

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Sixty-first Annual General Meeting of the Company will be held at 11.30 A.M. on Tuesday, 9th August, 2011, at The Oberoi Grand, 15, Jawaharlal Nehru Road, Kolkata 700 013 to transact the following business:

1. To adopt the Audited Accounts of the Company for the year ended 31st March, 2011, together with the Directors' and Auditor's Reports.
2. To declare a Dividend.
3. (a) To appoint a Director in place of Mr. Rajan Raheja, who retires by rotation and, being eligible, offers himself for re-appointment.

(b) To appoint a Director in place of Mr. L. Ganesh, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

Registered Office :
4 Mangoe Lane
Kolkata 700 001
30th May, 2011

By Order of the Board
Gautam Ganguli
Secretary

NOTES:

1. **A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself. A Proxy need not be a Shareholder of the Company. The completed Proxy Form must be deposited with the Company in original at its Registered Office 4, Mangoe Lane, Kolkata - 700 001 no later than 48 hours before the commencement of the Meeting. No photocopy/scanned copy of a completed Proxy Form will be accepted.**
2. (a) The Register of Shareholders of the Company will remain closed from Wednesday, 27th July, 2011 to Tuesday, 9th August 2011, both days inclusive;

(b) Warrants relating to dividend in respect of the Financial year 2010-2011, if declared by the Company at the Annual General Meeting, will be despatched on Wednesday, 10th August, 2011 to those Shareholders whose names will appear in the Register of Shareholders as at the close of business on Tuesday, 26th July, 2011.
3. As required under the provisions of Clause 49(IV)(G)(i) of the Listing Agreement, particulars relating to Mr. Rajan Raheja and Mr. L. Ganesh, Directors retiring by rotation and whose re-appointments are being proposed at the forthcoming Annual General Meeting, are enclosed in the Appendix to this Notice.
4. As per the provisions of Section 109A of the Companies Act, 1956, Shareholders are requested to file Nomination Forms in respect of their shareholding. Any Shareholder wishing to avail of this facility should submit to the Investors Services Division the prescribed Statutory Form 2B. For any assistance, Shareholders should get in touch with the Investors Services Division.
5. Shareholders are requested to notify immediately any change in their addresses to the Company's Investors Services Division.
6. A Shareholder or his Proxy will be required to produce at the entrance to the Meeting Hall, the Attendance Slip cum Entry Pass sent herewith duly completed and signed. Neither photocopies nor torn/mutilated Attendance Slips cum Entry Passes will be accepted. However, Shareholders who have received the Annual Report on E-mail can download and print the Attendance Slip cum Entry Pass themselves. These should be completed, signed and handed over at the entrance to the Meeting Hall. The validity of the Attendance Slip cum Entry Pass will, however, be subject to the Shareholder continuing to hold Equity Shares as on the date of the Meeting.
7. Extra copies of the Annual Report will not be available at the Meeting.

**INFORMATION ON DIRECTORS SEEKING RE-APPOINTMENT
AT THE FORTHCOMING ANNUAL GENERAL MEETING
(PURSUANT TO CLAUSE 49(IV)(G)(i) OF THE LISTING AGREEMENT)**

Name of Director	Date of Birth	Date of Original Appointment	Expertise in specific Functional areas	Qualifications	Directorships in other Public Limited Companies	Membership of Committees in other Public Limited Companies	Other Information	Remarks
Mr. Rajan Raheja	19.06.1953	27.06.2002	General Management	B.Com.	<ol style="list-style-type: none"> EIH Associated Hotels Limited Exide Industries Limited Hathway Cable & Datacom Limited ING Vysya Life Insurance Company Limited Juhu Beach Resorts Limited Prism Cement Limited Supreme Petrochem Limited 	<ol style="list-style-type: none"> EIH Associated Hotels Limited <ul style="list-style-type: none"> Audit Committee Juhu Beach Resorts Limited <ul style="list-style-type: none"> Equity Share Prism Cement Limited – Transfer Committee Supreme Petrochem Limited <ul style="list-style-type: none"> Investors' Grievance Committee 	<p>Non-executive Independent Director</p> <ul style="list-style-type: none"> Shares held - Nil 	Retires by rotation at the forthcoming Annual General Meeting.
Mr. L. Ganesh	18.03.1954	30.01.2008	General Management	B. Com., F.C.A., M.B.A.	<ol style="list-style-type: none"> EIH Associated Hotels Limited JMA Rane Marketing Limited Kar Mobiles Limited Rane Brake Lining Limited Rane Diecast Limited Rane Engine Valve Limited Rane Holdings Limited Rane (Madras) Limited Rane NSK Steering Systems Limited Rane TRW Steering Systems Limited 	<ol style="list-style-type: none"> EIH Associated Hotels Limited <ul style="list-style-type: none"> Audit Committee Kar Mobiles Limited – Audit Committee <ul style="list-style-type: none"> Investors' Service Committee Rane Brake Lining Limited <ul style="list-style-type: none"> Audit Committee Investors' Service Committee Rane Engine Valve Limited <ul style="list-style-type: none"> Investors' Service Committee Rane Holdings Limited – Audit Committee <ul style="list-style-type: none"> Investors' Service Committee Rane NSK Steering Systems Limited <ul style="list-style-type: none"> Audit Committee Rane TRW Steering Systems Limited <ul style="list-style-type: none"> Audit Committee 	<p>Non-executive Independent Director</p> <ul style="list-style-type: none"> Shares held - Nil 	Retires by rotation at the forthcoming Annual General Meeting.