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 / 2015-16

June 22, 2015

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

Dear Sirs,

Sub: Clause 31 of Listing Agreement,

Please find enclosed six copies of our Company's Notice of the Annual General Meeting, scheduled to be held on July 20, 2015.

Please take this on record as compliance with the above clause of the Listing Agreement.

Kindly acknowledge receipt.

Thanking you,

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

Venkatraman
Secretary

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

Encl : as above.

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 Tenth (10th) Annual General Meeting (AGM) of **Rane Brake Lining Limited** will be held at **10.30. a.m.** on **Monday, July 20, 2015** at **The Music Academy (Mini Hall)**, New No.168, TTK Road, Royapettah, Chennai 600 014 to transact following businesses:

Ordinary Business:

1. To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2015, report of the Board of Directors and the Auditors' 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, 2015 including Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash flow statement for the year ended March 31, 2015 together with the reports of the Board of Directors and the Auditors of the Company thereon, as circulated to the members and presented to the meeting be are hereby adopted."

2. To declare dividend on equity shares.

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

   "Resolved that a dividend of Rs. 7/- per equity share of Rs.10/- each on 79,14,980 equity shares, as recommended by the Board of Directors, be and is hereby declared out of the profits of the Company for the year ended March 31, 2015, absorbing an amount of Rs.6,66,84,181/- (including dividend distribution tax and cess thereon) and that the said dividend be paid to those shareholders, whose names appear in the Company's Register of Members as at the end of business hours on **July 20, 2015** and in respect of shares in electronic form to those beneficial owners of the shares as at the end of business hours on **July 12, 2015** as per the details furnished by the Depositories for this purpose."

3. To appoint a Director in the place of Mr. L Lakshman, who retires by rotation under Article 111 & 113 of the Articles of Association of the Company and being eligible offers himself for re-election.

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

   "Resolved that Mr. L Lakshman (DIN 00012554), 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. The appointment of statutory auditors M/s. Varma & Varma, Chartered Accountants, who hold office from the conclusion of the Ninth Annual General Meeting until the conclusion of the Twelfth Annual General Meeting, is subject to the ratification by shareholders at every AGM in accordance with Section 139 & 142 of the Companies Act, 2013. The declaration to the effect that their appointment, if ratified, would be within the limits and that they are free from any disqualification specified in section 141 of the Companies Act, 2013, and the rules made thereunder, has been received from them.

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

   "Resolved that the appointment of M/s. Varma & Varma, Chartered Accountants (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 approve payment of commission to Mr. L Ganesh, Chairman and Non-Executive Director.

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

   "Resolved that pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act 2013 (the Act), the rules made thereunder and such other approvals, permissions and sanctions, as may be required, approval of the shareholders be and is hereby accorded for payment of remuneration by way of commission to Mr. L Ganesh, Chairman, not exceeding two percent (2 %) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, for a period of three financial years from April 1, 2015 to March 31, 2018."

   "Resolved further that subject to the limits as aforesaid, the payment and distribution of commission to

Mr L Ganesh, Chairman be determined by the Board of Directors from time to time in such proportion and in such manner as the Board may determine."

6. To appoint Ms. Ranjana Kumar, as an Independent Director

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

   "Resolved that pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions read with Schedule IV 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), Ms. Ranjana Kumar (DIN 02930881),appointed as an additional director of the company by the Board of Directors with effect from January 23, 2015, in terms of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company, in the category of an Independent Director, in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office up to the conclusion of Thirteenth Annual General Meeting."

(For and on behalf of the Board)

For **Rane Brake Lining Limited**

Chennai — **L Ganesh**

May 22, 2015 — Chairman

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 representative(s) 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. The Register of Members of the Company will remain closed from **Monday, July 13, 2015 to Monday, July 20, 2015** (both days inclusive) for annual closing and determining the entitlement of shareholders to the dividend on the equity shares for the financial year 2014-15, if declared.

5. Pursuant to the relevant provisions of Companies Act, 2013 / Companies Act, 1956, dividend for the financial year ended March 31, 2008 and thereafter which remain unclaimed for a period of seven years will be 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 remain unpaid as per Company records. Members are requested to contact the Company's Registrar and Transfer Agents, for payment in respect of the unclaimed dividend on or after the financial year 2007-08.

