Registered Office:
"Maithri", No. 132,
Cathedral Road,
Chennai - 600 086,
India
CIN: L63011TN2004PLC054948

Tel: 91 44 2811 2472
Fax: 91 44 2811 2449
URL: www.ranegroup.com

Rane Brake Lining Limited

//Online submission//

RBL/SE/15/2020-21

July 10, 2020

BSE Limited (BSE) Listing Centre **Scrip Code: 532987**	**National Stock Exchange of India Limited (NSE)** NEAPS **Symbol: RBL**

Dear Sir / Madam,

Sub: Notice of the 15th Annual General Meeting & 15th Annual Report FY 2019-20- Regulation 34 SEBI LODR

The **Fifteenth Annual General Meeting** (15th AGM) is scheduled to be held on **Wednesday, August 05, 2020 at 15:00 hrs IST** through **Video Conference (VC) / Other Audio Visual Means (OAVM)**. In terms of regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) the copy 15th Annual Report alongwith the Notice of the 15th AGM dated June 17, 2020 being sent to the shareholders of the Company, is enclosed herewith and the same is also available on the website of the Company at *www.ranegroup.com*.

The Company has engaged Central Depository Services (India) Limited ("CDSL") for providing E-voting services and VC/OAVM facility for this AGM. Details of e-voting are as follows:

Cut-off date for determining eligibility for the remote e-voting & poll at the AGM	July 29, 2020 (Wednesday)
e-Voting start date and time	August 02, 2020 (Sunday) and 09:00 hrs IST
e-Voting end date and time	August 04, 2020 (Tuesday) and 17:00 hrs IST

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 disseminate to the stakeholders.

Thanking you.

For **Rane Brake Lining Limited**

VENKAT RAMAN
Digitally signed by VENKATRAMAN
Date: 2020.07.10 13:38:33 +05'30'

Venkatraman
Secretary

Encl: a/a

NOTICE TO MEMBERS

NOTICE is hereby given that the Fifteenth (15th) Annual General Meeting of Rane Brake Lining Limited will be held on, August 5, 2020 at 15:00 hrs IST through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2020, together with reports of the Board of Directors and the Auditor thereon

   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, 2020 together with the reports of the Board of Directors and the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted."

2. To declare dividend on equity shares

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

   "Resolved that a final dividend of ₹11/- per equity share having face value of ₹10/- each, fully paid-up, on 79,14,980 equity shares be and is hereby declared out of the profits of the Company for the year ended March 31, 2020 absorbing a sum of ₹8,70,64,780/- and that the dividend be paid to those shareholders, whose name appear in the Company's Register of Members as on July 29, 2020 and the interim dividend of ₹6/- per equity share declared by the Board of Directors on January 23, 2020 and paid to the shareholders on February 12, 2020, be confirmed to represent a total dividend of ₹17/- per equity share having face value of ₹10/- each paid out of the profits of the Company for the financial year 2019-20."

3. To appoint a Director in the place of Mr. Lakshman Lakshminarayan (DIN: 00012554), who retires by rotation and being eligible, offers himself for re-appointment

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

   "Resolved that Mr. Lakshman Lakshminarayan (DIN: 00012554), who retires by rotation under article 111 and 113 of the Articles of Association of the Company and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

4. To approve appointment and remuneration of Mr. R Balakrishnan, as Manager

   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 (the "Act"), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (SEBI LODR) (including any statutory modification(s) or re-enactment thereof for the time being in force) approval be and is hereby accorded for the appointment of Mr. R Balakrishnan, President, as 'Manager' within the meaning of Section 2(53) of the Act, for a period of five years with effect from January 24, 2020 to January 23, 2025 on the following terms:

   (i) Salary

   ₹2,76,700/- per month. Annual increase will be effective 1st April every year. The quantum of increase will be as decided by the Board of Directors, from time to time.

   (ii) Perquisites

   Perquisites like superannuation allowance, fee to clubs, personal accident insurance, use of chauffeur driven car/s, telephone at residence, medical insurance for self and family, medical allowance, leave & leave encashment, leave travel concession, education allowance, special allowance etc., will be provided in accordance with the policy of the Company as applicable to Key Managerial Personnel and Senior Management Personnel of the Company. 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 / NPS will be as per the scheme of the Company. Company's contribution to Provident Fund and Superannuation Fund / NPS 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. Gratuity payable shall be as per the rules of the Company.

