Registered Office:
" Maithri "
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

RBL / SE / 20 / 2017-18

July 21, 2017

BSE Limited Listing Centre Scrip Code: **532987**	**National Stock Exchange of India Ltd.** NEAPS Symbol: **RBL**

Dear Sir / Madam,

Sub: Notice of the 12th Annual General Meeting & e-voting

Ref: Letter No. RBL/SE/08/2017-18 dated May 17, 2017

The Twelfth (12th) Annual General Meeting (AGM) is scheduled to be held on **Wednesday, August 23, 2017** 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 AGM being sent to the shareholders of the Company, is enclosed herewith and the same is available on the website of the company at *www.ranegroup.com.*

The company has provided to the members facility to exercise vote on resolutions to be considered at the 12th AGM by electronic means through remote e-voting services of National Securities Depository Limited (NSDL). The cut-off date for the purpose of determining eligibility for the remote e-voting is fixed as **Wednesday, August 16, 2017.**

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.

Yours faithfully,
For **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@ranegroup.com, Website : www.ranegroup.com

Notice to Shareholders

NOTICE is hereby given that the **Twelfth Annual General Meeting of Rane Brake Lining Limited** is scheduled to be held at **10:15 a.m.** on **Wednesday, August 23, 2017,** 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 Statement of the Company for the year ended March 31, 2017, report of the Board of Directors and the Auditors' report thereon**

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

   "Resolved that the audited financial statement of the Company for the year ended March 31, 2017 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 and are hereby adopted."

2. **To declare dividend on equity shares**

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

   "Resolved that final dividend of ₹ 9/- per equity share of ₹ 10/- each on 79,14,980 equity shares be and is hereby declared out of the profits of the Company for the year ended March 31, 2017 absorbing a sum of ₹ 8,57,36,553 Crores (including dividend distribution tax and cess thereon) be paid to those shareholders, whose name appear in the Register of Members and records of the depositories, as on August 16, 2017 and the interim dividend of ₹ 6/- per equity share declared by the Board of Directors on January 20, 2017 and paid to the shareholders on February 9, 2017, be confirmed to represent a total dividend ₹ 15/- per equity share of ₹ 10/- each be paid out of the profits of the Company for the financial year 2016-17."

3. **To appoint a director in the place of Mr. Kazuhiro Iwata (DIN : 06875329), who retires by rotation and being eligible, offers himself for re-appointment**

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

   "Resolved that Mr. Kazuhiro Iwata (DIN : 06875329), 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."

4. **To re-appoint statutory auditors of the Company.**

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

   "Resolved that M/s. Varma and Varma, Chartered Accountants (Firm Registration No. 004532S) with The Institute of Chartered Accountants of India), be and are hereby re-appointed for a second term of five consecutive years as statutory auditors of the Company, to hold office from the conclusion of this twelfth Annual General Meeting until the conclusion of the seventeenth Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting), 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. Parvathaneni Santosh Kumar (DIN : 00267280) as an Independent Director**

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

   "Resolved that pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Parvathaneni Santosh Kumar (DIN : 00267280), appointed as an additional director of the Company in the category of Independent Director by the board of directors with effect from January 20, 2017, in terms of section 149 read with section 161 and the Articles of Association of the Company, 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 an Independent Director of the Company, not liable to retire by rotation, to hold office upto conclusion of fourteenth Annual General Meeting.

6. **To re-appoint Mr. Srinivasan Sandilya (DIN : 00037542) as an Independent Director for a second term**

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

   "Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Srinivasan Sandilya (DIN : 00037542), who was appointed as an Independent Director and who holds office upto the conclusion of this Annual General Meeting and being eligible, in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years, upto August 22, 2022 or upto the conclusion of the seventeenth Annual General Meeting, whichever is earlier."

7. **To re-appoint Mr. Suresh Chandra Gupta (DIN : 02085068) as an Independent Director for a second term**

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

   "Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act 2013 and applicable rules made thereunder (including any statutory modification(s)

or re-enactment thereof for the time being in force) Mr. Suresh Chandra Gupta (DIN : 02085068), who was appointed as an Independent Director and who holds office upto the conclusion of this Annual General Meeting and being eligible, in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of three consecutive years, upto August 22, 2020 or upto the conclusion of the fifteenth Annual General Meeting, whichever is earlier."

