

## **Rane Brake Lining Limited**



**//Online Submission//**

RBL/SE/041/2024-25

July 22, 2024

<b>BSE Limited</b> Listing Centre Scrip Code: <b>532987</b>	<b>National Stock Exchange of India Limited.</b> NEAPS Symbol: <b>RBL</b>
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Dear Sir / Madam,

**Sub: Outcome of 19<sup>th</sup> Annual General Meeting held on July 22, 2024**

**Ref: Our letter no. RBL/SE/028/2024-25 dated June 26, 2024 - Notice of AGM**

We wish to inform you that the 19<sup>th</sup> Annual General Meeting (AGM) of the members of the Company was held on **Monday, July 22, 2024 at 14:00 hrs IST through Video Conference (VC) / Other Audio Visual Means (OAVM).**

In this regard, we furnish the following:

1. Summary of the Proceedings of 19<sup>th</sup> AGM (**Regulation 30**) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) – *Annexure - 1*
2. Voting Results of remote e-voting and voting at the AGM (**Regulation 44**) of SEBI LODR) – *Annexure - 2*
3. Consolidated report of the Scrutinizer on remote e-voting and voting at the AGM dated *July 22, 2024. – Annexure - 3*

The above are also being uploaded on the website of the Company [www.ranegroup.com](http://www.ranegroup.com).

The AGM concluded at **14:35 hrs.**

We request you to take the above on record and note the compliance under above referred regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

Thanking you.

Yours faithfully,

**For Rane Brake Lining Limited**

Venkatraman  
**Secretary**

Encl: a/a

**Summary of proceedings of Nineteenth Annual General Meeting (19<sup>th</sup> AGM)**

The Nineteenth Annual General Meeting (19<sup>th</sup> AGM) of **Rane Brake Lining Limited** was held on **Monday, July 22, 2024** through video conferencing (VC)/Other Audio Visual Means (OAVM) at **14:00 hrs**.

Mr. Siva Chandrasekaran, Authorized Person, welcomed the members to the meeting. He informed members the 19<sup>th</sup> AGM is being conducted through video conferencing in compliance with Companies Act, 2013 (CA, 2013). He also informed that in accordance with the MCA & SEBI circulars, the notice of this AGM and Annual Report of the FY 2023-24 were sent by e-mail to all members whose e-mail IDs were registered and also public notices were issued in English & Tamil newspapers. Further, he mentioned that the transcript of the proceedings of the meeting would be made available on the website of the Company. He confirmed that the members forming requisite quorum have logged-in and that the Independent Directors / Auditors have also logged in and present in the meeting. Mr. Siva Chandrasekaran handed over the proceedings to the Chairman.

Mr. Harish Lakshman, Chairman of the Company, chaired the meeting. Upon ascertaining that the requisite quorum was present, the Chairman called the meeting to order.

The Chairman informed that the authorizations in favour of corporate representatives have been duly received through e-mail, register of Directors & Key Managerial Personnel & their shareholding and the register of contracts or arrangements in which the Directors are interested, were open for inspection till the conclusion of the 19<sup>th</sup> AGM.

The Chairman welcomed the members and introduced the fellow members of the Board, Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and the Auditor(s) of the Company. The Chairman informed the members that Mrs. Brinda Jagirdar, Independent Director, Mr. Yasuji Ishii, Nominee Director expressed their inability to attend the AGM due to their other professional pre-occupations.

The Chairman gave an overview of the state of the industry, the Company's performance during the financial year 2023-24 and future outlook. With the permission of the members, the notice convening the 19<sup>th</sup> AGM was taken as read. In view of unqualified reports of the Statutory Auditors on the financial statements and that of the Secretarial Auditors, their reports were not read.

The Chairman further informed that Mr. Balu Sridhar, Practising Company Secretary (F5869) was appointed as the Scrutinizer for the remote e-voting and e-voting at the 19<sup>th</sup> AGM. The businesses transacted at the AGM were:

**Ordinary business:**

1. Consideration and adoption of Audited Financial Statement of the Company for year ended March 31, 2024, together with reports of Board of Directors and the Auditor thereon.
2. Declaration of dividend on equity shares.
3. Appointment of Director in the place of Mr. Ganesh Lakshminarayan (DIN:00012583), who retires by rotation and being eligible, offers himself for re-appointment.

**Special business:**

4. Appointment of Mr. Ramesh Rajan Natarajan (DIN:01628318) as an Independent Director.

The Chairman proceeded to address the queries on the business, group performance and any other clarification sought by members who had registered as speakers.

The Chairman informed the members that in compliance with CA, 2013 (Sec. 108), that the Company had engaged CDSL to provide remote e-voting facility and e-voting at the AGM to cast vote electronically, on all resolutions set forth in the Notice convening the 19<sup>th</sup> AGM and enable members to participate in AGM electronically. The Chairman informed that remote e-voting opened on July 19, 2024 and ended on July 21, 2024 and members who did not exercise their vote by remote e-voting can cast their vote at the AGM. E-voting will be kept open up to the end of the meeting for 15 minutes.

