

Registered Office: Tel . 91 44 2811 2472
" Maithri " URL : www.ranegroup.com
132. Cathedral Road.
Chennai 600 086.
India.
CIN : L63011TN2004PLC054948

Rane Brake Lining Limited



//Online Submission//

RBL / SE / 016 /2022-23

June 28, 2022

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 17th Annual General Meeting held on June 28, 2022

Ref: Our letter no. RBL/SE/014/2022-23 dated June 02, 2022 - Notice of AGM

We wish to inform you that the 17th Annual General Meeting (AGM) of the members of the Company held on **Tuesday, June 28, 2022 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 17th 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 June 28, 2022. – *Annexure - 3*

The above are also being uploaded on the website of the Company 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


"MAITHRI"
132
CATHEDRAL
ROAD
CHENNAI-600 086

Encl: a/a

4.

Summary of proceedings of Seventeenth Annual General Meeting (17th AGM)

The Seventeenth Annual General Meeting (17th AGM) of Rane Brake Lining Limited was held on Tuesday June 28, 2022 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 17th 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 2021-22 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 17th 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 and Mr. Harish Lakshman, Directors expressed their inability to attend the AGM due to their other professional pre-occupations. Mr. Harish Lakshman, Chairman of Stakeholders Relationship Committee had authorised Mr. L Ganesh in his stead. The Chairman further informed that Mr. S Sandilya and Mr. Anil Kumar Venkat Epur are completing their second term as Independent Directors effective from the conclusion of the 17th AGM and thanked both directors for their valuable guidance and inputs to Board during their tenure.

The Chairman gave an overview of the state of the industry, the Company's performance during the financial year 2021-22 and future outlook, in his opening remarks to the members. With the permission of the members, the notice convening the 17th AGM was taken as read. In view of unqualified reports of the Statutory Auditors on the financial statements and the Secretarial Auditors, they 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 17th AGM.

Ordinary business:

1. Consideration and adoption of Audited Financial Statement of the Company for year ended March 31, 2022, 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. Harish Lakshman (DIN: 00012602), who retires by rotation and being eligible, offers himself for re-appointment
4. Appointment of Statutory Auditors

Special business:

5. 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.
6. Appointment of Mr. C N Srivatsan (DIN:00002194) as an Independent Director
7. Appointment of Mr. Ashok Malhotra (DIN: 00029017) as an Independent Director



4.

The Chairman proceeded to answer queries on business, market size of product and EBITDA levels etc. raised by registered speaker shareholders.

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 17th AGM and enable members to participate in AGM electronically. The Chairman informed that remote e-voting opened on June 25, 2022 and concluded on June 27, 2022 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 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 14:35 hrs.



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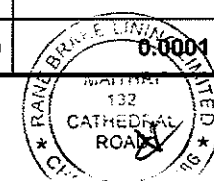
Rane Brake Lining Limited - 17th Annual General Meeting (AGM) Voting Results

Date of the AGM	June 28, 2022
Total number of Shareholders on record date	17,980
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	47
Promoters and Promoter Group:	11
Public:	36

Resolution required : Ordinary 1. To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2022, 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	54,82,539	54,82,539	100.00	54,82,539	-	100.000	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
Public - Institutions	E-Voting	2,87,026	2,74,182	95.53	2,74,182	-	100.000	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
Public - Non Institutions	E-Voting	19,60,306	1,495	0.08	1,492	3	99.799	0.201
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
Total		77,29,871	57,58,216	74.49	57,58,213	3	99.9999	0.0001



Rane Brake Lining Limited - 17th Annual General Meeting (AGM) Voting Results

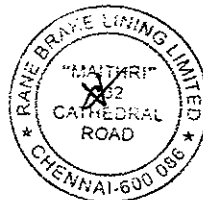
Resolution required: Ordinary	2. To declare dividend on equity shares							
Whether Promoter / Promoter group are interested in the agenda / resolution:	No							
Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - 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	54,82,539	54,82,539	100.00	54,82,539	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	2,87,026	2,74,182	95.53	2,74,182	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	19,60,306	1,495	0.08	1,492	3	99.799	0.201
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		77,29,871	57,58,216	74.49	57,58,213	3	99.9999	0.0001



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Rane Brake Lining Limited - 17th Annual General Meeting (AGM) Voting Results

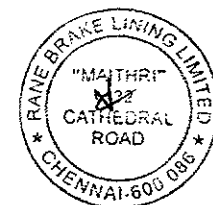
Resolution required: Ordinary	3. To appoint a Director in the place of Mr. Harish Lakshman (DIN: 00012602), who retires by rotation and being eligible, offers himself for re-appointment							
Whether Promoter / Promoter group are interested in the agenda / resolution:	Yes							
Category	Mode of Voting	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	54,82,539	54,82,539	100.00	54,82,539	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	2,87,026	2,74,182	95.53	2,74,182	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	19,60,306	1,495	0.08	1,479	16	98.930	1.070
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		77,29,871	57,58,216	74.49	57,58,200	16	99.9997	0.0003



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Rane Brake Lining Limited - 17th Annual General Meeting (AGM) Voting Results