(iv) **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 Manager shall not exceed the limits prescribed under the Companies Act, 2013.

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

Resolved further that the remuneration specified hereinabove, may be enhanced, altered or varied by the Board, in accordance with the relevant provisions of the Companies Act 2013 / Income Tax Act, 1961 and / or the rules and regulations made thereunder including any re-enactments thereof or such other limit as may be prescribed by the Government from time to time as minimum remuneration."

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

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

"Resolved that in addition to approval already accorded by the members of the Company vide resolution passed at the 13th Annual General Meeting of the Company held on July 24, 2018, specific annual approval in terms of the provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) (including any statutory modifications or re-enactment thereof) be and is hereby accorded for payment of remuneration to Mr. Ganesh Lakshminarayan, (DIN:00012583) Chairman, for the financial year ended March 31, 2020 exceeding 50% (fifty percent) of the total annual remuneration paid to all the Non-Executive Directors of the Company for the said financial year.

Resolved further that Board of Directors of the Company be and are hereby authorized to determine matters, from time to time, in connection with the payment and distribution of commission to Mr. L Ganesh, in such proportion and in such manner as may be necessary, proper and expedient to give effect to approval(s) accorded by the members."

(By order of the Board)
For **Rane Brake Lining Limited**

Chennai
June 17, 2020

Venkatraman
Secretary

Registered Office:
Rane Brake Lining Limited
"Maithri", 132, Cathedral Road,
Chennai - 600 086
CIN: L63011TN2004PLC054948
www.ranegroup.com

NOTES:

1. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM, without the physical presence of the members at a common venue. The Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means i.e., remote e-voting and voting on the date of the AGM.
2. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning special business to be transacted at the AGM is annexed and forms part of this Notice.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. **However, since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
4. Corporate members intending to represent through their authorised representatives in the AGM through VC/OAVM and to vote through remote e-voting or vote at the AGM are requested to send to the Company a certified copy of the board resolution authorising their representative to the designated e-mail address of the Company i.e., investorservices@ranegroup.com and to CDSL i.e. helpdesk.evoting@cdslindia.com.

5. The record date for the purpose of final dividend and the cut-off date for the purpose of determining eligibility of members for voting in connection with the Fifteenth AGM has been fixed as **July 29, 2020 (Wednesday).**

6. Pursuant to the relevant provisions of the Companies Act, 2013, dividend, which remained unclaimed/unpaid for a period of seven years from the date they became due for payment are required to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such dividend are also liable to be transferred to the demat account of the IEPF Authority.

7. Members may also note that the notice of the Fifteenth AGM and the annual report 2020 will be available in the Investors Section on the Company's website www.ranegroup.com and on the website of CDSL i.e. www.evotingindia.com.

8. Listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as National Automated Clearing House (NACH), National Electronic Fund Transfer (NEFT), Real Time Gross Settlement (RTGS) for making payments like dividend to the shareholders, in terms of Schedule I of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). Accordingly, shareholders holding securities in demat mode are requested to update their bank details with their depository participants. Shareholders holding securities in physical form are requested to update bank account details by furnishing requisite documents with the RTA of the Company.

9. Members holding shares in dematerialized form are requested to notify any change in their addresses, bank details or e-mail address with their respective DP and those holding shares in physical form are requested to notify the RTA at the following address:

   M/s. Integrated Registry Management Services Private Limited
   SEBI Registration No. INR000000544
   2nd Floor, "Kences Towers", No.1, Ramakrishna Street,
   North Usman Road, T Nagar, Chennai - 600 017
   e-mail ID: corpserv@integratedindia.in
   Phone: 044 2814 0801-803; Fax: 044 2814 2479

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their respective DP. Further, in terms of SEBI circular dated April 20, 2018, the Company has sent reminder letters to individual shareholders for updating the details of PAN and Bank account details of persons holding shares in physical form with the Company's RTA.

11. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof for the prescribed rates applicable to various categories. The shareholders are requested to update their PAN with the Company/ RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to investorservices@ranegroup.com before 23:59 hrs IST on **July 29, 2020.** Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their respective country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F any other document which may be required to avail the tax treaty benefits by sending an email to investorservices@ranegroup.com. The aforesaid declarations and documents need to be submitted by the shareholders before 23:59 hrs IST on **July 29, 2020.**

12. Effective April 1, 2019, SEBI has disallowed listed companies from accepting requests for transfer of securities held in physical form, by amending the SEBI LODR. Members will need to convert shares held in physical form to demat for effecting any transfer. Only requests for transmission and transposition will be accepted by the Company/RTA.

13. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the RTA, for consolidation into a single folio. The share certificate(s) will be returned to the members after necessary endorsements.

14. Members holding shares in single name and physical form are advised to make nomination or change nomination in respect of their shareholding in the Company in the prescribed form to the RTA. The nomination form(s) can also be downloaded from the Company's website www.ranegroup.com.

15. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020 will also be available on the Company's website www.ranegroup.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of CDSL www.evotingindia.com.

16. The Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

17. Information pursuant to regulations 26(4), 36(3) of SEBI LODR and Secretarial Standard on General Meeting (SS-2) with respect of the Directors seeking appointment / re-appointment, as the case may be, at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.

18. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write well in advance to the Company on investorservices@ranegroup.com.

19. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.

20. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereto) and SEBI LODR, the Company is pleased to provide members/shareholders 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/ shareholders using an electronic voting system from a place other than venue of the AGM ('remote e-voting') and for poll during the meeting will be provided by Central Depository Services (India) Limited **(CDSLe-Voting System**).

    ii. 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' or voting at the AGM through poll.

    iii. The 'remote e-voting' period commences on **(Sunday) August 02, 2020 (9:00 hrs)** and ends on **(Tuesday) August 04, 2020 (17:00 hrs)**. During this period, members/shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **July 29, 2020 (Wednesday)**, may cast their vote by 'remote e-voting'. The 'remote e-voting' module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

    iv. The voting rights of members/shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., **Wednesday, July 29, 2020**.

    Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **Wednesday, July 29, 2020**, may cast their vote electronically.

    v. Mr. Balu Sridhar, Practicing Company Secretary (ICSI Membership no. FCS 5869), Partner, M/s. A.K. Jain & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the 'remote e-voting' process and voting at the AGM, in a fair and transparent manner.

    vi. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.ranegroup.com and on the website of CDSL www.evotingindia.com 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.

THE INSTRUCTIONS FOR SHAREHOLDER FOR REMOTE E-VOTING ARE AS UNDER:-

A. To Log-in to CDSL e-Voting website

1. Visit the e-Voting website of CDSL. Open a web browser by typing the following URL: https://www.evotingindia.com/ either on a Personal Computer or on a mobile.

2. Click on 'Shareholders' module.

3. Enter your User ID:

    a) For CDSL: 16 digits beneficiary ID,

    b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

    c) Shareholders holding shares in physical form: Folio Number registered with the Company.

    (OR)

    Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login -Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

4. Next, enter the Image Verification as displayed and click on 'Login'.

5. If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

    a) If you are using CDSL e-Voting system for the first time, then follow below steps:

        (i) Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

        Shareholders who have not updated their PAN with the Company/Depository Participant are

requested to use the sequence number the first two letters of their name and the last 8 digits of the Client ID /Folio number-in the PAN field. In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.

(ii) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.

If Dividend Bank Details or Date of Birth are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in point 3 of clause A.

6. After entering these details appropriately, click on 'SUBMIT' tab.
7. Shareholders holding shares in physical form will then directly reach the Company selection screen.
8. Create Password:

Shareholder holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other companies on which they are eligible to vote, provided that such Companies opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

9. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
10. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

B. To Cast your vote electronically on CDSL e-Voting system.

1. After successful login, you will reach Company selection screen.
2. Click on 'EVSN' for RANE BRAKE LINING LIMITED.
3. Now you are ready for e-Voting as the Voting page opens.
4. On the voting page, you will see 'RESOLUTION DESCRIPTION' and against the same, the option 'YES/NO' for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and the option NO implies that you dissent to the Resolution.
5. Click on the 'RESOLUTIONS FILE LINK' if you wish to view the entire Resolution details.
6. After selecting the resolution that you have decided to vote on, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
7. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
8. You can also take a printout of the votes cast by clicking on 'CLICK HERE TO PRINT' option on the Voting page.
9. Shareholders can also cast their vote using CDSL's mobile app 'm-Voting'. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
10. Note for Non – Individual Shareholders and Custodians:
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the 'Corporates' module.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
    - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
    - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address investorservices@ranegroup.com (designated email address by Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company's e-mail ID investorservices@ranegroup.com or to RTA's e-mail ID srirams@integratedindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company's e-mail ID investorservices@ranegroup.com or to RTA's e-mail ID srirams@integratedindia.com
3. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the aforesaid shareholders.

INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at the weblink: https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before and after the scheduled time of the commencement of the Meeting and will be available for Shareholders on a first come first served basis.
3. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
4. Further, shareholders will be required to allow Camera and use the Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at investorservices@ranegroup.com, from July 28, 2020 (9:00 hrs IST) to August 01, 2020 (17:00 hrs IST). The shareholders who do not wish to speak during the AGM but have queries may send their queries in within the above mentioned time period prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investorservices@ranegroup.com.
7. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholder have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholder shall be considered invalid, as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Other Instructions

1. In case of any queries or issues, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

(By order of the Board)
For Rane Brake Lining Limited

Venkatraman
Secretary

Chennai
June 17, 2020

Registered Office:
Rane Brake Lining Limited
"Maithri", No. 132, Cathedral Road,
Chennai - 600 086
CIN: L63011TN2004PLC054948
www.ranegroup.com

EXPLANATORY STATEMENT

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

Item No.4

In terms of section 203 of the Companies Act, 2013, the Company is required to appoint a whole time Key Managerial Personnel (KMP) in the designation of MD/CEO/Manager/Whole Time Director. The Company has identified Mr. R Balakrishnan, President, for the appointment as KMP in the position of 'Manager' within the meaning of section 2(53) of the Companies Act, 2013 (the Act).

Mr. R Balakrishnan holds mechanical engineering degree and has over 30 years of work experience in manufacturing, operations and technical areas. He has worked for Rane (Madras) Limited and Godrej & Boyce before joining our Company.

The Board of Directors after considering his qualification, experience, expertise and taking into consideration the recommendations of Nomination and Remuneration Committee, has appointed Mr. R Balakrishnan also as Manager of the Company for a period of five years, effective from January 24, 2020 to January 23, 2025. The appointment is, subject to approval of the members in accordance with Section 196 of the Companies Act, 2013.

Details as required under the Schedule V to the Companies Act, 2013 and under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

I. General information:

The Company is a subsidiary of Rane Holdings Limited under Section 2(87) of the Companies Act, 2013. The Company is into manufacturing of Friction material products such as Brake Lining, Disc Pads, Clutch facings, Clutch buttons, Brake Shoes and Railway brake blocks. The Company is the market leader in India and global player in friction material. The financial performance of the Company for the year ended March 31, 2020 is given below:

Particulars for 2019-20	₹ In Lakhs
Sales & Operating Revenue	47,097.95
Profit Before Tax	4,467.68
Provision for Tax (net tax expense)	1,033.59
Profit After Tax	3,434.08

Nisshinbo Holdings Inc., Japan, Foreign Collaborator and part of the Promoter Group of the Company, holds 20.15% of the equity share capital of the Company. The Company also has a technical collaboration with its group companies for certain formulation technology

II. Information about the appointee:

Name of the Manager	Mr. R Balakrishnan
DIN	-
Father's Name	Mr. Manghat Padath Prabhakaran
Date of Birth	May 08, 1965
Educational Qualifications	BE
Experience	Mr. R Balakrishnan has over 30 years of industrial experience and has held various positions in the areas of marketing operations, business development overseas and other corporate functions.
Past Remuneration (2019-20)	₹88,70,016/-
Recognition / Awards	-
Job Profile and his suitability	He heads overall operations and is responsible for achieving the operating and strategic business plans of the Company. Given his qualification and experience, Mr. R Balakrishnan 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 standards in the industry, size of the company, profile of the position, etc.

Pecuniary Relationship and relationship with the managerial personnel	Apart from receiving remuneration he has no other pecuniary relationship with the Company. Mr. R Balakrishnan is not related to any other Managerial Personnel of the Company.
Other Directorships	Nil
Committee Memberships	Nil

III. Other Information:

Other information such as reasons for loss or inadequacy of profits, steps taken or proposed to be taken for improvement, expected increase in productivity and profit in measurable terms are not applicable as the Company is currently profitable.

IV. Other Disclosures:

The Company has not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2019-20. Mr. R Balakrishnan satisfies all the conditions laid down in Schedule V to the Companies Act, 2013. He holds no equity shares of the Company (including joint holdings).

Mr. R Balakrishnan is interested in the resolution as it relates to his own appointment. None of the directors and other 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, in the Company.