The Chairman announced that this AGM shall stand concluded on the completion of e-voting and the report of the scrutinizer along with voting results would be duly declared and disclosed to stock exchanges & website. The AGM was declared as concluded at 14:35 hrs.

Rane Brake Lining Limited - 19<sup>th</sup> Annual General Meeting (AGM) Voting Results

Date of the AGM	July 22, 2024
Total number of Shareholders on record date	18,088
No. of shareholders present in the meeting either in person or through proxy:	-
Promoters and Promoter Group:	-
Public:	-
No. of Shareholders attended the meeting through Video Conferencing	40
Promoters and Promoter Group:	12
Public:	28

<b>Resolution required : Ordinary</b>	1. To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2024, together with reports of the Board of Directors and the Auditor thereon							
<b>Whether Promoter / Promoter group are interested in the agenda / resolution:</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares Held (1)</b>	<b>No. of Votes Polled (2)</b>	<b>% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes - in favour (4)</b>	<b>No. of Votes - in against (5)</b>	<b>% of Votes in favour Polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against Polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	54,82,539	54,63,089	99.65	54,63,089	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	3,19,244	2,74,182	85.88	2,74,182	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	19,28,088	6,483	0.34	6,478	5	99.923	0.077
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>Total</b>		<b>77,29,871</b>	<b>57,43,754</b>	<b>74.31</b>	<b>57,43,749</b>	<b>5</b>	<b>99.9999</b>	<b>0.0001</b>

**Rane Brake Lining Limited - 19<sup>th</sup> Annual General Meeting (AGM) Voting Results**

<b>Resolution required: Ordinary</b>	2. To declare dividend on equity shares							
<b>Whether Promoter / Promoter group are interested in the agenda / resolution:</b>	No							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares Held (1)</b>	<b>No. of Votes Polled (2)</b>	<b>% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes - in favour (4)</b>	<b>No. of Votes - in against (5)</b>	<b>% of Votes in favour Polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against Polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	54,82,539	54,63,089	99.65	54,63,089	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	3,19,244	2,74,182	85.88	2,74,182	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	19,28,088	6,483	0.34	6,478	5	99.923	0.077
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>Total</b>		<b>77,29,871</b>	<b>57,43,754</b>	<b>74.31</b>	<b>57,43,749</b>	<b>5</b>	<b>99.9999</b>	<b>0.0001</b>

**Rane Brake Lining Limited - 19<sup>th</sup> Annual General Meeting (AGM) Voting Results**

<b>Rane Brake Lining Limited - 19<sup>th</sup> Annual General Meeting (AGM) Voting Results</b>								
<b>Resolution required: Ordinary</b>	3. To appoint a Director in the place of Mr. Ganesh Lakshminarayan (DIN:00012583), who retires by rotation and being eligible, offers himself for re-appointment							
<b>Whether Promoter / Promoter group are interested in the agenda / resolution:</b>	Yes, Mr. L Ganesh being promoter is interested in this resolution, as it relates to his own re-appointment.							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares Held (1)</b>	<b>No. of Votes Polled (2)</b>	<b>% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes - in favour (4)</b>	<b>No. of Votes - in against (5)</b>	<b>% of Votes in favour Polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against Polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	54,82,539	54,63,089	99.65	54,63,089	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	3,19,244	2,74,182	85.88	2,74,182	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	19,28,088	6,483	0.34	6,468	15	99.769	0.231
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>Total</b>		<b>77,29,871</b>	<b>57,43,754</b>	<b>74.31</b>	<b>57,43,739</b>	<b>15</b>	<b>99.9997</b>	<b>0.0003</b>

**Rane Brake Lining Limited - 19<sup>th</sup> Annual General Meeting (AGM) Voting Results**

<b>Resolution required: Special</b>	4. To appoint Mr. Ramesh Rajan Natarajan (DIN:01628318) as an Independent Director							
<b>Whether Promoter / Promoter group are interested in the agenda / resolution:</b>	No.							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares Held (1)</b>	<b>No. of Votes Polled (2)</b>	<b>% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes - in favour (4)</b>	<b>No. of Votes - in against (5)</b>	<b>% of Votes in favour Polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against Polled (7)=[(5)/(2)]*100</b>
Promoter and Promoter Group	E-Voting	54,82,539	54,63,089	99.65	54,63,089	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	3,19,244	2,74,182	85.88	2,74,182	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	19,28,088	6,483	0.34	6,426	57	99.121	0.879
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
<b>Total</b>		<b>77,29,871</b>	<b>57,43,754</b>	<b>74.31</b>	<b>57,43,697</b>	<b>57</b>	<b>99.9990</b>	<b>0.0010</b>

For RANE BRAKE LINING LIMITED

Date : July 22, 2024  
Place: Chennai

Venkatraman  
Secretary



*S. Anil Kumar Jain* B.Com., FCS

*Balu Sridhar* M.A.C.S., FCS., LLB

*Pankaj Mehta* B.Com (C.S.), ACS

**CONSOLIDATED SCRUTINISER REPORT**

*[Pursuant to Section 108 of the Companies Act, 2013, and  
Rule 20 of the Companies (Management and Administration) Rules, 2014]*