Resolution required: Ordinary	4. To approve appointment of Statutory Auditors							
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	54,82,539	54,82,539	100.00	54,82,539	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	2,87,026	2,74,182	95.53	2,74,182	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	19,60,306	1,495	0.08	1,492	3	99.799	0.201
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		77,29,871	57,58,216	74.49	57,58,213	3	99.9999	0.0001



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Rane Brake Lining Limited - 17th 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 per cent of the total annual remuneration payable to all Non-Executive Directors							
Whether Promoter / Promoter group are interested in the agenda / resolution:	Yes							
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	54,82,539	54,82,539	100.00	54,82,539	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	2,87,026	2,74,182	95.53	2,74,182	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	19,60,306	1,495	0.08	1,458	37	97.525	2.475
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		77,29,871	57,58,216	74.49	57,58,179	37	99.9994	0.0006



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Rane Brake Lining Limited - 17th Annual General Meeting (AGM) Voting Results

Resolution required: Special	6. To appoint Mr. C N Srivatsan (DIN:00002194) 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	54,82,539	54,82,539	100.00	54,82,539	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	2,87,026	2,74,182	95.53	2,74,182	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	19,60,306	1,495	0.08	1,492	3	99.799	0.201
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		77,29,871	57,58,216	74.49	57,58,213	3	99.9999	0.0001



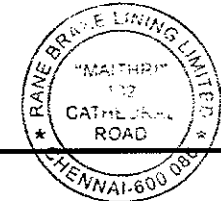
Rane Brake Lining Limited - 17th Annual General Meeting (AGM) Voting Results

Resolution required: Special	7. To appoint Mr. Ashok Malhotra (DIN:00029017) 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	54,82,539	54,82,539	100.00	54,82,539	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Institutions	E-Voting	2,87,026	2,74,182	95.53	2,74,182	-	100.000	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	19,60,306	1,495	0.08	1,479	16	98.930	1.070
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Total		77,29,871	57,58,216	74.49	57,58,200	16	99.9997	0.0003

For RANE BRAKE LINING LIMITED

Date: June 28, 2022

Place: Chennai



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 17th Annual General Meeting of the Shareholders of **M/s. RANE BRAKE LINING LIMITED**, held
 on Tuesday, June 28, 2022 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 17th Annual General Meeting of Rane Brake Lining Limited held on Tuesday, June 28, 2022 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 17th Annual General Meeting ("AGM") of M/s. Rane Brake Lining Limited on Tuesday, June 28, 2022 at 14.00 Hrs (IST) through VC / OAVM.

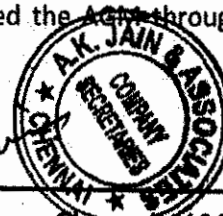
We were also appointed as Scrutinizer to scrutinize the e-voting at the AGM process.

The notice dated May 18, 2022, 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 May 05, 2022 (read with previous Circulars) and Securities and Exchange Board of India ("SEBI") vide circular dated May 13, 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 Saturday, June 25, 2022 (09:00 Hrs (IST)) to Monday, June 27, 2022 (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 June 21, 2022 were entitled to vote on the resolutions as contained in the Notice of the 17th AGM.

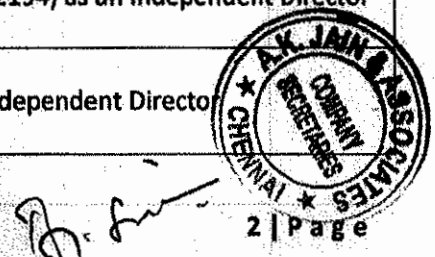
As prescribed in Applicable Circulars and in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company released an advertisement, which was published more than 21 days before the date of the AGM in English in "Business Standard" newspaper having countrywide circulation dated June 03, 2022 and in Tamil in 'Dinamani' newspaper dated June 03, 2022. 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 14:45 P.M. on June 28, 2022 in the presence of Ms. Khushi and Ms. Hema 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, 2022, 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. Harish Lakshman (DIN: 00012602), who retires by rotation and being eligible, offers himself for re-appointment.
4	Ordinary	To approve appointment of Statutory Auditors.
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.
6	Special	To appoint Mr. C N Srivatsan (DIN:00002194) as an Independent Director
7	Special	To appoint Mr. Ashok Malhotra 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	57,58,146	70	57,58,216	57,58,213	99.9999	3	0.0001
2	57,58,146	70	57,58,216	57,58,213	99.9999	3	0.0001
3	57,58,146	70	57,58,216	57,58,200	99.9997	16	0.0003
4	57,58,146	70	57,58,216	57,58,213	99.9999	3	0.0001
5	57,58,146	70	57,58,216	57,58,179	99.9993	37	0.0007
6	57,58,146	70	57,58,216	57,58,213	99.9999	3	0.0001
7	57,58,146	70	57,58,216	57,58,200	99.9997	16	0.0003

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: 28.06.2022

For A.K.JAIN & ASSOCIATES
Company Secretaries



Balu

BALU SRIDHAR
Partner
M.No.F5869
C.P.No.3550
UDIN: F005869D000539688

Witness 1: *[Signature]*

Witness 2: *Hema N.V*

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

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