6. The Notice of the Tenth AGM along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) 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 Depository Participant(s) / Registrar and Share Transfer Agent (RTA) or write to us at investorservices@rane.co.in.

7. Members may also note that the notice of the tenth Annual General Meeting and the Annual Report 2015 will be available on the Company's website: www.rane.co.in.

8. Members holding shares in physical form are requested to notify to the Company immediately of any change in their residential and e-mail address to the Registrar and Transfer Agents:

   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.

9. 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.

10. Members / Proxies should bring the attendance slip duly filled in for attending the meeting.
11. 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 Tenth Annual General Meeting of the Company.
12. Information pursuant to clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment / re-appointment at the AGM are furnished in the Corporate Governance section of the Annual Report and this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
13. 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 Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 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 / polling 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 Friday, July 17, 2015 (9:00 am) and ends on Sunday, July 19, 2015 (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 Monday, July 13, 2015, 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 Monday, July 13, 2015.
    (vi) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Monday, July 13, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company / 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) 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.
    (ix) 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).
    (x) 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.
    (xi) 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.
    (xii) Mr. Balu Sridhar, Practising Company Secretary (Membership No. FCS 5869), Partner, M/s. 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.
    (xiii) 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 "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.
    (xiv) The Scrutinizer shall after the conclusion of voting at the general meeting, 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.

(xv) 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 Participant(s) or requesting physical copy]:

(i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

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

(For and on behalf of the Board)

For **Rane Brake Lining Limited**

Chennai
May 22, 2015

L Ganesh
Chairman

Statement of material facts pursuant to Section 102(1) of the Companies Act, 2013

Resolution No. 5

At the 7th Annual General Meeting of the Company held on July 13, 2012, the shareholders had approved payment of commission to Mr. L Ganesh, Chairman, not exceeding 1% of the net profits of the Company for a period of 3 years with effect from April 1, 2012 to March 31, 2015.

Mr. L Ganesh is a Chartered Accountant and also holds an MBA from the Pennsylvania State University, USA. He has over 36 years of industrial experience in overall management of the companies. He has held several positions of high responsibilities with various industry forums and had been the President of Automotive Component Manufacturers Association of India and Chairman of Confederation of Indian Industry, Southern Region. Presently he is honorary consul for New Zealand in South India.

Currently he is also the Chairman and Managing Director of Rane Engine Valve Limited and Vice-Chairman of Rane Holdings Limited.

Mr. L Ganesh is the Chairman of the Company since June 2007 and devotes substantial time and attention towards formulating new strategies to improve the performance and develop the business of the Company. The cost reduction and profit improvement measures formulated by him have benefited the Company. He has played a key role in establishing strong footprint in global markets and winning the coveted Deming award.

Considering the expanded scope of his role and responsibilities and value addition made through his efforts, it is proposed to revise the payment of commission to Mr. L Ganesh to such sum not exceeding two percent (2 %) of the net profits per annum, for a period of three years with effect from April 1, 2015 to March 31, 2018, as may be determined by the Board from time to time. Mr. L Ganesh does not draw any other remuneration from the Company except by way of sitting fees.

Mr. L Ganesh is concerned or interested in the resolution. Mr. L Lakshman being relative of Mr. L Ganesh, is deemed to be interested in the resolution.

None of the other Directors and KMP of the Company and their relatives is concerned or interested, financial or otherwise, in the above resolutions except to the extent of their shareholding, if any.

Your directors commend the resolution for adoption.

Resolution No.6

The Board of Directors of your Company, based on the recommendations of Nomination and Remuneration Committee vide resolution dated December 22, 2014 co-opted Ms. Ranjana Kumar as additional director in terms of Section 161 of the Companies Act, 2013 with effect from January 23, 2015, in the category of an Independent Director.

Ms. Ranjana Kumar is a prominent banker with varied experience of around 44 years. She is a Gold Medalist in Bachelor of Arts degree. Ms. Ranjana Kumar retired as a Vigilance Commissioner from the Central Vigilance Commission (a constitutional post with Govt. of India) and has held several significant positions in her career, including that of the Chairperson and Managing Director of Indian Bank, Chairperson of National Bank for Agriculture and Rural Development (NABARD), Executive Director holding concurrent charge as Chairman and Managing Director of Canara Bank, and CEO of the US operations of Bank of India based in New York.

