Registered Office:
" Maithri "
132, Cathedral Road,
Chennai 600 086.
India.
CIN : L63011TN2004PLC054948

Tel : 91 44 2811 2472
Fax : 91 44 2811 2449
URL : www.rane.co.in

Rane Brake Lining Limited

RBL/SE/ /2016-17

June 24, 2016

BSE Limited (BSE) Corporate Relationship Department, 1st Floor, New Trading Ring, Phiroze Jeejeebhoy Towers, Dalal Street, **Mumbai 400 001**	Listing Department **National Stock Exchange of India Ltd. (NSE)** Exchange Plaza, 5th Floor, Plot No.C/1, 'G' Block, Bandra Kurla Complex Bandra (E), **Mumbai - 400 051.**
Code No. 532987	**Code : RBL**

Dear Sir / Madam,

Sub: Notice of the 11th Annual General Meeting & e-voting

The 11th Annual General Meeting is scheduled to be held on Thursday, July 21, 2016 at 10:15 a.m. at '**The Music Academy (Mini Hall),** New No. 168, T.T.K. Road, Royapettah, Chennai 600 014'.

Notice of the 11th Annual General Meeting (AGM) being sent to the shareholders of the Company, is enclosed. The Notice of 11th AGM is also available on the website of the company at www.rane.co.in.

The company has provided to the members facility to exercise vote on resolutions to be considered at the 11th AGM by electronic means through remote e-voting services of National Securities Depository Services Limited (NSDL). The cut-off date for the purpose of determining eligibility for the remote e-voting is fixed as Thursday, July 14, 2016.

In compliance with the applicable provisions of Companies Act 2013 and rules made thereunder an advertisement in connection with the 11th AGM is being published in newspapers.

We request you to take the above on record as compliance with relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and acknowledge receipt.

Thanking you.

Yours faithfully,
For **Rane Brake Lining Limited**

RANE BRAKE LINING LIMITED "MAITHRI" 132 CATHEDRAL ROAD CHENNAI-600 086

Venkatraman
Secretary
Encl: a/a

Rane Brake Lining Limited

CIN : L63011TN2004PLC054948

Registered Office : "MAITHRI" 132, Cathedral Road Chennai - 600 086
Phone : 044-28112472, Fax :044-28112449, Email : investorservices@rane.co.in, website : http://rane.co.in

Notice to Shareholders

NOTICE is hereby given that the **Eleventh (11th) Annual General Meeting of Rane Brake Lining Limited** will be held at **10:15 a.m.** on **Thursday, July 21, 2016, at The Music Academy (Mini Hall),** New No. 168, T.T.K. Road, Royapettah, Chennai, 600 014, to transact the following businesses:

Ordinary Business:

1. To consider and adopt the audited financial statements of the Company for the year ended March 31, 2016, reports of the Board of Directors and the Auditor's thereon.

   To consider passing the following resolution as an **ordinary resolution:**

   "Resolved that the audited financial statement of the Company for the year ended March 31, 2016 together with the reports of the board of directors and the auditors of the Company thereon, circulated to the members and presented to the meeting be and are hereby adopted."

2. To confirm interim dividend paid on equity shares.

   To consider passing the following resolution as an **ordinary resolution:**

   "Resolved that the interim dividend of ₹ 10/- per equity share declared by the Board of Directors of the Company on March 10, 2016 on 79,14,980 equity shares of ₹ 10/- each fully paid, absorbing a sum of ₹ 9,52,63,116 /- (including dividend distribution tax and cess thereon) paid to the shareholders on March 23, 2016 for the year ended March 31, 2016, be and is hereby confirmed as dividend for the year 2015-16."

3. To appoint a director in the place of Mr. Harish Lakshman, who retires by rotation under article 111 and 113 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.

   To consider passing the following resolution as an **ordinary resolution:**

   "Resolved that Mr. Harish Lakshman (DIN 00012602), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a director of the Company."

4. To ratify appointment of statutory auditors of the Company.

   To consider passing the following resolution as an **ordinary resolution:**

   "Resolved that the appointment of M/s. Varma & Varma, Chartered Accountants (Firm Registration No. 004532S with The Institute of Chartered Accountants of India), as auditors of the Company as approved by the members at the Ninth Annual General Meeting to hold office until the conclusion of the Twelfth Annual General Meeting, be and is hereby ratified on such terms and conditions including remuneration as may be determined by the Board of Directors of the Company, in addition to reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit."