8. To re-appoint Mr. Anil Kumar Venkat Epur (DIN : 00202454) as an Independent Director for a second term.

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

"Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Anil Kumar Venkat Epur (DIN : 00202454), who was appointed as an Independent Director and who holds office upto the conclusion of this Annual General Meeting and being eligible, in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years, upto August 22, 2022 or upto the conclusion of the seventeenth Annual General Meeting, whichever is earlier."

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

Venkatraman
Secretary

Chennai
May 17, 2017

Registered Office:
"Maithri", 132, Cathedral Road
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CIN: L63011TN2004PLC054948
www.ranegroup.com

NOTES:

1. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings, an explanatory statement setting out the material facts concerning business to be transacted at the AGM is annexed and forms part of this Notice.

2. Any member entitled to attend and vote at the Annual General Meeting (AGM) may appoint a proxy to attend and vote at the AGM 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 commencement of the AGM.

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.

3. Corporate members intending to send their authorised representatives to attend the AGM 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 AGM.

4. Pursuant to the relevant provisions of the Companies Act 1956 / Companies Act 2013, dividend if any, upto the financial year ended March 31, 2010 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 were remaining unpaid as per Company's records. Members are requested to contact the Company's Registrars and Transfer Agents (RTA), for payment in respect of the unclaimed dividend on or after the financial year 2009-10.

5. The notice of the twelfth 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 / RTA.

6. Members may also note that the notice of the twelfth AGM and the annual report 2017 will be available on the Company's website www.ranegroup.com.

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

M/s. Integrated Registry Management Services Private Limited
SEBI Registration No. INR000000544
II Floor, "Kences Towers", No.1, Ramakrishna Street,
North Usman Road, T.Nagar, Chennai 600 017

8. Members holding shares in dematerialized form are requested to update the change in residential and e-mail address with their respective DP.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP with whom they are maintaining their demat accounts.

Members holding shares in physical form can submit their PAN to the RTA.

10. 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.

11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.ranegroup.com

12. Members / Proxies should bring the attendance slip duly filled in for attending the AGM.

13. Information pursuant to regulation 26(4), 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) (SEBI LODR) and Secretarial Standard on General Meetings (SS-2) with respect of the Directors seeking appointment / re-appointment at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.

14. 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 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.

Members may note the following process and manner for 'remote e-voting' :

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 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 poll.

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 (Sunday) August 20, 2017 (9:00 hrs.) and ends on (Tuesday) August 22, 2017 (17:00 hrs.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 16, 2017 (Wednesday), 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 Wednesday, August 16, 2017.

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. Wednesday, August 16, 2017, 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 poll.

xii. 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.

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 the Board, 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.ranegroup.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by the Board. The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed.

INSTRUCTIONS FOR 'REMOTE 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:

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

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

Chennai
May 17, 2017

Venkatraman
Secretary

Registered Office:
"Maithri", 132, Cathedral Road, Chennai 600 086
CIN: L63011TN2004PLC054948
www.ranegroup.com

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

Resolution No.5

Mr. Parvathaneni Santosh Kumar (DIN : 00267280) joined the board of directors of your Company on January 20, 2017 and was appointed as Additional director (Independent) upto the conclusion of this AGM. It is proposed to appoint him as Independent Director to hold office upto conclusion of fourteenth Annual General Meeting.

Mr. P S Kumar is a Fellow member of the Institute of Chartered Accountants of India (ICAI) and the Institute of Chartered Accountants in England and Wales (ICAEW). He is the Partner in charge at M/s. Brahmayya & Co., Chartered Accountants, Chennai. He has over 45 years of rich experience in the fields of corporate & internal audits, mergers & acquisitions, international taxation, transfer pricing including specified domestic transactions, etc.

The Nomination and Remuneration Committee of the Board has recommended the appointment of Mr. P S Kumar (DIN : 00267280) as Independent Director with effect from January 20, 2017 till conclusion of the fourteenth Annual General Meeting of the Company.

Mr. P S Kumar is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. P S Kumar that he meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and provisions of SEBI LODR.The Company has received notice in writing under section 160 of the Companies Act 2013, along with requisite deposit amount from a member signifying the intention to propose his candidature to the office of director of the Company.

