

Rane Brake Lining Limited



//Online Submission//

RBL / SE / 22 / 2020-21

August 05, 2020

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|---|---|
| BSE Limited Listing Centre Scrip Code: 532987 | National Stock Exchange of India Limited. NEAPS Symbol: RBL |
|---|---|

Dear Sir / Madam,

Sub: Outcome of 15th Annual General Meeting held on August 05, 2020

Ref: Our letter no. RBL / SE / 15/ 2020-21 dated July 10, 2020 - Notice of AGM

We wish to inform you that the 15th Annual General Meeting (AGM) of the members of the Company held on **Wednesday, August 05, 2020 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 15th 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 August 05, 2020. – *Annexure - 3*

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

The AGM concluded at 15:50 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 Fifteenth Annual General Meeting (15th AGM)

The Fifteenth Annual General Meeting (15th AGM) of **Rane Brake Lining Limited** was held on Wednesday, **August 05, 2020** through video conferencing (VC)/Other Audio Visual Means (OAVM) at **15:00 hrs**.

Mr. Siva Chandrasekaran, Authorized Person, welcomed the members to the meeting. Informed members that in view of the government advisories issued on travel / public gatherings, in combating the COVID-19 pandemic and to support the health and well-being of all stakeholders, the 15th AGM is being conducted through video conferencing in compliance with MCA Circular No. 20/2020 dated May 05, 2020. He informed that in accordance with the circulars, the notice of this AGM and Annual Report of the FY 2019-20 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.

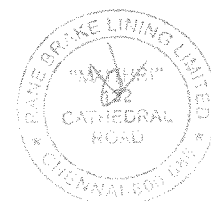
Mr. L Ganesh, Chairman of the Company, chaired the meeting. Upon ascertaining that the requisite quorum was present, the Chairman called the meeting to order.

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 15th AGM.

The Chairman welcomed the members and introduced the fellow members of the Board, Chairperson 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 Ms. Ranjana Kumar and Mr. Yasuji Ishii, Directors, 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 2019-20 and future outlook, in his opening remarks to the members. With the permission of the members, the notice convening the 15th AGM as read & in view of unqualified report of Statutory Auditors on the financial statements and Secretarial Auditor they were not read.

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 15th AGM and enable members to participate in AGM electronically. The Chairman informed that remote e-voting opened on August 02, 2020 and concluded on August 04, 2020 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 15th AGM.



Ordinary business:

1. Consideration and adoption of Audited Financial Statement of the Company for year ended March 31, 2020, 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. Lakshminarayan Lakshman (DIN:00012554), who retires by rotation and being eligible, offers himself for re-appointment.

Special business:

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

The Chairman provided necessary clarifications sought by members on certain business aspects of the Company.

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 48 hours of the conclusion of the meeting and hosted on company's website. The meeting concluded at 15:50 hrs.

For Rane Brake Lining Limited

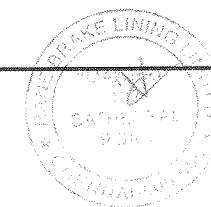

Venkatraman
Secretary



Place: Chennai

Date: August 05, 2020

| Rane Brake Lining Limited - 15 th Annual General Meeting (AGM) Voting Results | | | | | | | | | |
|--|-------------------------------|--|-------------------------|---|------------------------------|-------------------------------|--|---|-------------------|
| Date of the AGM | | August 05, 2020 | | | | | | | |
| Total number of Shareholders on record date | | 14,532 | | | | | | | |
| No. of shareholders present in the meeting : | | - | | | | | | | |
| Promoters and Promoter Group: | | - | | | | | | | |
| Public: | | - | | | | | | | |
| No. of Shareholders attended the meeting through Video Conferencing: | | 55 | | | | | | | |
| Promoters and Promoter Group: | | 12 | | | | | | | |
| Public: | | 43 | | | | | | | |
| Resolution required : Ordinary | | 1. To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2020, 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 of Votes Polled (6)=[(4)/(2)]*100 | % of Votes in against of Votes Polled (7)=[(5)/(2)]*100 | Invalid Votes (8) |
| Promoter and Promoter Group | E-Voting | 53,02,539 | 53,02,539 | 100.00 | 53,02,539 | - | 100.00 | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - | - |
| Public - Institutions | E-Voting | 7,63,698 | 2,74,182 | 35.90 | 2,74,182 | - | 100.00 | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - | - |
| Public - Non Institutions | E-Voting | 18,48,743 | 1,32,639 | 7.17 | 1,32,634 | 5 | 99.9962 | 0.0038 | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - | - |
| Total | | 79,14,980 | 57,09,360 | 72.13 | 57,09,355 | 5 | 99.9999 | 0.0001 | - |



