent Director for a second term as set out in the resolution.

Dr. (Ms.) Brinda Jagirdar is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Dr. (Ms.) Brinda Jagirdar that she meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and provisions of SEBI LODR.

Taking into consideration the knowledge, rich experience, contributions in the meetings as a member of the Board / committees thereof and fulfilment of the conditions for re-appointment as an independent director as specified in the Act and SEBI LODR, the board of directors recommends that the continuance of Dr. (Ms.) Brinda Jagirdar would be beneficial to the Company.

Other information relating to her re-appointment in accordance with Secretarial Standard –SS-2 and Regulation 26(4) and 36(3) of SEBI LODR is annexed to the Notice.

Copy of the draft letter for appointment of Dr. (Ms.) Brinda Jagirdar as an Independent Director setting out the terms and conditions is available for inspection by members at the registered office of the Company during the working hours upto the date of AGM.

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

The board recommends passing the resolution as set out at item no. 3 of this notice as a **special resolution.**

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 2017-18 on a remuneration of ₹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.

The board recommends passing the resolution as set out at item no. 4 of this notice as an **ordinary resolution.**

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

Kalidoss S
Secretary

Date : **June 05, 2018**
Place : **Chennai**

Registered Office:
"Maithri", 132, Cathedral Road,
Chennai-600 086
CIN: L74999TN1972PLC006127
www.ranegroup.com

Annexure to the Notice dated June 05, 2018

Information about director(s) seeking appointment re-appointment at the Annual General Meeting in compliance with Regulation 26(4), 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2) as on May 02, 2018.

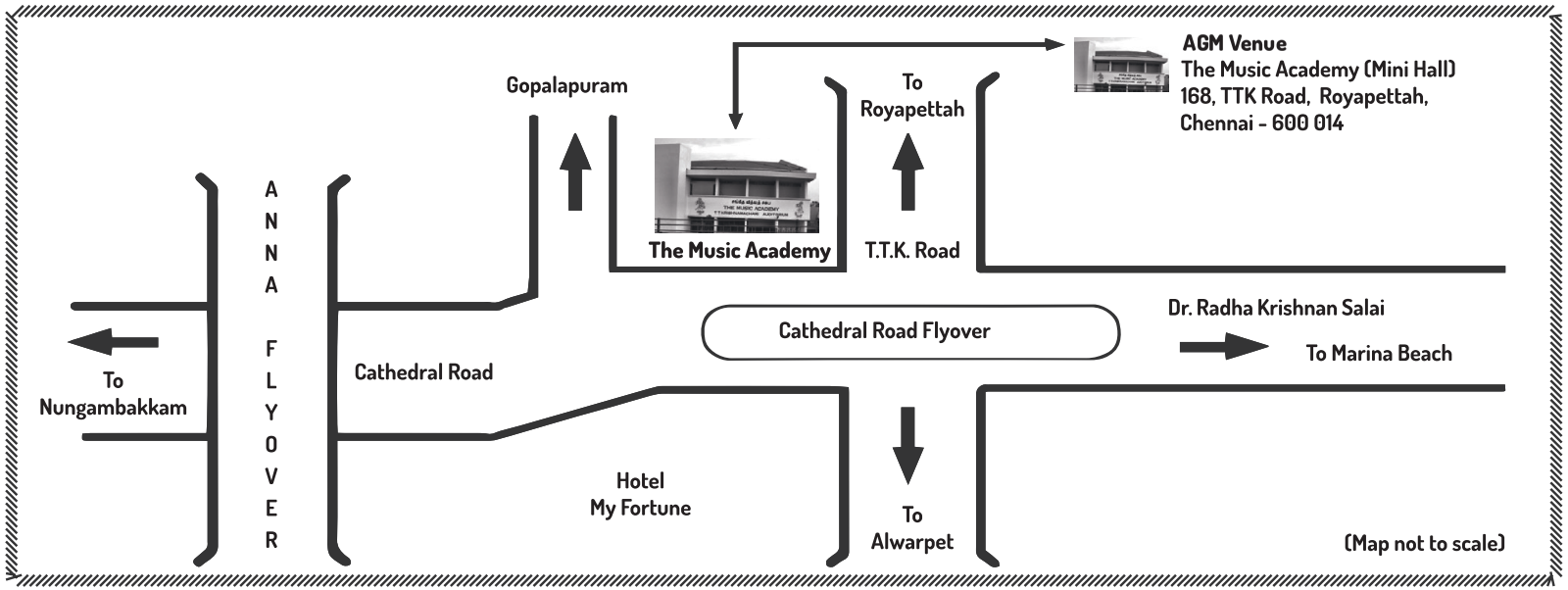
Name of the Director	**Mr. L Lakshman**	**Dr. (Ms.) Brinda Jagirdar**
Father's Name	Mr. L L Narayan	Mr. Subramanian Ramachandran
Director Identification Number (DIN)	00012554	06979864
Age (in years)	71	65
Date of Birth	July 17, 1946	March 01, 1953
Educational Qualifications	B.E, Executive MBA from London Business School	Ph.D., in Economics from University of Mumbai and M.S. in Economics from the University of California at Davis, USA, M.A. in Economics from Gokhale Institute, Pune.
Experience	Mr. L Lakshman had been spearheading the business of Rane Group of companies and has more than 48 years of industrial experience.	Dr. Brinda Jagirdar is an independent consulting economist with specialization in areas relating to the Indian economy and financial intermediation. She currently consults with financial institutions, banks and corporates in India and is visiting faculty at many prominent institutions. She retired as General Manager and Chief Economist, State Bank of India.
Date of first appointment on the board	July 25, 1997	1st term as Independent Director under Companies Act 2013: October 24, 2014
Terms and Conditions of appointment	Appointment as a non-executive director, liable to retire by rotation	Proposed to be re-appointed as Independent Director for a second term as per Notice convening the 46th AGM read with explanatory statemetn thereto.
Last drawn remuneration	Sitting fee for FY 2017-18 ₹ 1,62,500/-	Sitting fee for FY 2017-18 ₹ 80,000/-
Remuneration sought to be paid	No approval sought for remuneration. Eligible for sitting fee for attending meetings of the Board and Committees of which he is a member.	No approval sought for remuneration. Eligible for sitting fee for attending meetings of the Board and Committees of which she is a member.
Relationship with other Directors/ Manager/KMP	Brother of Mr.L Ganesh and Father of Mr.Harish Lakshman.	-
Other Directorships	**Chairman Emeritus** Rane Holdings Limited **Director** Rane Brake Lining Limited Rane (Madras) Limited D C M Limited SRF Limited Rane TRW Steering Systems Private Limited Rane NSK Steering Systems Private Limited	**Director** Capital First Limited Capital First Home Finance Limited Continental Warehousing Corporation (Nhava Seva) Limited Multi Commodity Exchange Clearing Corporation Limited