Special Business:

5. To appoint Mr. Vinay Lakshman as Director

   To consider passing the following resolution as an **ordinary resolution:**

   "Resolved that pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vinay Lakshman (DIN 07295820) in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

6. To approve appointment of Mr. Vinay Lakshman as Managing Director and terms & conditions thereof.

   To consider passing the following resolution as a **special resolution:**

   "Resolved that in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Articles of Association of the Company, approval of the Company be and is hereby accorded to the appointment of Mr. Vinay Lakshman (DIN 07295820) as 'Managing Director' within the meaning of Section 2(54) of the Companies Act, 2013 with effect from October 1, 2015, for a period of three years till September 30, 2018 on the following terms of remuneration:

   (i) Salary

   Basic salary in the scale of Rs.2,65,000 per month – Rs.3,50,000 per month. Annual increase will

be effective from April 1, 2016 and thereafter 1st April every year. The quantum of increase will be decided by the Board of Directors.

(ii) Perquisites

Perquisites like company provided accommodation, special allowance, gas, electricity, water, furnishings, fee to clubs, personal accident insurance, use of car with driver and telephone at residence, medical insurance, medical reimbursement and allowance for self and family, leave, leave encashment and leave travel concession will be provided in accordance with the scheme of the Company as applicable to Directors and Senior Executives of the Company.

In case accommodation is not provided by the Company, he shall be eligible for house rent allowance equal to 60 % of salary per month.

The perquisites will be evaluated as per Income-tax Rules, wherever applicable, and at actual cost to the Company in other cases.

The above perquisites are however, subject to a maximum of 150% of the salary per annum.

(iii) Contribution to Funds

Company's contribution to Provident Fund and Superannuation Fund or other pension fund will be as per the scheme of the Company.

Company's contribution to Provident Fund, and Superannuation Fund or pension fund as above will not be included in the computation of the ceiling on perquisites to the extent these singly or put together are not taxable under the Income-tax Act.

(iv) Gratuity:

Gratuity payable shall be as per the rules of the Company.

(v) Incentive remuneration:

Incentive remuneration of such sum be paid based on the merits to be determined by the board, provided that the total remuneration of the Managing Director shall not exceed the limits prescribed under the Companies Act, 2013 or such other limit as may be prescribed by the Government from time to time."

"Resolved lastly that in the event of there being inadequacy or absence of profits in any financial year during the currency of tenure of the Managing Director, he will be paid remuneration in terms of PART II of Schedule V to the Companies Act, 2013 including any re-enactments thereof or such other limit as may be prescribed by the Government from time to time as minimum remuneration."

(By Order of the Board)

For **Rane Brake Lining Limited**

Chennai
May 23, 2016

Venkatraman
Secretary

Registered Office:
"Maithri", 132, Cathedral Road
Chennai 600 086
CIN: L63011TN2004PLC054948
www.rane.co.in

NOTES

1. **Any member entitled to attend and vote at the meeting may appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the company. The proxies should however be deposited at the registered office of the company not less than 48 hours before the time fixed for the commencement of the meeting.**

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. **Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.**

3. The Statement of material facts pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business as given in the notice is annexed hereto.

4. Pursuant to the relevant provisions of the Companies Act, 1956 / Companies Act, 2013, dividend for the financial year ended March 31, 2008 which remained unclaimed for a period of seven years has been transferred to the Investor Education and Protection Fund (IEPF) of the central government. The Company has sent reminders to all those members whose

dividend payments during the last seven years remaining unpaid as per Company's records. Members are requested to contact the Company's Registrar and Transfer Agent (RTA), for payment in respect of the unclaimed dividend, if any, for the financial year 2008-09 or thereafter.

5. The notice of the Eleventh AGM along with the attendance slip and proxy form, is being sent by electronic mode to all members whose e-mail addresses are registered with the Company / Depository Participant(s) (DP) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.

   We encourage your participation and request your support in this regard. To receive communications from the Company in electronic form, please register your e-mail address with your DP/ Registrar and Share Transfer Agents (RTA) or write to us at investorservices@rane.co.in.

6. Members may also note that the notice of the Eleventh AGM and the Annual Report 2016 will be available on the Company's website www.rane.co.in.

7. Members holding shares in physical form are requested to notify any change in their addresses, bank details and e-mail addresses to RTA immediately at the following address:

   M/s. Integrated Enterprises (India) Limited
   II Floor, "Kences Towers", No.1, Ramakrishna Street,
   North Usman Road, T. Nagar, Chennai 600 017.

   Members holding shares in Dematerialized form may inform the change in their residential and e-mail address to their Depository Participants.

8. Members who are holding shares in identical order of names in more than one account are requested to intimate to the Company, the ledger folio of such accounts together with the share certificate(s) to enable the Company to consolidate all the holdings into one account. The share certificate(s) will be returned to the members after necessary endorsements.