During her tenure as Chairperson and Managing Director, Ms.Ranjana Kumar turned around Indian Bank, from a loss making entity into a profitable and successful bank. She had been the recipient of several awards including Lifetime Achievement Award in the Banking Industry (including PSU Banks & Private Sector Banks & Reserve Bank of India) for the year 2012. The Asian Centre for Corporate Governance & Sustainability has awarded her “Best Woman Director 2014”. She regularly addresses top managements of a cross-section of Public Sector Undertakings, and premier academic institutions globally.

The knowledge and experience of Ms. Ranjana Kumar would be immensely beneficial to the Company.

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Ms. Ranjana Kumar holds office up to the date of the ensuing AGM as additional director in the category of Independent 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 Ms. Ranjana Kumar for the office of Independent Director under the provisions of Section 149 of the Companies Act, 2013.

Ms. Ranjana Kumar is interested in the resolution as it relates to her own appointment. None of the other Directors and Key Managerial Personnel (KMP) of the Company and their relatives are concerned or interested, financial or otherwise in this resolution except to the extent of their shareholding, if any.

Information about Ms. Ranjana Kumar, in accordance with clause 49(VIII) of the Listing Agreement is attached and also furnished in corporate governance report annexed to the report by the Board of Directors.

Your directors commend the resolution for adoption.

