

Rane Brake Lining Limited



//Online Submission//

RBL/SE/022/2023-24

July 24, 2023

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 18th Annual General Meeting held on July 24, 2023

Ref: Our letter no. RBL/SE/016/2023-24 dated June 30, 2023 - Notice of AGM

We wish to inform you that the 18th Annual General Meeting (AGM) of the members of the Company was held on **Monday, July 24, 2023 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 18th 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 24, 2023. – Annexure - 3*

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

The AGM concluded at **14:28 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 Eighteenth Annual General Meeting (18th AGM)

The Eighteenth Annual General Meeting (18th AGM) of **Rane Brake Lining Limited** was held on **Monday, July 24, 2023** 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 18th 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 2022-23 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. 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 18th 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 Mr. Yasuji Ishii, Nominee Director expressed inability to his 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 2022-23 and future outlook. With the permission of the members, the notice convening the 18th 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 18th 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, 2023, 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.

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 18th AGM and enable members to participate in AGM electronically. The Chairman informed that remote e-voting opened on July 21, 2023 and ended on July 23, 2023 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 time 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 14:28 hrs.

Rane Brake Lining Limited - 18th Annual General Meeting (AGM) Voting Results

Date of the AGM	July 24, 2023
Total number of Shareholders on record date	16,567
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	54
Promoters and Promoter Group:	6
Public:	48

Resolution required : Ordinary	1. To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2023, together with reports of the Board of Directors and the Auditor thereon
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Whether Promoter / Promoter group are interested in the agenda / resolution:	No
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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	54,63,139	54,63,089	100.00	54,63,089	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	2,80,484	3,672	1.31	3,672	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	19,86,248	1,860	0.09	1,660	200	89.247	10.753
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		77,29,871	54,68,621	70.75	54,68,421	200	99.9963	0.0037

Rane Brake Lining Limited - 18th 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	54,63,139	54,63,089	100.00	54,63,089	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	2,80,484	3,672	1.31	3,672	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	19,86,248	1,860	0.09	1,660	200	89.247	10.753
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		77,29,871	54,68,621	70.75	54,68,421	200	99.9963	0.0037

Rane Brake Lining Limited - 18th 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	54,63,139	54,63,089	100.00	54,63,089	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	2,80,484	3,672	1.31	-	3,672	-	100.000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	19,86,248	1,860	0.09	1,657	203	89.086	10.914
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		77,29,871	54,68,621	70.75	54,64,746	3,875	99.9291	0.0709

Rane Brake Lining Limited - 18th 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	54,63,139	54,63,089	100.00	54,63,089	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	2,80,484	3,672	1.31	-	3,672	-	100.000
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	19,86,248	1,830	0.09	1,597	233	87.268	12.732
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		77,29,871	54,68,591	70.75	54,64,686	3,905	99.9286	0.0714

For RANE BRAKE LINING LIMITED

Date: July 24, 2023

Place: Chennai

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 18th Annual General Meeting of the Shareholders of **M/s. RANE BRAKE LINING LIMITED**, held on Monday, July 24, 2023 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 18th Annual General Meeting of M/s. Rane Brake Lining Limited held on Monday, July 24, 2023 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 18th Annual General Meeting ("AGM") of M/s. Rane Brake Lining Limited on Monday, July 24, 2023 at 14.00 Hrs (IST) through VC / OAVM.

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

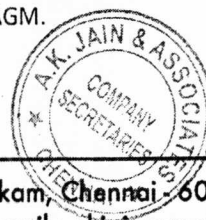
The notice dated May 03, 2023, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, in compliance with General Circular No. 10/2022 dated December 28, 2022 (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 21, 2023 (09:00 Hrs (IST)) to Sunday, July 23, 2023 (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 July 17, 2023 were entitled to vote on the resolutions as contained in the Notice of the 18th 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 July 01, 2023 and in Tamil in 'Hindu Tamizh Thisai' newspaper dated July 01, 2023. 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 **14.46 P.M.** on July 24, 2023 in the presence of Ms. Hema 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, 2023, 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 Ishii (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 percent 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	54,67,862	759	54,68,621	54,68,421	99.9963	200	0.0037
2	54,67,862	759	54,68,621	54,68,421	99.9963	200	0.0037
3	54,67,862	759	54,68,621	54,64,746	99.9291	3,875	0.0709
4*	54,67,832	759	54,68,591	54,64,686	99.9286	3,905	0.0714



We did not find any invalid votes.

*A shareholder holding 30 equity shares abstained from voting on resolution no. 4.

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.

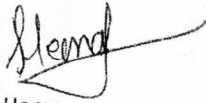
Place: Chennai
Date: 24.07.2023

For A.K.JAIN & ASSOCIATES
Company Secretaries



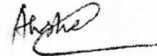

BALU SRIDHAR
Partner
M.No.F5869
C.P.No.3550
UDIN: F005869E000670170

Witness 1:



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

Witness 2:



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