Annexure to the Notice dated June 05, 2018... Contd.

Information about director(s) seeking appointment re-appointment at the Annual General Meeting in compliance with Regulation 26(4), 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2) as on May 02, 2018.

Committee Memberships in other Boards	**Member – Audit** Rane (Madras) Limited SRF Limited D C M Limited Rane NSK Steering Systems Private Limited Rane TRW Steering Systems Private Limited **Chairperson – Stakeholders' Relationship** Rane (Madras) Limited **Member - Nomination and Remuneration** Rane (Madras) Limited **Chairman – Corporate Social Responsibility** Rane (Madras) Limited Rane Holdings Limited Rane Brake Lining Limited Rane NSK Steering Systems Private Limited Rane TRW Steering Systems Private Limited **Member – Corporate Social Responsibility** SRF Limited	**Chairperson – Stakeholders' Relationship** Capital First Limited **Chairperson – Nomination & Remuneration** Multi Commodity Exchange Clearing Corporation Limited **Member – Audit** Capital First Home Finance Limited Multi Commodity Exchange Clearing Corporation Limited **Member – Stakeholders' Relationship** Continental Warehousing Corporation (Nhava Sheva) Limited **Member – Risk Management** Continental Warehousing Corporation (Nhava Sheva) Limited **Member – Nomination & Remuneration** Capital First Home Finance Limited **Member – Corporate Social Responsibility** Capital First Limited
Number of meetings of the Board attended during the year	**Four (4)**	**Four (4)**
Number of equity shares held (including joint holding, if any)	100	Nil

Route Map to AGM Venue



RANE ENGINE VALVE LIMITED

CIN: L74999TN1972PLC006127
Regd. Office : "Maithri", 132 Cathedral Road, Chennai 600 086.
www.ranegroup.com

ATTENDANCE SLIP

46th ANNUAL GENERAL MEETING

DAY MONDAY
DATE JULY 23, 2018
TIME AT 10.15 A.M.

VENUE THE MUSIC ACADEMY (Mini Hall),
NEW NO.168,T.T.K. ROAD, CHENNAI 600 014.

☐ MEMBER ☐ PROXY

Name of the Member _____ Name of the Proxy Holder _____

(NAME IN CAPITAL LETTERS)

I hereby record my presence at the 46th AGM of the Company.

Signature of Member / Proxy

Note:

1. Admission restricted to Members / Proxies only.
2. Members / Proxies intending to vote at the venue are requested to bring their photo identity card

RANE ENGINE VALVE LIMITED

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PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Adminstration) Rules, 2014]

Name of the Member(s): Folio No. / DP ID / Client ID:

Registered address: E-mail:

I/We, being the member (s) holding _____ shares of the above named company, hereby appoint:

1. Name: _____	2. Name: _____	3. Name: _____
Address: _____	Address: _____	Address: _____
_____	_____	_____
E-mail ID: _____	E-mail ID: _____	E-mail ID: _____
Signature: _____	Signature: _____	Signature: _____
Or failing him / her ;	Or failing him / her ;	

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 46th Annual General Meeting of the Company, to be held on Monday July 23, 2018 at 10.15 A.M. at the Music Academy (Mini Hall), New No.168, TTK Road, Chennai 600 014 and at any adjournment there of in respect of such resolutions as indicated overleaf.

Signed this _____day of _____2018

₹ 1/- Revenue Stamp

Signature of the Share holder_____ Signature of Proxy holder (s) _____

Note: 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.

Resolution Number	Resolution	Type	Vote (Optional)	
Ordinary Business			**For**	**Against**
1.	To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2018, report of the Board of Directors and the Auditors' report thereon.	**Ordinary**		
2.	To appoint a director in the place of Mr. L Lakshman (DIN : 00012554), who retires by rotation and being eligible, offers himself for re-appointment.	**Ordinary**		
Special Business			**For**	**Against**
3.	To re-appoint Dr. (Ms.) Brinda Jagirdar (DIN : 06979864) as an Independent Director for a second term.	**Special**		
4.	To ratify remuneration of Cost Auditor for 2017-18.	**Ordinary**		

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting sequence Number)	User ID	Password / PIN