In view of his knowledge, rich experience and fulfilment of the conditions for appointment as an independent director as specified in the Act and SEBI LODR, in the opinion of board of directors the appointment of Mr. P S Kumar would be beneficial to the Company.

Copy of the draft letter of appointment of Mr. P S Kumar as an independent director setting out the terms and conditions is available for inspection by members at the registered office of the Company during the working hours upto the date of AGM.

Other information relating to his appointment in accordance with Secretarial Standard –SS-2 and Regulation 26(4) and 36(3) of SEBI LODR is annexed to the Notice.

Mr. P S Kumar is interested in the resolution as it relates to his own appointment. None of the other Directors and 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.5 of this notice as an ordinary resolution.

Resolution No.6

Mr. Srinivasan Sandilya (DIN : 00037542) joined the board of your company on February 6, 2008 and was appointed by the

shareholders as Independent Director in AGM 2014 for a first term of three consecutive years commencing from the conclusion of the ninth AGM till the conclusion this twelfth AGM. It is proposed to re-appoint him as Independent Director for a second term of five years from conclusion of this twelfth Annual General Meeting to August 22, 2022 or upto the conclusion of the seventeenth Annual General Meeting, whichever is earlier.

Mr. S Sandilya holds a Bachelor's degree in Commerce and Post Graduate Diploma in Business Administration from Indian Institute of Management (IIM), Ahmedabad. Mr. S Sandilya joined Eicher Group in 1975 and he is presently the non-executive Chairman of Eicher Motors Limited since 2006. He has over 48 years of experience and has held various positions in different business units in Eicher Group and was responsible for group finance and strategic planning at the corporate office. He also served as the managing director of Eicher Motors Limited, the commercial vehicles business unit of the group till 1999 and also served as group chairman and CEO from the year 2000 to 2006.

Mr. S Sandilya is the Chairman and independent director of Mastek Limited and in addition a member on the board of directors of reputed companies in the engineering and infrastructure sectors. He is also on the board of Mastek UK Limited. Mr. S Sandilya is a director in Lean Management Institute of India. He is also the president of SOS Children's Villages of India, a non-profit organisation looking after children in need of care.

In compliance with Schedule IV of the Act, the Board has evaluated performance of the director in terms of broad parameters like attendance, participation in meetings, sharing of relevant domain experience networking in other forums, strategic inputs and demonstration towards governance compliances.

Based on the evaluation of directors carried out during his term of Independent Director, the Nomination and Remuneration Committee of the Board has recommended the re-appointment of Mr. S Sandilya as Independent Director for a second term as set out in the resolution.

Mr. S Sandilya is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. S Sandilya that he meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and provisions of SEBI LODR. The Company has received notice in writing under section 160 of the Companies Act 2013, along with requisite deposit amount from a member signifying the intention to propose his candidature to the office of director of the Company.

Taking into consideration the knowledge, rich experience, contributions in the meetings as a member of the Board / committees thereof and fulfilment of the conditions for re-appointment as an independent director as specified in the Act and SEBI LODR, the board of directors recommends that the continuance of Mr. S Sandilya would be beneficial to the Company.

Other information relating to his re-appointment in accordance with Secretarial Standard –SS-2 and Regulation 26(4) and 36(3) of SEBI LODR is annexed to the Notice

Copy of the draft letter for appointment of Mr. S Sandilya as an independent director setting out the terms and conditions is available for inspection by members at the registered office of the Company during the working hours upto the date of AGM.

Mr. S Sandilya is interested in the resolution as it relates to his own appointment. None of the other Directors and 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. 6 of this notice as a special resolution.

Resolution No.7

Mr. Suresh Chandra Gupta (DIN : 02085068) joined the board of your company on March 24, 2008 and was appointed by the shareholders as Independent Director in AGM 2014 for a first term of three consecutive years commencing from the conclusion of the ninth AGM till the conclusion this twelfth AGM. It is proposed to re-appoint him as Independent Director for a second term of three years from conclusion of this twelfth Annual General Meeting to August 22, 2020 or upto the conclusion of the fifteenth Annual General Meeting, whichever is earlier.

Mr. S C Gupta holds a bachelor degree in engineering from The Birla Institute of Technology & Science (BITS, Pilani) and has over 49 years of experience in the field of planning, implementation and financial control of projects & technology. He worked in Indian railways for 38 years, where he held various positions. In his last position as a member to the electrical railway board, ex-officio secretary to the government of India, he was responsible for improving operational efficiency, productivity and safety on Indian railways.