9. Members / Proxies should bring the attendance slip duly filled in for attending the meeting.

10. All documents referred to in the accompanying notice and the explanatory statement, pursuant to section 102 (1) of the Companies Act, 2013 will be available for inspection at the registered office of the Company during the business hours on all working days up to the date of declaration of results of the Eleventh Annual General Meeting of the Company.

11. Information pursuant to SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI LODR) in respect of the Directors seeking appointment / re-appointment at the AGM are furnished in the Corporate Governance section of the Annual Report and in this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.

12. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and SEBI LODR, the Company is required to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services.

    (i) The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

    (ii) The facility for voting through ballot paper / poling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

    (iii) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

    (iv) The remote e-voting period commences on Monday, July 18, 2016 (9:00 am) and ends on Wednesday, July 20, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Thursday, July,14, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

    (v) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Thursday, July 14, 2016.

    (vi) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of

the cut-off date i.e. Thursday, July 14, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer / RTA.

(vii) However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

(viii) The "remote e-voting" end time shall be 5:00 p.m. on July 20, 2016 being the date preceding the date of general meeting and the cut-off date shall not be earlier than 7 days before the date of general meeting.

(xi) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

(x) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

(xi) A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

(xii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

(xiii) Mr. Balu Sridhar, Practising Company Secretary (Membership No. FCS 5869), Partner, A.K Jain and Associates, Practising Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting at the AGM and the remote e-voting process in a fair and transparent manner.

(xiv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

(xv) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

(xvi) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.rane.co.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed.

INSTRUCTION FOR E-VOTING

a. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):

(i) Open email and open PDF file viz; "RBL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "Rane Brake Lining Limited".

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting@akjainassociates.com with a copy marked to evoting@nsdl.co.in

b. In case of members' receiving physical copy of the notice of AGM and desires to cast e-vote [for members whose email IDs are not registered with the Company / Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided at the bottom of the Attendance Slip for the AGM.

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(By Order of the Board)

For **Rane Brake Lining Limited**

Venkatraman
Secretary

Chennai
May 23, 2016

Registered Office:
"Maithri", 132, Cathedral Road
Chennai 600 086
CIN: L63011TN2004PLC054948
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Statement of material facts pursuant to Section 102(1) of the Companies Act, 2013

Resolution Nos. 5 & 6

Mr. Vinay Lakshman holds a degree in bachelor of commerce and holds a Masters degree in Accounting and Financial Management from Keller Graduate School of Management, DeVry University, Chicago, USA. He has over 17 years of experience in the various areas of financial management, strategic planning, project implementation, compliance / risk management and accounting.

The shareholders of the Company had on August 28, 2014 vide postal ballot approved the appointment of Mr. Vinay Lakshman as 'Senior Vice President'.

Considering his qualification, knowledge and experience, the Board of Directors at the meeting held on July 20, 2015 co-opted and appointed Mr. Vinay Lakshman as Additional Director and designated him as Managing Director with effect from October 1, 2015 on the recommendations of the Nomination & Remuneration Committee (NRC) in compliance with the Companies Act, 2013 and the rules framed thereunder on the terms and conditions mentioned in the resolution. Mr. Vinay Lakshman would be a Key Managerial Personnel (KMP) under Section 203 of the Companies Act, 2013 and his appointment is subject to the approval of shareholders at a General Meeting. Consequently, it is proposed to appoint Mr. Vinay Lakshman as Director whose office shall be liable to retire by rotation and to approve his appointment as Managing Director and terms & conditions thereof.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Vinay Lakshman holds office up to the date of the ensuing AGM as additional director. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with requisite deposit proposing the candidature of Mr. Vinay Lakshman as Director under the provisions of Section 149 of the Companies Act, 2013.

As required under the provisions of Schedule V to the Companies Act, 2013, the following information is provided.

Particulars for 2015-2016	₹ in Crores
Sales & Operating Revenue	448.42
Profit Before Tax	35.48
Provision Tax	(9.72)
Profit After Tax	25.76

I. General information:

The Company is a subsidiary of Rane Holdings Limited under Section 2(87)(i) of the Companies Act, 2013. The Company is engaged in manufacture and sale of brake & clutch linings and railway brake blocks, all of which will fall under auto component industry. The financial performance of the Company for the year ended March 31, 2016 is given below:

Nisshinbo Holdings Inc., Japan holds 20.15% of the equity share capital of the Company. The Company also has a technical collaboration with them for providing the formulation technology.

