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

//Online submission//

RBL / SE / 14 / 2018-19

June 19, 2018

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

Dear Sir / Madam,

Sub: Notice of the 13th Annual General Meeting & e-voting – Reg 30 of SEBI LODR

Ref: Letter No. RBL/SE/08/2018-19 dated April 13, 2018

The Thirteenth (13th) Annual General Meeting (AGM) is scheduled to be held on **Tuesday, July 24, 2018** at **10:30 hrs.** at **The Music Academy (Mini Hall)**, **New No. 168**, **T.T.K. Road**, **Royapettah**, **Chennai - 600 014**.

Notice of the AGM dated June 05, 2018, 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*.

Details of e-voting are as under:

Cut-off date for determining eligibility for the remote e-voting	Tuesday, July 17, 2018
Remote e-voting start date and time	July 21, 2018 (Saturday) - 09:00 hrs IST
Remote e-voting end date and time	July 23, 2018 (Monday) - 17:00 hrs IST

The company has provided to the members, facility to exercise vote on resolutions to be considered at the 13th AGM by electronic means through remote e-voting services of National Securities Depository Limited (NSDL).

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**

Venkatraman
Secretary

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

Encl: a/a

Rane Brake Lining Limited

CIN: L63011TN2004PLC054948

Registered Office: "Maithri", 132, Cathedral Road, Chennai-600086

Phone: 044 – 28112472/ 73, Fax: 044- 28112449

E-mail: investorservices@ranegroup.com, website: www.ranegroup.com

NOTICE TO MEMBERS

NOTICE is hereby given that the **Thirteenth (13th) Annual General Meeting** of **Rane Brake Lining Limited** is scheduled to be held at **10:30 hrs** on **Tuesday, July 24, 2018,** 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, 2018, report of the Board of Directors and the Auditors' report 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, 2018 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 the following resolution as an **ordinary resolution:**

   "Resolved that a final dividend of ₹ 9/- per equity share having face value 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, 2018 absorbing a sum of ₹ 8,58,77,601/- (including dividend distribution tax and cess thereon) and that the dividend be paid to those shareholders, whose names appear in the Company's Register of Members as on July 17, 2018 and the interim dividend of ₹ 6.50/- per equity share declared by the Board of Directors on January 29, 2018 and paid to the shareholders on February 19, 2018, be confirmed to represent a total dividend ₹ 15.50/- per equity share having face value of ₹ 10/- each be paid out of the profits of the Company for the financial year 2017-18."

3. **To appoint a director in the place of Mr. L Lakshman (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. L Lakshman (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 of Mr. Yasuji Ishii (DIN: 08078748) as a Director, liable to retire by rotation**

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

   "Resolved that pursuant to the provisions of Article No. 101A of the Articles of Association of the Company, sections 152, 161 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)the appointment of Mr. Yasuji Ishii (DIN: 08078748) as a Nominee director of the Company, whose office shall be liable to retirement by rotation, be and is hereby approved with effect from April 1 3, 2018, being the date of appointment by the board of directors of the Company ."

5. **To re-appoint Ms. Ranjana Kumar (DIN:02930881) as an Independent Director for a second term**

   To consider passing 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) the eligibility for appointment of Ms. Ranjana Kumar (DIN: 02930881), who was appointed as an Independent Director and who holds office upto the conclusion of this Annual General Meeting and being eligible, be and is hereby re-appointed for a second term, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of three consecutive years, upto July 23, 2021 or upto the conclusion of the Sixteenth Annual General Meeting, whichever is earlier."

6. **To re-appoint Mr. Vinay Lakshman as Managing Director and fix his remuneration thereof**

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

"Resolved that in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Articles of Association, the approval of members of the Company be and is hereby accorded to re-appoint Mr. Vinay Lakshman (DIN:07295820) as 'Managing Director' within the meaning of Section 2(54) of the Companies Act, 2013 for a period of five years with effect from April 1, 2018 to March 31, 2023 upon following terms and conditions (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) as specifically sanctioned with authority to the board (which term shall be deemed to include any duly authorized committee thereof for the time being exercising the power conferred on the board by this resolution) to alter and vary any terms and conditions of the said appointment and remuneration in such manner, as it may deem fit and for this purpose the board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary:

(i) Salary

₹ 4,32,100/- per month. Annual increase will be effective 1st April every year. The quantum of increase will be as decided by the Board of Directors.