The Board recommends passing the resolution as set out at item no. 4 of this notice as a **special resolution.**

Item No.5

The members of the Company at the Thirteenth Annual General Meeting held on July 24, 2018, had approved payment of commission to Mr. L Ganesh, Chairman, a sum not exceeding 2% of the annual net profits of the Company, for a period of 3 years with effect from April 1, 2018 to March 31, 2021. The ordinary resolution was approved by members with 99.99% of votes cast in favour of the resolution.

In terms of Regulation 17(6)(ca) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) annual approval of shareholders by way of special resolution is required to be obtained if the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration paid/payable to all Non-Executive Directors.

For the financial year ended March 31, 2020, Mr. L Ganesh is entitled to receive a commission of ₹92,95,470/- being 2% (approx.) of the net profits calculated in accordance with Section 198 of the Companies Act, 2013. The said commission, together with sitting fees exceeds 50% (fifty percent) of the total annual remuneration paid to all the Non-Executive Directors of the Company for the said financial year.

In order to comply with the requirement under Regulation 17(6)(ca) of SEBI LODR, approval of the members is being sought by way of a special resolution, as set out in item no.5 of this notice.

Mr. L Ganesh is concerned or interested in the resolution. Mr. L Lakshman being his relative, is deemed to be interested in the resolution. None of the other Directors and Key Managerial Personnel (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, in the Company. The Board recommends passing the resolution as set out at item no. 5 of this notice as a **special resolution.**

(By order of the Board)

For Rane Brake Lining Limited

Venkatraman
Secretary

Chennai
June 17, 2020

Registered Office:
Rane Brake Lining Limited
"Maithri", No. 132, Cathedral Road,
Chennai - 600 086
CIN: L63011TN2004PLC054948
www.ranegroup.com

Annexure to the Notice dated June 17, 2020

Information about Directors seeking re-appointment / appointment at the forthcoming Annual General Meeting in compliance with Regulation 26(4), 36(3) of SEBI LODR and Secretarial Standard on General Meeting (SS-2) as on June 17, 2020.

Name of the Director	Mr. Lakshman Lakshminarayan
Father's Name	Mr. L L Narayan
Director Identification Number (DIN)	00012554
Age (in years)	73
Date of Birth	July 17, 1946
Educational Qualifications	B.E (Mech.), Executive MBA from London Business School
Experience	Mr. L Lakshman had been spearheading the business of Rane Group of Companies and has more than 50 years of industrial experience. He provides guidance and mentorship to the management and advisory support in iniatives of strategic importance to the Group's future growth plans
Date of first appointment on the Board	June 18, 2007
Terms and Conditions of appointment	Re-appointment as a Non-Executive Director, liable to retire by rotation
Last drawn remuneration	Sitting fee for FY 2019-20 – ₹1,25,000
Remuneration sought to be paid	No approval is being sought for payment of remuneration. Eligible for sitting fee for the attending meetings of the Board and Committees of which he is a member
Relationship with other Directors / Manager / KMP	Brother of Mr. L Ganesh and father of Mr. Harish Lakshman.
Other Directorships	**Chairman Emeritus** 1. Rane Holdings Limited **Director** 1. Rane Engine Valve Lining Limited 2. Rane (Madras) Limited 3. Rane TRW Steering Systems Private Limited 4. Rane NSK Steering Systems Private Limited 5. SRF Limited
Committee Memberships in other Boards	**Chairman – Stakeholders' Relationship Committee** 1. Rane (Madras) Limited 2. Rane Holdings Limited **Member – Audit** 1. Rane (Madras) Limited 2. Rane NSK Steering Systems Private Limited 3. Rane TRW Steering Systems Private Limited 4. SRF Limited 5. Rane Engine Valve Limited **Member - Nomination and Remuneration** 1. Rane (Madras) Limited 2. Rane Engine Valve Limited 3. Rane Holdings Limited **Chairman – Corporate Social Responsibility** 1. Rane Holdings Limited 2. Rane Engine Valve Limited 3. Rane (Madras) Limited 4. Rane NSK Steering Systems Private Limited 5. Rane TRW Steering Systems Private Limited **Member – Corporate Social Responsibility** 1. SRF Limited
Number of meetings of the Board attended during the year	3 (Three)
Number of equity shares held (Including Joint holding, if any)	100 (One Hundred)