II. Information about the appointee:

Name of the Director	**Mr. Vinay Lakshman**
DIN	07295820
Father's Name	Mr. L Lakshman
Date of Birth	April 9, 1977
Educational Qualifications	Commerce graduate from Loyola College and master's degree in accounting and financial management from DeVry University, Chicago.
Experience	Mr Vinay Lakshman has over 17 years of management experience. He was associated with TRW Automotive USA, KPMG LLP and Thoratec Corporation. His areas of expertise include strategic planning, ERP implementation, developing forecast models and risk assessment. He was Senior Vice President of the Company, immediately before his appointment as Managing Director.
Past Remuneration (2015-16)	Remuneration : ₹ 58,33,316/-
Recognition / Awards	• Developed strategies for global investments and worldwide entity-structuring models. • Re-structured tax-efficient contracts.
Job Profile and his suitability	Given his qualification and experience, Mr. Vinay Lakshman is considered well suited for the position.

Remuneration Proposed	As detailed in the resolution. The proposed remuneration is commensurate with the responsibilities of the appointee and is in line with the remuneration practices in the auto component industry.
Comparative remuneration profile with respect to the industry	The proposed remuneration package of the appointee is in line with the prevailing remuneration package in the industry, size of the company, profile of the position, etc.
Pecuniary Relationship and relationship with the managerial personnel	No other pecuniary relationship. Mr. Vinay Lakshman is Son of Mr. L Lakshman and Brother of Mr. Harish Lakshman.

III. Other Information:

a. Reasons for loss or inadequacy of profits – Not applicable

b. Steps taken or proposed to be taken for improvement – Not applicable

c. Expected increase in productivity and profit in measurable terms – Not applicable

IV. Other Disclosures:

Disclosures relating to remuneration and other terms of appointment are available in Corporate Governance report (Annexure 'G' to the Report of the Board of Directors) for the year ended March 31, 2016.

The terms of appointment of Mr. Vinay Lakshman, as required under Section 190 of the Companies Act, 2013 is available for the inspection of the members at the registered office of the Company in accordance with articles of association. The Company has not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2015-16.

Mr. Vinay Lakshman satisfies the conditions laid down in Schedule V to the Companies Act, 2013. He holds 50 equity shares of the Company and 106,698 equity shares of the holding company viz., Rane Holdings Limited.

Mr. L Lakshman, Mr. Harish Lakshman are related to Mr. Vinay Lakshman. None of the other directors and KMP of the company and their relatives are concerned or interested, financial or otherwise in these resolutions, except to the extent of their shareholding, if any, in the Company.

Your directors commend the resolution for approval as special resolution.

(By Order of the Board)

For **Rane Brake Lining Limited**

Venkatraman
Secretary

Chennai
May 23, 2016

General Shareholder Information

Information about directors seeking appointment / re-appointment in this Annual General Meeting in compliance with Regulation 26(4) & 36(3) of SEBI LODR.

Name of the Director	Mr. Harish Lakshman	Mr. Vinay Lakshman
Father's Name	Mr. L Lakshman	Mr. L Lakshman
Director Identification Number (DIN)	00012602	07295820
Date of Birth	12.02.1974	09.04.1977
Educational Qualifications	B.E. - BITS Pilani, MSM - Purdue University, USA	Commerce graduate from Loyola College and master's degree in accounting and financial management from DeVry University, Chicago.
Experience / Expertise	Mr Harish Lakshman has over 21 years of industrial experience and has held various positions in the areas of Marketing, Operations and Business Development Overseas. He currently spearheads the future growth plan for the Rane group.	Mr Vinay Lakshman has over 17 years of management experience. He was associated with TRW Automotive USA, KPMG LLP and Thoratec Corporation. His areas of expertise include strategic planning, ERP implementation, developing forecast models and risk assessment. He was Senior Vice President of the Company, immediately before his appointment as Managing Director.
Date of Appointment	22.07.2008	01.10.2015
Relationship with other directors	Son of Mr. L Lakshman and Brother of Mr. Vinay Lakshman	Son of Mr. L Lakshman and Brother of Mr. Harish Lakshman
Directorships in listed entities	**Vice-Chairman** Rane Engine Valve Limited **Director** Rane Holdings Limited Rane Brake Lining Limited Rane (Madras) Limited	**Managing Director** Rane Brake Lining Limited
Committee Memberships in listed entities	**Chairman – Stakeholders' Relationship Committee** Rane Holdings Limited Rane Brake Lining Limited **Member – Stakeholders' Relationship Committee** Rane (Madras) Limited **Member - Nomination and Remuneration Committee** Rane Holdings Limited	Nil
Number of equity shares held*	50	50

* excludes joint shareholding, if any.

ROUTE MAP TO AGM VENUE