(ii) Perquisites

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

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

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

(iii) Contribution to Funds

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

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

(iv) Gratuity

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

(v) Commission

Such percentage of net profits of the Company as may be determined by the board depending on Company's performance each year, from time to time not exceeding 2% of profits.

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

Resolved lastly 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."

7. 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 Company 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, 2018 to March 31,2021.

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."

(By order of the board)

For **Rane Brake Lining Limited**

Venkatraman
Secretary

Date : **June 05, 2018**
Place : **Chennai**

Registered Office:
"Maithri", 132, Cathedral Road,
Chennai-600 086
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 authorized representatives to attend the AGM are requested to send to the Company a certified copy of the board resolution authorizing their representative to attend and vote on their behalf at the AGM.

4. Pursuant to the relevant provisions of the Companies Act 2013, dividend if any, upto the financial year ended March 31, 2011 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 claiming unclaimed dividend on or after the financial year ended March 31, 2011.

5. The notice of the thirteenth 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 thirteenth AGM and the annual report 2018 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. 9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank account details 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 are required to submit their PAN and Bank account details to the RTA / Company in terms of SEBI Circular dated April 20, 2018.

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 obtained from the company/RTA.

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 Obligation 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 (including amendments made thereto) 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 venue 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 **(Saturday) July 21, 2018 (9:00 hrs)** and ends on **(Monday) July 23, 2018 (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 i.e. (Tuesday) July 17, 2018** 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, i.e. (Tuesday) July 17, 2018.

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. (Tuesday) July 17, 2018, 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 favor 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.ranegroup.com 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.

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 Reso-lution / 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**

Venkatraman
Secretary

Date : **June 05, 2018**
Place : **Chennai**

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.4

Owing to changes within the organisation, Nisshinbo Holdings Inc., Japan, had withdrawn the nomination of Mr. Kazhurio Iwata and recommended the appointment of Mr. Yasuji Ishii (DIN:08078748) as their nominee with effect from April 13, 2018. Consequently, the Board of Directors of your Company, based on the recommendations of Nomination and Remuneration Committee (NRC), has appointed Mr. Yasuji Ishii (DIN:08078748) as Nominee Director, whose office shall be liable to retire by rotation, pursuant to Section 161 of the Companies read with Article No. 101A of the Articles of Association of the Company effective from April 13, 2018.

Mr. Yasuji Ishii holds Bachelor of Engineering from Saitama University, Japan. He has over 30 years of rich industrial experience. He presently holds various leadership positions in Nisshinbo Group viz., President of Nisshinbo Brake Inc. and Chairman of TMD Friction Group S.A.

The NRC of the Board has recommended the appointment of Mr. Yasuji Ishii as a Director in the Nominee Director category. Mr. Yasuji Ishii 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.

In view of his knowledge, rich experience, the board of directors considers that the appointment of Mr. Yasuji Ishii on the board would be beneficial to the company.

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. Yasuji Ishii is interested in the resolution as it relates to his 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, in the Company.

The board recommends passing the resolution as set out at item no.4 of this notice as an **ordinary resolution.**

Resolution No.5

Ms. Ranjana Kumar (DIN:02930881) joined the board of your company on January 23, 2015 and was subsequently appointed by the shareholders as Independent Director in AGM 2015 for the first term of three consecutive years commencing from the conclusion of tenth AGM till the conclusion of thirteenth AGM. It is proposed to re-appoint her as an Independent Director for a second term from conclusion of this thirteenth Annual General Meeting to July 23, 2021 i.e. three years or upto the conclusion of the sixteenth Annual General Meeting, whichever is earlier.

Ms. Ranjana Kumar is a prominent banker with varied experience of around 47 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.

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 her term as Independent Director, the Nomination and Remuneration Committee of the Board has recommended the re-appointment of

Ms. Ranjana Kumar as Independent Director for a second term as set out in the resolution.

Ms. Ranjana Kumar is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from Ms. Ranjana Kumar that she meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and provisions of SEBI LODR.

Taking into consideration her 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 recommend that the continuance of Ms. Ranjana Kumar would be beneficial to the Company.

Other information relating to her 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 Ms. Ranjana 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.

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.

The board recommends passing the resolution as set out at item no. 5 of this notice as a **special resolution.**

Resolution No.6

The shareholders of the Company at the Eleventh AGM held on July 21, 2016 approved the appointment of Mr. Vinay Lakshman as Managing Director, within the meaning of Section 2(54) of the Companies Act, 2013 to hold office effective from October 1, 2015 to September 30, 2018.