In compliance with Schedule IV of the Act, the Board has evaluated performance of the director in terms of broad parameters like attendance, participation in meetings, sharing of relevant domain experience networking in other forums, strategic inputs and demonstration towards governance compliances.

Based on the evaluation of directors carried out during his term as Independent Director, the Nomination and Remuneration Committee of the Board has recommended the re-appointment of Mr. S C Gupta as Independent Director for a second term as set out in the resolution.

Mr. S C Gupta is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. S C Gupta that he meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and provisions of SEBI LODR. The Company has received notice in writing under section 160 of the Companies Act 2013, along with requisite deposit amount from a member signifying the intention to propose his candidature to the office of director of the Company.

Taking into consideration the knowledge, rich experience, contributions in the meetings as a member of the Board / committees thereof and fulfilment of the conditions for re-appointment as an independent director as specified in the Act and SEBI LODR, the board of directors recommends that the continuance of Mr. S C Gupta would be beneficial to the Company.

Other information relating to his re-appointment in accordance with Secretarial Standard–SS-2 and Regulation 26(4) and 36(3) of SEBI LODR is annexed to the Notice

Copy of the draft letter for appointment of Mr. S C Gupta as an independent director setting out the terms and conditions is available for inspection by members at the registered office of the Company during the working hours upto the date of AGM.

Mr. S C Gupta is interested in the resolution as it relates to his own appointment. None of the other Directors and 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.7 of this notice as a special resolution.

Resolution No.8

Mr. Anil Kumar Venkat Epur (DIN : 00202454) joined the board of your company on February 6, 2008 and was appointed by the shareholders as Independent Director in AGM 2014 for a first term of three consecutive years commencing from the conclusion of the ninth AGM till the conclusion this twelfth AGM. It is proposed to re-appoint him as Independent Director for a second term of five years from conclusion of this twelfth Annual General Meeting to August 22, 2022 or upto the conclusion of the seventeenth Annual General Meeting, whichever is earlier.

Mr. Anil Kumar Venkat Epur hold Bachelors and Masters degrees in electronics engineering and is a management graduate in finance & production from Cornell University, USA. He has over 41 years of experience. He is associated with the Confederation of Indian Industry (CII) and held various positions including as its southern regional chairman. He was also actively involved in various expert committees constituted by the government of Andhra Pradesh. He also founded the Confederation of Kisan Organizations(CKO) which helps the farmers to develop products with the latest technology and in marketing their products. He was also the president of Farm and Rural Science Foundation (FRSF) which is the largest association of agricultural scientists and academicians in Andhra Pradesh.

Mr. Anil Kumar Venkat Epur was also the chairman of World Wide Fund for Nature (WWF), Andhra Pradesh. He is on various Andhra Pradesh government committees that deal with the environment, wildlife and livelihoods of Indigenous tribals.

In compliance with Schedule IV of the Act, the Board has evaluated performance of the director in terms of broad parameters like attendance, participation in meetings, sharing of relevant domain experience networking in other forums, strategic inputs and demonstration towards governance compliances.

Based on the evaluation of directors carried out during his term as Independent Director, the Nomination and Remuneration Committee of the Board has recommended the re-appointment of Mr. Anil Kumar Venkat Epur as Independent Director for a second term as set out in the resolution.

Mr. Anil Kumar Venkat Epur is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. Anil Kumar Venkat Epur that he meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and provisions of SEBI LODR. The Company has received notice in writing under section 160 of the Companies Act 2013, along with requisite deposit amount from a member signifying the intention to propose his candidature to the office of director of the Company.

Taking into consideration the knowledge, rich experience, contributions in the meetings as a member of the Board / committees thereof and fulfilment of the conditions for re-appointment as an independent director as specified in the Act and SEBI LODR, the board of directors recommends that the continuance of Mr. Anil Kumar Venkat Epur would be beneficial to the Company.

Other information relating to his re-appointment in accordance with Secretarial Standard-SS-2 and Regulation 26(4) and 36(3) of SEBI LODR is annexed to the Notice

Copy of the draft letter for appointment of Mr. Anil Kumar Venkat Epur as an independent director setting out the terms and conditions is available for inspection by members at the registered office of the Company during the working hours upto the date of AGM.

