

Rane Brake Lining Limited



//Online Submission//

RBL / SE /43/ 2021-22

July 26, 2021

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

Sub: Outcome of 16th Annual General Meeting held on July 26, 2021

Ref: Our letter no. RBL / SE / 34/ 2021-22 dated June 30, 2021 - Notice of AGM

We wish to inform you that the 16th Annual General Meeting (AGM) of the members of the Company held on **Monday, July 26, 2021 at 15:00 hrs IST through Video Conference (VC) / Other Audio Visual Means (OAVM).**

In this regard, we furnish the following:

1. Summary of the Proceedings of 16th 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 26, 2021. – *Annexure - 3*

The above are also being uploaded on the website of the Company www.ranegroup.com.

The AGM concluded at 15 :30 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 Sixteenth Annual General Meeting (16th AGM)

The Sixteenth Annual General Meeting (16th AGM) of **Rane Brake Lining Limited** was held on Monday, **July 26, 2021** through video conferencing (VC)/Other Audio Visual Means (OAVM) at **15:00 hrs.**

Mr. Siva Chandrasekaran, Authorized Person, welcomed the members to the meeting. He informed members that in view of COVID-19 Pandemic, the 16th AGM is being conducted through video conferencing in compliance with Companies Act, 2013. He also informed that in accordance with the MCA & SEBI circulars, the notice of this AGM and Annual Report of the FY 2020-21 were sent by e-mail to all members whose e-mail IDs were available 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. L Ganesh, 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 16th AGM.

The Chairman welcomed the members and introduced the fellow members of the Board, Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and the Auditor(s) of the Company. Further, the Chairman informed the members that Mr. Yasuji Ishii, Director, expressed his inability to attend the AGM due to his other professional pre-occupations. The Chairman gave an overview of the state of the industry, the Company's performance during the financial year 2020-21 and future outlook, in his opening remarks to the members. With the permission of the members, the notice convening the 16th AGM was taken as read. In view of unqualified reports of Statutory Auditors on the financial statements and the Secretarial Auditor, the relevant reports were not read out. The business transacted at the AGM and available in the Notice convening the AGM were:

Ordinary business:

1. Consideration and adoption of Audited Financial Statement of the Company for year ended March 31, 2021, 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. Yasuji Ishii (DIN:08078748), who retires by rotation and being eligible, offers himself for re-appointment

Special business:

4. Approve, under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to Mr. Ganesh Lakshminarayan (DIN:00012583), Chairman (Non-Executive Director), exceeding fifty per cent of the total annual remuneration payable to all Non-Executive Directors.
5. Appoint Dr. (Mrs.) Brinda Jagirdar (DIN:06979864) as an Independent Director
6. Approve payment of commission to Mr. Ganesh Lakshminarayan (DIN:00012583), Chairman (Non Executive Director) for a period of three years

There were no pre-registered speakers present. 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 16th AGM and enable members to participate in AGM electronically. The Chairman informed that remote e-voting opened on July 23, 2021 and concluded on July 25, 2021 as scheduled and members who did not exercise their vote by remote e-voting can cast their vote at the AGM. Pursuant to that, e-voting will be kept open up to the end of the meeting for 15 minutes and the meeting shall stand concluded thereafter. 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 16th AGM.

The Chairman announced that the meeting shall stand concluded on the completion of e-voting at the AGM and the report of the scrutinizer along with the results would be declared within two working days of the conclusion of the meeting and hosted on company's website. The meeting concluded at 15:30 hrs.



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Rane Brake Lining Limited - 16th Annual General Meeting (AGM) Voting Results

Date of the AGM	July 26, 2021
Total number of Shareholders on record date	13,662
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	48
Promoters and Promoter Group:	8
Public:	40

Resolution required : Ordinary	1. To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2021, together with reports of the Board of Directors and the Auditor thereon							
Whether Promoter / Promoter group are interested in the agenda / resolution:	No							
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour Polled (6)=[(4)/(2)]*100	% of Votes against Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	53,02,539	52,82,939	99.6304	52,82,939	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	7,53,857	2,74,182	36.3706	2,74,182	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	16,73,475	31,692	1.8938	31,691	1	99.9968	0.0032
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		77,29,871	55,88,813	72.3015	55,88,812	1	100.0000	0.0000



Rane Brake Lining Limited - 16th Annual General Meeting (AGM) Voting Results

Resolution required: Ordinary	2. To declare dividend on equity shares							
Whether Promoter / Promoter group are interested in the agenda / resolution:	No							
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour Polled (6)=[(4)/(2)]*100	% of Votes against Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	53,02,539	52,82,939	99.6304	52,82,939	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	7,53,857	2,74,182	36.3706	2,74,182	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	16,73,475	31,692	1.8938	31,691	1	99.9968	0.0032
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		77,29,871	55,88,813	72.3015	55,88,812	1	100.0000	0.0000



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Rane Brake Lining Limited - 16th Annual General Meeting (AGM) Voting Results

Resolution required: Ordinary	3. To appoint a Director in the place of Mr. Yasuji Ishii (DIN: 08078748), who retires by rotation and being eligible, offers himself for re-appointment							
Whether Promoter / Promoter group are interested in the agenda / resolution:	No							
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour Polled (6)=[(4)/(2)]*100	% of Votes against Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	53,02,539	52,82,939	99.6304	52,82,939	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	7,53,857	2,74,182	36.3706	2,74,182	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	16,73,475	31,682	1.8932	31,664	18	99.9432	0.0568
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		77,29,871	55,88,803	72.3014	55,88,785	18	99.9997	0.0003



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Rane Brake Lining Limited - 16th Annual General Meeting (AGM) Voting Results

Resolution required: Special

4. To approve under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to Mr. Ganesh Lakshminarayan (DIN: 00012583), Chairman (Non-Executive Director) exceeding fifty per cent of the total annual remuneration payable to all Non-Executive Directors

Whether Promoter / Promoter group are interested in the agenda / resolution:

Yes, Mr. L Ganesh being promoter is interested in this resolution, as it relates to his own remuneration.