To,

The Chairman

of the 19<sup>th</sup> Annual General Meeting of the Shareholders of **M/s. RANE BRAKE LINING LIMITED**, held on Monday, July 22, 2024 at 14:00 hrs (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the AGM conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 19<sup>th</sup> Annual General Meeting of M/s. Rane Brake Lining Limited held on Monday, July 22, 2024 at 14:00 Hrs (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')**

We, M/s. A K JAIN & ASSOCIATES, Practising Company Secretaries, represented by Mr. BALU SRIDHAR, Partner, had been appointed as the Scrutinizer by the Board of Directors of M/s. Rane Brake Lining Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 19<sup>th</sup> Annual General Meeting ("AGM") of M/s. Rane Brake Lining Limited on Monday, July 22, 2024 at 14.00 Hrs (IST) through VC / OAVM.

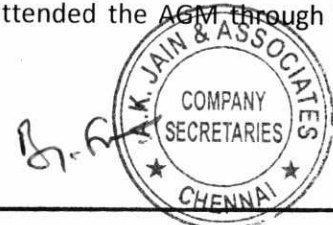
We were also appointed as Scrutinizer to scrutinize the e-voting at the AGM process.

The notice dated May 03, 2024, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, in compliance with General Circular No. 09/2023 dated September 25, 2023 (read with previous Circulars)("collectively referred to as Applicable Circulars").

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting and voting at the AGM by the Shareholders of the Company.

The period for remote e-voting remained open from Friday, July 19, 2024 (09:00 Hrs (IST)) to Sunday, July 21, 2024 (17:00 Hrs (IST)) as mentioned in the Notice convening AGM.

The Company had provided e-voting facility to the shareholders attended the AGM through VC / OAVM and who had not cast their vote in remote e-voting.



The shareholders of the Company holding shares as on the "cut-off" date of Monday, July 15, 2024 were entitled to vote on the resolutions as contained in the Notice of the 19<sup>th</sup> AGM.

As prescribed in Applicable Circulars and in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Business Standard' newspaper having countrywide circulation dated June 26, 2024 and in Tamil in 'Hindu Tamizh Thisai' newspaper dated June 26, 2024. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v)(a) to (h) of the said Rule 20.

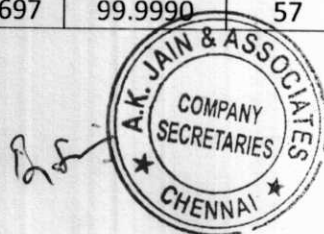
In addition to sending notice of the AGM to the shareholders through electronic mode, the Company has also made available the full Annual report on the website of the Company viz., [www.ranegroup.com](http://www.ranegroup.com) besides notice of the AGM made available in the website of CDSL.

After the closure of voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to AGM were unblocked by us at **14.51 P.M.** on July 22, 2024 in the presence of Mr. Srivatsan R and Mr. Akshar Gulecha who are not in the employment of Company.

Based on the data downloaded from the official website of CDSL, we submit the consolidated report as under on the result of the remote e-voting prior to AGM and E-voting at the AGM in respect of said resolutions;

Item No.	Type of Resolution	Subject Matter
1	Ordinary	To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2024, together with reports of the Board of Directors and the Auditor thereon.
2	Ordinary	To declare dividend on equity shares.
3	Ordinary	To appoint a Director in the place of Mr. Ganesh Lakshminarayan (DIN: 00012583), who retires by rotation and being eligible, offers himself for re-appointment.
4	Special	To appoint Mr. Ramesh Rajan Natarajan (DIN: 01628318) as an Independent Director.

Item No.	Total valid Votes received through			Votes in favour of the resolution		Votes against the resolution	
	Remote E-voting prior to AGM	E-voting during the AGM	Total	No.	% of votes	No.	% of votes
1	57,41,519	2,235	57,43,754	57,43,749	99.9999	5	0.0001
2	57,41,519	2,235	57,43,754	57,43,749	99.9999	5	0.0001
3	57,41,519	2,235	57,43,754	57,43,739	99.9997	15	0.0003
4	57,41,519	2,235	57,43,754	57,43,697	99.9990	57	0.0010





We did not find any invalid votes.

The above resolutions have been passed with requisite majority.

All relevant records of e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the Company.

Place: Chennai  
Date: 22.07.2024

For A.K.JAIN & ASSOCIATES  
Company Secretaries



A handwritten signature in black ink, appearing to read "B. Srividhar".

**BALU SRIVIDHAR**  
Partner  
M.No.F5869  
C.P.No.3550  
UDIN: F005869F000799134  
P.R No.: 1201/2021

Witness 1:	Witness 2:
A handwritten signature in black ink, appearing to read "R. Srivatsan". Name : Mr. Srivatsan R Address: No.2, Raja Annamalai Road, Purasawalkam, Chennai – 600 084 Occ : Service	A handwritten signature in black ink, appearing to read "Akshar". Name : Mr. Akshar Gulecha Address: No.2, Raja Annamalai Road, Purasawalkam, Chennai – 600 084 Occ : Service