Mr. Vinay Lakshman holds a degree in bachelor of commerce and holds a Master's degree in Accounting and Financial Management from Keller Graduate School of Management, DeVry University, Chicago, USA. He has over 19 years of experience in the various areas of financial management, strategic planning, project implementation, compliance / risk management and accounting.

The board, considering his qualification, knowledge, experience and based on the recommendations of the Nomination & Remuneration Committee (NRC), at their meeting held on April 13, 2018 approved the re-appointment of Mr. Vinay Lakshman as Managing Director to hold office with effect from April 1, 2018 to March 31, 2023, in compliance with the Companies Act, 2013 and the rules framed thereunder on the terms and conditions mentioned in the resolution.

Consequent to re-appointment of Mr. Vinay Lakshman as Managing Director, he would continue to be a Key Managerial Personnel (KMP) under Section 203 of the Companies Act, 2013.

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

I. General information:

The Company is a subsidiary of Rane Holdings Limited under Section 2(87) of the Companies Act, 2013. The Company is engaged in manufacture and sale of brake & clutch linings Disc Pads and railway brake blocks, all of which will fall under auto component industry. The financial performance of the Company for the year ended March 31, 2018 is given below:

Particulars for 2017-18	**Rs. in Crores**
Sales & Operating Revenue	495.88
Profit Before Tax	54.89
Provision for Tax	19.14
Profit After Tax	35.75

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

II. Information about the appointee:

Name of the Director	Mr. Vinay Lakshman
DIN	07295820
Father's Name	Mr. L Lakshman
Date of Birth	April 9, 1977
Educational Qualifications	Commerce graduate from Loyola College and master's degree in accounting and financial management from DeVry University, Chicago.
Experience	Mr. Vinay Lakshman has over 19 years of management experience. He was associated with TRW Automotive USA, KPMG LLP and Thoratec Corporation. His areas of expertise include strategic planning, ERP implementation, developing forecast models and risk assessment. He also serves on the board of Automotive Component Manufacturers Association of India (ACMA) and Rane t4u Private Limited (formerly known as Telematics 4U Services Private Limited).
Past Remuneration (2017-18)	Remuneration: ₹ 2,00,25,455/-
Recognition / Awards	• Developed strategies for global investments and worldwide entity structuring models. • Re-structured tax-efficient contracts.
Job Profile and his suitability	Given his qualification and experience, Mr. Vinay Lakshman is considered well suited for the position.
Remuneration Proposed	As detailed in the resolution. The proposed remuneration is commensurate with the responsibilities of the appointee and is in line with the remuneration practices in the auto component industry.
Comparative remuneration profile with respect to the industry	The proposed remuneration package of the appointee is in line with the prevailing remuneration package in the industry, size of the company, profile of the position, etc.
Pecuniary Relationship and relationship with the managerial personnel	No other pecuniary relationship. Mr. Vinay Lakshman is the Son of Mr. L Lakshman and Brother of Mr. Harish Lakshman.

III. Other Information:

Other disclosures such as reasons for loss or inadequacy of profits, steps taken or propsed to be taken for imporvement, excepected increase in productivity and profit in measurable terms are not applicable as the Company is currently profitable.

IV. Other Disclosures:

Disclosures relating to remuneration and other terms of appointment are available in Corporate Governance report (Annexure 'G' to the Report of the Board of Directors) for the year ended March 31, 2018.

The terms of appointment of Mr. Vinay Lakshman, as required under Section 190 of the Companies Act, 2013 is available for the inspection of the members at the registered office of the Company in accordance with articles of association. The Company has not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2017-18.

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

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

The board recommends passing the resolution as set out at item no. 6 of this notice as a **special resolution.**

Resolution No.7

At the 10th Annual General Meeting of the Company held on July 20, 2015, the shareholders had approved payment of commission to Mr. L Ganesh, Chairman, not exceeding 2% of the net profits of the Company for a period of 3 years with effect from April 1, 2015 to March 31, 2018.

Mr. L Ganesh is a Chartered Accountant and also holds an MBA from the Pennsylvania State University, USA. He has over 39 years of industrial experience in and 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. He continues to be an honorary consul for New Zealand in South India.