(For and on behalf of the Board)
For **Rane Brake Lining Limited**

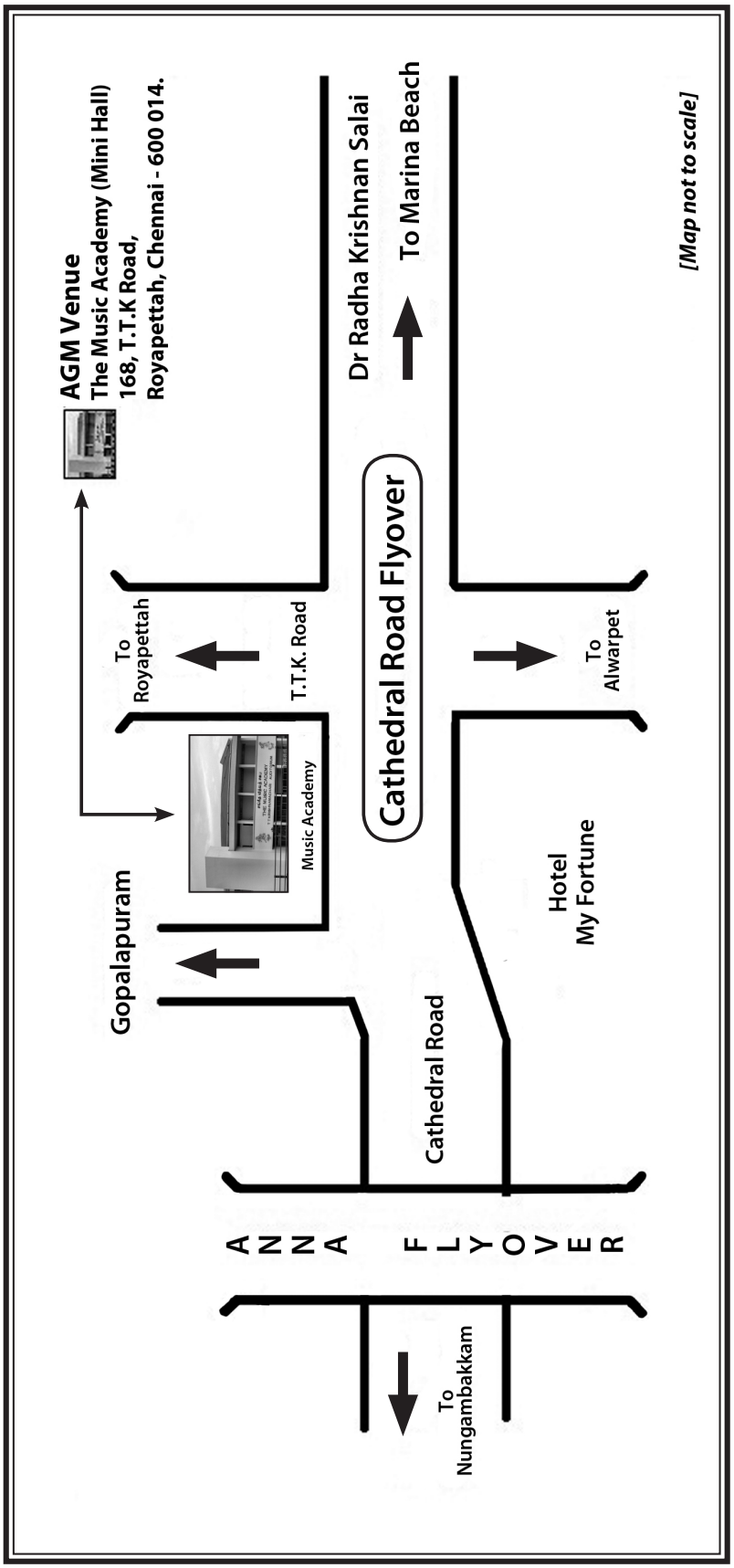
Chennai
May 22, 2015

L Ganesh
Chairman

Information about director seeking appointment / re-appointment in this Annual General Meeting in respect of item Nos.3 & 6 above (in accordance with clause 49 of the listing agreement).

Name of the Director	**Mr. L Lakshman**	**Ms. Ranjana Kumar**
DIN	00012554	02930881
Father's Name	L L Narayan	Late Sri Kameshwar Nath Raina
Date of Birth	July 17, 1946	December 10, 1945
Educational Qualifications	B.E, Executive MBA form London Business School	BA, CAIIB
Experience	Mr. L Lakshman has been spearheading the business of different companies in Rane Group and has more than 45 years of industrial experience.	Ms. Ranjana Kumar is a prominent banker with varied experience of around 44 years. She was also the Chairman and Managing Director of Indian Bank.
Date of Appointment	June 18, 2007	January 23, 2015
Other Directorships	**Executive Chairman** 1. Rane Holdings Limited **Director** 1. Rane (Madras) Limited 2. Rane Engine Valve Limited 3. JMA Rane Marketing Limited 4. DCM Engineering Limited 5. SRF Limited 6. Rane TRW Steering Systems Private Limited 7. Rane NSK Steering Systems Private Limited	1. Tata Global Beverages Limited 2. Coromandel International Limited 3. International Paper Appm Limited 4. Britannia Industries Limited 5. International Asset Reconstruction Company Private Limited 6. Vyome Biosciences Private Limited 7. Rainbow Children's Medicare Private Limited
Committee Memberships	**Chairman – Audit Committee** 1. Rane TRW Steering Systems Private Limited. 2. Rane NSK Steering Systems Private Limited. **Member – Audit Committee** 1. Rane Engine Valve Limited 2. Rane (Madras) Limited 3. SRF Limited 4. DCM Engineering Limited **Chairman – Stakeholders Relationship Committee** Rane (Madras) Limited **Member – Nomination and Remuneration Committee** 1. Rane (Madras) Limited 2. Rane Engine Valve Limited **Chairman – Corporate Social Responsibility Committee** 1. Rane (Madras) Limited 2. Rane Engine Valve Limited 3. Rane Holdings Limited	**Chairman – Audit Committee** 1. Vyome Biosciences Private Limited **Member – Audit Committee** 1. Tata Global Beverages Limited 2. International Asset Reconstruction Company Private Limited **Chairman- Nomination and Remuneration Committee** 1. Tata Global Beverages Limited 2. International Asset Reconstruction Company Private Limited **Member – Nomination and Remuneration Committee** Coromandel International Limited **Chairman – Stakeholders Relationship Committee** 1. Coromandel International Limited 2. International Paper APPM Limited **Chairman – Corporate Social Responsibility Committee** 1. Tata Global Beverages Limited 2. Coromandel International Limited **Member– Corporate Social Responsibility Committee** International Asset Reconstruction Company Private Limited **Member– Risk Management** Tata Global Beverages Limited **Chairman– Risk Management** Coromandel International Limited **Member- Ethics and Compliance** Tata Global Beverages Limited **Member- Capex** Rainbow Children's Medicate Private Limited
Number of shares held	50	NIL

ROUTE MAP TO AGM VENUE



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