Mr. Anil Kumar Venkat Epur is interested in the resolution as it relates to his own appointment .None of the other Directors and 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.8 of this notice as a special resolution.

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

Venkatraman
Secretary

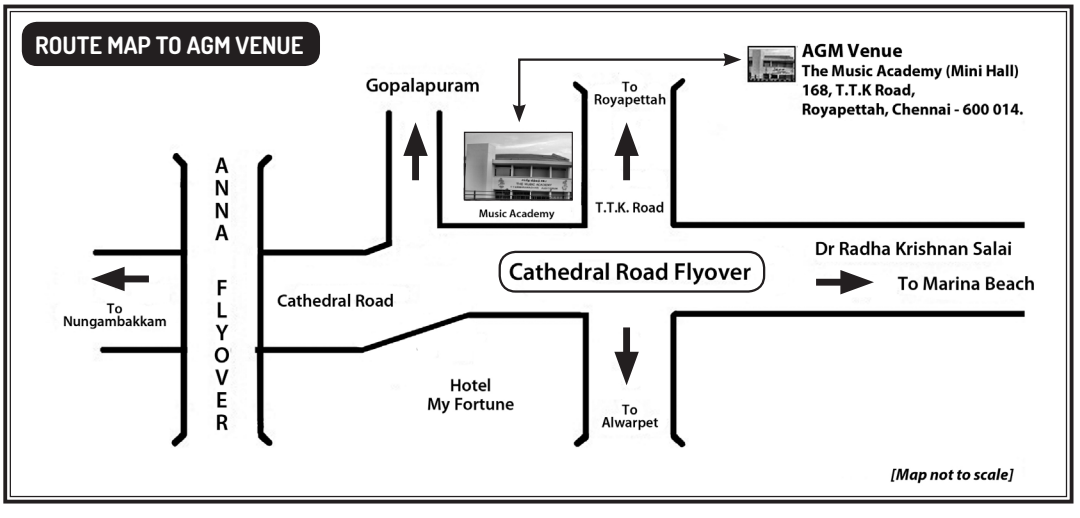
Chennai
May 17, 2017

Registered Office:

"Maithri", 132, Cathedral Road, Chennai 600 086

CIN: L63011TN2004PLC054948

www.ranegroup.com



Annexure to the NOTICE dated May 17, 2017

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 Meetings (SS-2).

Name of the Director	Mr. Kazuhiro Iwata	Mr. Parvathaneni Santosh Kumar	Mr. Srinivasan Sandilya	Mr. Suresh Chandra Gupta	Mr. Anil Kumar Venkat Epur
Age (in years)	59	73	69	72	68
Director Identification Number (DIN)	06875329	00267280	00037542	02085068	00202454
Father's Name	Mr. Katsumi Yasukawa	Mr. Parvathaneni Brahmayya	Mr. S Srinivasan	Mr. Prem Narain	Mr. E V Ram Reddi
Date of Birth	January 03, 1958	April 07, 1944	April 11, 1948	April 05, 1945	November 17, 1948
Educational Qualifications	Bachelor of Business Science	Fellow member of Institute of Chartered Accountants of India (ICAI) and Institute of Chartered Accountants of England and Wales (ICAEW).	B.Com, M.B.A. (IIM Ahmedabad)	B.Tech (Hons.) (BITS Pilani)	B.S. MEE and MBA – Cornell University, USA
Experience	Kazuhiro Iwata has over 35 years of industrial experience.	P S Kumar has over 45 years of rich experience in the fields of corporate & internal audits, mergers & acquisitions, international taxation; transfer pricing including specified domestic transactions etc.	Mr. Sandilya has over 48 years of industrial experience and has held various positions in different business Units in Eicher Group and was responsible for finance and strategic planning.	S C Gupta was associated with the Indian railways and has over 49 years of industrial experience.	Anil Kumar Venkat Epur has over 41 years of industrial experience. He is associated with the Confederation of Indian Industry (CII) and held various positions including as its southern regional chairman. He was also actively involved in various expert committees constituted by the government of Andhra Pradesh.
Date of first appointment on the board	May 21, 2014	January 20, 2017	February 6, 2008 July 22, 2014: 1st term as Independent Director under Companies Act, 2013.	March 24, 2008 July 22, 2014: 1st term as Independent Director under Companies Act, 2013.	February 6, 2008 July 22, 2014: 1st term as Independent Director under Companies Act, 2013.
Terms and Conditions of appointment	Nominated by Nisshinbo Holdings Inc. Japan and appointed as non-executive director, liable to retire by rotation by the shareholders at 9th Annual General meeting on July 22, 2014.	Additional Director (Independent) who holds office upto this AGM. Proposed to be appointed as Independent Director with effect from January 20, 2017 as per resolution no. 5 of the Notice dated May 17, 2017 read with explanatory statement thereto.	Proposed to be re-appointed as Independent Director for a second term as per resolution no. 6 of the Notice dated May 17, 2017 read with explanatory statement thereto.	Proposed to be re-appointed as Independent Director for a second term as per resolution no. 7 of the Notice dated May 17, 2017 read with explanatory statement thereto.	Proposed to be re-appointed as Independent Director for a second term as per resolution no. 8 of the Notice dated May 17, 2017 read with explanatory statement thereto.
Last drawn remuneration	Sitting fee for FY 2016-17 ₹ 60,000 /-	Sitting fee for FY 2016-17 ₹ 60,000 /-	Sitting fee for FY 2016-17 ₹ 2,70,000 /-	Sitting fee for FY 2016-17 ₹ 2,75,000 /-	Sitting fee for FY 2016-17 ₹ 1,60,000 /-