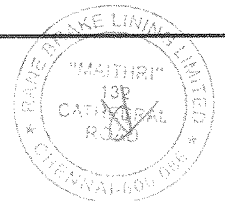
Rane Brake Lining Limited - 15th Annual General Meeting (AGM) Voting Results

| 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 of Votes Polled (6)=[(4)/(2)]*100 | % of Votes in against of Votes Polled (7)=[(5)/(2)]*100 | Invalid Votes (8) |
| Promoter and Promoter Group | E-Voting | 53,02,539 | 53,02,539 | 100.00 | 53,02,539 | - | 100.00 | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - | - |
| Public - Institutions | E-Voting | 7,63,698 | 2,74,182 | 35.90 | 2,74,182 | - | 100.00 | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - | - |
| Public - Non Institutions | E-Voting | 18,48,743 | 1,32,639 | 7.17 | 1,32,564 | 75 | 99.9435 | 0.0565 | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - | - |
| Total | | 79,14,980 | 57,09,360 | 72.13 | 57,09,285 | 75 | 99.9987 | 0.0013 | - |



Rane Brake Lining Limited - 15th Annual General Meeting (AGM) Voting Results

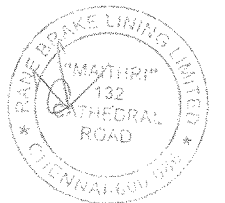
| Resolution required: Ordinary | 3. To appoint a Director in the place of Mr. Lakshman Lakshminarayan (DIN:00012554), who retires by rotation and being eligible, offers himself for re-appointment | | | | | | | | |
|---|--|------------------------|-------------------------|---|------------------------------|-------------------------------|--|---|-------------------|
| Whether Promoter / Promoter group are interested in the agenda / resolution: | Yes - Mr. L Lakshman being promoter is interested in this resolution, as it relates to his own appointment. Mr. Harish Lakshman and Mr. L Ganesh being relatives are also deemed interested. | | | | | | | | |
| 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 of Votes Polled (6)=[(4)/(2)]*100 | % of Votes in against of Votes Polled (7)=[(5)/(2)]*100 | Invalid Votes (8) |
| Promoter and Promoter Group | E-Voting | 53,02,539 | 53,02,539 | 100.00 | 53,02,539 | - | 100.00 | - | - |
| | Poll | | - | 0.00 | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - | - |
| Public - Institutions | E-Voting | 7,63,698 | 2,74,182 | 35.90 | 2,74,182 | - | 100.00 | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - | - |
| Public - Non Institutions | E-Voting | 18,48,743 | 1,32,639 | 7.17 | 1,32,546 | 93 | 99.9299 | 0.0701 | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - | - |
| Total | | 79,14,980 | 57,09,360 | 72.13 | 57,09,267 | 93 | 99.9984 | 0.0016 | - |



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Rane Brake Lining Limited - 15th Annual General Meeting (AGM) Voting Results

| Resolution required: Special | 4. To appoint appointment and remuneration of Mr. R Balakrishnan, as Manager | | | | | | | | |
|---|--|-------------------------------|--------------------------------|--|-------------------------------------|--------------------------------------|---|---|--------------------------|
| 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 of Votes Polled (6)=[(4)/(2)]*100 | % of Votes in againstof Votes Polled (7)=[(5)/(2)]*100 | Invalid Votes (8) |
| Promoter and Promoter Group | E-Voting | 53,02,539 | 53,02,539 | 100.00 | 53,02,539 | - | 100.00 | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - | - |
| Public - Institutions | E-Voting | 7,63,698 | 2,74,182 | 35.90 | 2,74,182 | - | 100.00 | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - | - |
| Public - Non Institutions | E-Voting | 18,48,743 | 1,32,639 | 7.17 | 1,32,613 | 26 | 99.9804 | 0.0196 | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - | - |
| Total | | 79,14,980 | 57,09,360 | 72.13 | 57,09,334 | 26 | 99.9995 | 0.0005 | - |

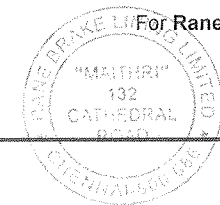


44.