Mr. Ganesh, apart from being Chairman of your Company, also serves as Chairman of other group Companies Viz., Rane (Madras) Limited, Rane TRW Steering Systems Private Limited, Rane NSK Steering Systems Private Limited and serves as Chairman and Managing Director of Rane Engine Valve Limited and Rane Holdings Limited. He also serves on the Board of EIH Limited & EIH Associated Hotels Limited, as Independent Director.

Mr. L Ganesh is the Chairman of the Company since April 2008 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 keyrole in establishing strong footprint in global markets and winning the coveted Deming Grand Prize.

As Chairman he plays a major role in the overall growth and performance of the Company, especially on certain key areas viz., evolving strategies for enhancing business performance, succession planning and examining group restructuring proposals, spearheading future growth plan of the Company for increasing stakeholder value and undertaking of Institutional image building initiatives in line with the Rane group's vision and mission.

Therefore, it is proposed to approve payment of remuneration to Mr. L Ganesh by way of commission not exceeding two percent (2%) of the net profits per annum, for a period of three years effective from April 1, 2018 to March 31, 2021, 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 and commission. 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 Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the above resolutions except to the extent of their shareholding, if any.

The board recommends passing the resolution as set out at item no. 7 of this notice as an **ordinary resolution.**

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

Venkatraman
Secretary

Date : **June 05, 2018**
Place : **Chennai**

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

Annexure to the Notice dated June 05, 2018

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) as on April 13, 2018.

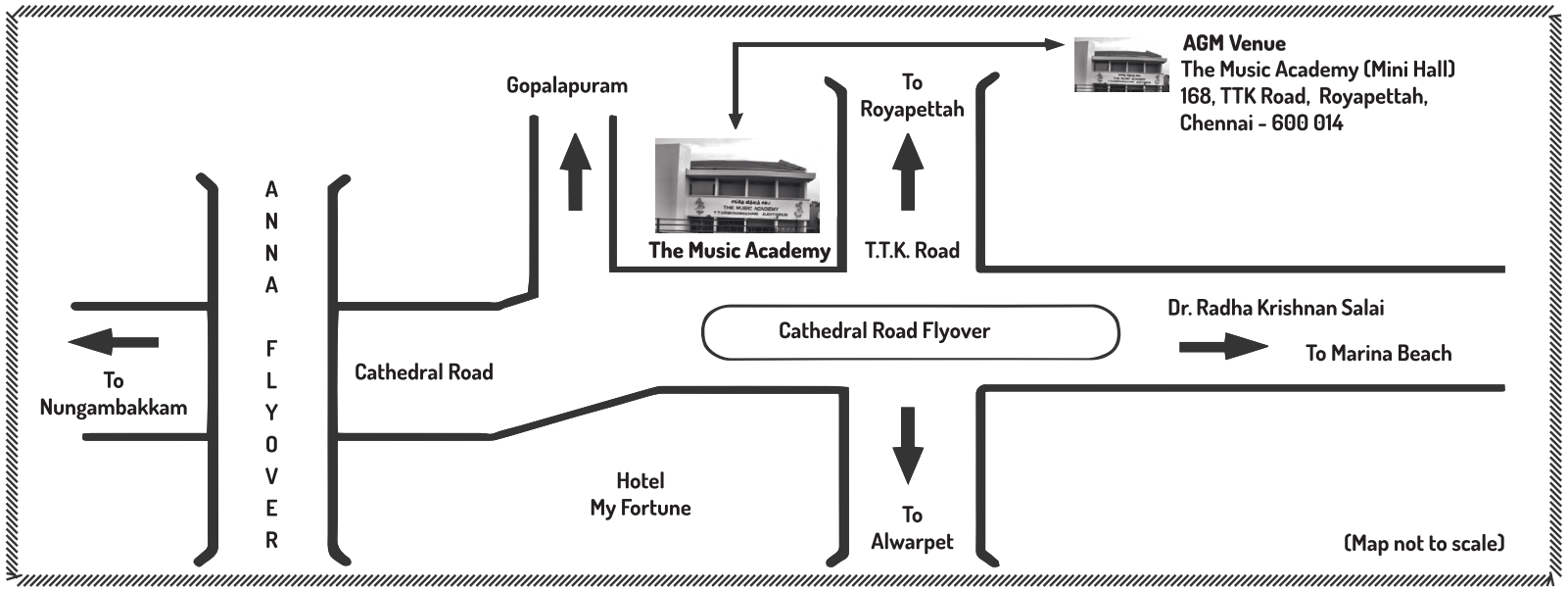
Name of the Director	Mr. L Lakshman	Mr. Yasuji Ishii	Ms. Ranjana Kumar	Mr. Vinay Lakshman
Father's Name	Mr. L L Narayan	Mr. Kiyoshi Ishii	Late Sri Kameshwar Nath Raina	Mr. L Lakshman
Director Identification Number (DIN)	00012554	08078748	02930881	07295820
Age (in years)	71	53	72	41
Date of Birth	July 17, 1946	December 25, 1964	December 10, 1945	April 09, 1977
Educational Qualifications	B.E. Executive MBA from London Business School	Bachelor of Engineering, Saitama University, Japan	B.A. CAIIB	Commerce graduate from Loyola College and Master's Degree in accounting and financial management from DeVry University, Chicago.
Experience	Mr. L Lakshman has been spearheading the business of Rane Group of companies and has more than 48 years of industrial experience.	Mr. Yasuji Ishii has over 30 years of industrial experience. He presently holds various leadership positions in NISH Group viz., President of Nisshinbho Brake Inc. and Chairman of TMD Friction Group S.A.	Ms. Ranjana Kumar is a prominent banker with varied experience of around 47 years. She was also the Chairman and Managing Director of Indian Bank.	Mr. Vinay Lakshman has over 19 years of management experience. He was associated with TRW Automotive USA, KPMG LLP and Thoratec Corporation. His areas of expertise include strategic planning, ERP implementation, developing forecast models and risk assessment. He was Senior Vice President upto September 30, 2015 and presently the Managing Director of the Company.
Date of first appointment on the board	June 18, 2007	April 13, 2018	1st term as Independent Director under Companies Act 2013: January 23, 2015	October 01, 2015
Terms and Conditions of appointment	Appointment as non-executive director, liable to retire by rotation.	Appointed as a nominee director by the Board, subject to approval of the shareholders at the ensuing AGM as per the Notice convening the 13th AGM read with explanatory statement thereto. Nominated by Nisshinbo Holdings Inc., Japan and to be appointed as non-executive (nominee) director subject to retirement by rotation.	Proposed to be re-appointed as Independent Director for a second term as per the Notice convening the 13th AGM read with explanatory statement thereto.	Re-appointment as Managing Director by the Board for a period of five years with effect from April 1, 2018 to March 31, 2023, subject to approval of the shareholders as per the Notice convening the13th AGM read with explanatory statement thereto.
Last drawn remuneration	Sitting fee for FY 2017-18 ₹ 1,70,000/-	Nil	Sitting fee for FY 2017-18 ₹ 1,60,000/-	Remuneration for FY 2017-18 ₹ 2,00,25,455/-
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 she is a member.	Approval sought for remuneration.