Name of the Director	Mr. Kazuhiro Iwata	Mr. Parvathaneni Santosh Kumar	Mr. Srinivasan Sandilya	Mr. Suresh Chandra Gupta	Mr. Anil Kumar Venkat Epur
Remuneration sought to be paid	No approval sought for remuneration. Eligible for Sitting fee for attending meetings of the Board and Committees of which he is a member.	No approval sought for remuneration. Eligible for Sitting fee for attending meetings of the Board and Committees of which he is a member.	No approval sought for remuneration. Eligible for Sitting fee for attending meetings of the Board and Committees of which he is a member.	No approval sought for remuneration. Eligible for Sitting fee for attending meetings of the Board and Committees of which he is a member.	No approval sought for remuneration. Eligible for Sitting fee for attending meetings of the Board and Committees of which he is a member.
Relationship with other Directors / Manager / KMP	-	-	-	-	-
Other Directorships	**Director** 1. Nisshinbo Automotive Manufacturing Inc., USA 2. TMD Friction Group S.A, Luxembourg.	**Director** 1. The KCP Limited 2. Brahmayya Consultants Private Limited	**Chairman** 1. Eicher Motors Limited 2. Mastek Limited **Director** 1. Tube Investments of India Limited 2. GMR Infrastructure Limited 3. GMR Generation Assets Limited 4. Mastek UK Limited 5. Lean Management Institute Of India 6. Association of Indian Automobiles Manufacturers.	**NIL**	**Director** 1. Gati Kausar India Limited
Committee Memberships in other Boards	**NIL**	**Member – Audit** 1. The KCP Limited **Member – Stakeholders' Relationship** 1. The KCP Limited **Member - Nomination and Remuneration** 1. The KCP Limited **Member –Corporate Social Responsibility** 1. The KCP Limited	**Chairman – Audit** 1. Tube Investments of India Limited 2. Mastek Limited **Chairman – Stakeholders' Relationship** 1. Mastek Limited **Member – Audit** 1. Eicher Motors Limited 2. GMR Generation Assets Limited **Member – Stakeholders' Relationship** 1. Eicher Motors Limited **Chairman – Corporate Social Responsibility** 1. Tube Investments of India Limited 2. Eicher Motors Limited **Member – Nomination and Remuneration** 1. Eicher Motors Limited 2. Mastek Limited 3. Tube Investments of India Limited 4. GMR Generation Assets Limited **Member – Risk Management** 1. Eicher Motors Limited	**NIL**	**Chairman – Nomination and Remuneration Committee** 1. Gati Kausar India Limited
Number of meetings of the Board attended during the year	**Two**	**Two**	**Five**	**Five**	**Five**
Number of equity shares held	Nil	Nil	Nil	Nil	Nil