Rane Brake Lining Limited - 15th Annual General Meeting (AGM) Voting Results

| Resolution required: Special | 5. 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 percent 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 remuneration. Mr. L Lakshman, being his relative is also deemed interested. | | | | | | | | |
| 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 of Votes Polled (6)=[(4)/(2)]*100 | % of Votes in againstof Votes Polled (7)=[(5)/(2)]*100 | Invalid Votes (8) |
| Promoter and Promoter Group | E-Voting | 53,02,539 | 53,02,539 | 100.00 | 53,02,539 | - | 100.00 | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - | - |
| Public - Institutions | E-Voting | 7,63,698 | 2,74,182 | 35.90 | 2,74,182 | - | 100.00 | - | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - | - |
| Public - Non Institutions | E-Voting | 18,48,743 | 1,32,639 | 7.17 | 1,32,460 | 179 | 99.8650 | 0.1350 | - |
| | Poll | | - | - | - | - | - | - | - |
| | Postal Ballot (if applicable) | | - | - | - | - | - | - | - |
| Total | | 79,14,980 | 57,09,360 | 72.13 | 57,09,181 | 179 | 99.9969 | 0.0031 | - |

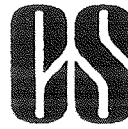
Date: August 05, 2020
Place: Chennai



For Rane Brake Lining Limited

Venkatraman
Venkatraman
Secretary

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 15th Annual General Meeting of the Shareholders of **M/s. RANE BRAKE LINING LIMITED**, held
 on August 05, 2020 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 15th Annual General Meeting of Rane Brake Lining Limited held on Wednesday the August 05, 2020 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 15th Annual General Meeting ("AGM") of Rane Brake Lining Limited on wednesday the August 05, 2020 at 15.00 Hrs (IST) through VC / OA VM.

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

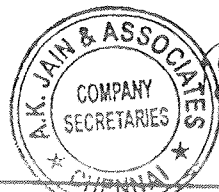
The notice dated June 17, 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

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 August 02, 2020 (09.00 Hrs (IST)) to August 04, 2020 (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 / OA VM 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 July 29, 2020 were entitled to vote on the resolutions as contained in the Notice of the 15th AGM.



[Handwritten signature]

As prescribed in clause IV of the Circular dated May 05, 2020 issued by MCA, which is forming part of the 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 July 11, 2020 and in Tamil in 'Dinamani' newspaper dated July 11, 2020. 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.

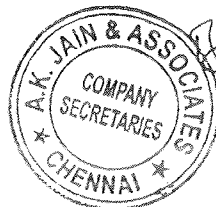
After the closure of voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to AGM were unblocked by us at 3.50 P.M on August 05, 2020 in the presence of Mr. Rathish and Mr. Mahesh Jain who are not in the employment of Company.

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, 2020, 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. Lakshman Lakshminarayan (DIN: 00012554) who retires by rotation and being eligible, offers himself for re-appointment. |
| 4 | Special | To approve appointment and remuneration of Mr. R Balakrishnan, as Manager. |
| 5 | 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 |

| 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 | 19,69,005 | 37,40,355 | 57,09,360 | 57,09,355 | 99.9999 | 5 | 0.0001 |
| 2 | 19,69,005 | 37,40,355 | 57,09,360 | 57,09,285 | 99.9987 | 75 | 0.0013 |
| 3 | 19,69,005 | 37,40,355 | 57,09,360 | 57,09,267 | 99.9984 | 93 | 0.0016 |
| 4 | 19,69,005 | 37,40,355 | 57,09,360 | 57,09,334 | 99.9995 | 26 | 0.0005 |
| 5 | 19,69,005 | 37,40,355 | 57,09,360 | 57,09,181 | 99.9969 | 179 | 0.0031 |

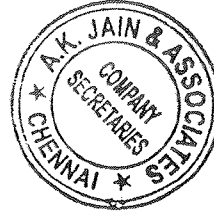
We did not find any invalid votes



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: 05.08.2020

For A.K.JAIN & ASSOCIATES
Company Secretaries



B. Sub

BALU SRIDHAR
Partner

M.No.F5869

C.P.No.3550

UDIN: F005869B000553075

Witness 1:

RA

Name : Mr. Rathish
Address: New No.29A, Sandayappan 3rd St
Otteri, Chennai 600 112

Occ : Service

Witness 2:

M. Mahesh Jain

Name : Mr Mahesh Jain
Address: 7/11, Pattabiram Street
Kondithope, Chennai 600079

Occ : Service