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour Polled (6)=[(4)/(2)]*100	% of Votes against Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	53,02,539	52,82,939	99.6304	52,82,939	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	7,53,857	2,74,182	36.3706	2,74,182	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	16,73,475	31,692	1.8938	31,660	32	99.8990	0.1010
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		77,29,871	55,88,813	72.3015	55,88,781	32	99.9994	0.0006



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Rane Brake Lining Limited - 16th Annual General Meeting (AGM) Voting Results

Resolution required: Ordinary	5. To appoint Dr. (Mrs.) Brinda Jagirdar (DIN: 06979864) as an Independent Director							
Whether Promoter / Promoter group are interested in the agenda / resolution:	No							
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour Polled (6)=[(4)/(2)]*100	% of Votes against Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	53,02,539	52,82,939	99.6304	52,82,939	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	7,53,857	2,74,182	36.3706	2,74,182	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	16,73,475	31,692	1.8938	31,684	8	99.9748	0.0252
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		77,29,871	55,88,813	72.3015	55,88,805	8	99.9999	0.0001



Rane Brake Lining Limited - 16th Annual General Meeting (AGM) Voting Results

Resolution required: Special

6. To approve payment of commission to Mr. Ganesh Lakshminarayan (DIN:00012583), Chairman (Non Executive Director) for a period of three years

Whether Promoter / Promoter group are interested in the agenda / resolution:

Yes, Mr. L Ganesh being promoter is interested in this resolution, as it relates to his own remuneration.

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour Polled (6)=[(4)/(2)]*100	% of Votes against Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	53,02,539	52,82,939	99.6304	52,82,939	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	7,53,857	2,74,182	36.3706	2,74,182	-	100.0000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	16,73,475	31,692	1.8938	31,665	27	99.9148	0.0852
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		77,29,871	55,88,813	72.3015	55,88,786	27	99.9995	0.0005



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A. K. JAIN & ASSOCIATES
COMPANY SECRETARIES



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 16th Annual General Meeting of the Shareholders of **M/s. RANE BRAKE LINING LIMITED**, held
on Monday, July 26, 2021 at 15.00 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 16th Annual General Meeting of Rane Brake Lining Limited held on Monday, July 26, 2021 at 15:00 Hrs (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')

We, M/s. A K JAIN & ASSOCIATES, Practising Company Secretaries, represented by BALU SRIDHAR, Partner, had been appointed as the Scrutinizer by the Board of Directors of 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 16th Annual General Meeting ("AGM") of Rane Brake Lining Limited on Monday, July 26, 2021 at 15.00 Hrs (IST) through VC / OAVM.

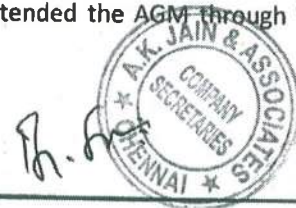
We were also appointed as Scrutinizer to scrutinize the e-voting at the AGM process.

The notice dated May 17, 2021, 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 MCA Circular dated January 13, 2021 (read with previous Circulars) and Securities and Exchange Board of India ("SEBI") vide circular dated January 15, 2021 (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 July 23, 2021 (09.00 Hrs (IST)) to July 25, 2021 (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.



No. 2, (New No. 3), Raja Annamalai Road, First Floor, Purasawalkam, Chennai - 600 084.
Phone : 2665 1224 / 4555 8281 Cell : 98411 76001 / 98413 22315 E-mail : akjainassociates@gmail.com

The shareholders of the Company holding shares as on the "cut-off" date of July 19, 2021 were entitled to vote on the resolutions as contained in the Notice of the 16th 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 30, 2021 and in Tamil in 'Dinamani' newspaper dated June 30, 2021. 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 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 03.41 PM. on July 26, 2021 in the presence of Mr. Rathish and Mr. Ravindra 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, 2021, 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. Yasuji Ishil (DIN: 08078748) who retires by rotation and being eligible, offers himself for re-appointment.
4	Special	To approve under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to Mr. Ganesh Lakshminarayan (DIN: 00012583), Chairman (Non-executive director) exceeding fifty per cent of the total annual remuneration payable to all Non-executive directors
5	Ordinary	To appoint Dr. (Mrs.) Brinda Jagirdar (DIN: 06979864) as an Independent Director
6	Special	To approve payment of commission to Mr. Ganesh Lakshminarayan (DIN: 00012583), Chairman (Non Executive Director) for a period of three years

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	55,62,841	25,972	55,88,813	55,88,812	100	1	0.00
2	55,62,841	25,972	55,88,813	55,88,812	100	1	0.00
3	55,62,831	25,972	55,88,803	55,88,785		18	0.00



4	55,62,841	25,972	55,88,813	55,88,781	100	32	0.00
5	55,62,841	25,972	55,88,813	55,88,805	100	8	0.00
6	55,62,841	25,972	55,88,813	55,88,786	100	27	0.00

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: 26.07.2021

For A.K.JAIN & ASSOCIATES
Company Secretaries



B. Sridhar

BALU SRIDHAR
Partner
M.No.F5869
C.P.No.3550
UDIN: F005869C000689442

Witness 1:

RA

Name : Mr. Rathish
Address: No.2, Raja Annamalai Road,
Purasawalkam, Chennai – 600 084
Occ : Service

Witness 2:

RB

Name : Mr. Ravindra
Address: No.2, Raja Annamalai Road,
Purasawalkam, Chennai – 600 084
Occ : Service