Annexure to the Notice dated June 05, 2018... Contd.

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) as on April 13, 2018.

Relationship with other Directors / Manager / KMP	Brother of Mr. L Ganesh and Father of Mr. Harish Lakshman and Mr. Vinay Lakshman.	-	-	Son of Mr. L Lakshman and Brother of Mr. Harish Lakshman.
Other Directorships	**Chairman Emeritus** Rane Holdings Limited **Director** Rane (Madras) Limited Rane Engine Valve Limited D C M Limited SRF Limited Rane TRW Steering Systems Private Limited Rane NSK Steering Systems Private Limited	**Director** Nisshinbo Automotive Manufacturing Inc., USA TMD Friction Group S.A, Luxembourg Nisshinbo Brake Inc., Japan Nisshinbo Saeron Changshu Automotive Co. Ltd., China Nisshinbo Somboon Automotive Co. Ltd., Thailand AH Brake Co. Ltd.	**Director** Tata Global Beverages Limited International Paper APPM Limited Britannia Industries Limited Vyome Biosciences Private Limited Rainbow Children's Medicare Private Limited	**Director** Automotive Component Manufacturers Association of India Rane t4u Private Limited (formerly, Telematics 4U Services Privae Limited)
Committee Memberships in other Boards	**Member – Audit** Rane (Madras) Limited Rane Engine Valve Limited SRF Limited D C M Limited Rane NSK Steering Systems Private Limited Rane TRW Steering Systems Private Limited **Chairperson – Stakeholders' Relationship** Rane (Madras) Limited **Member - Nomination and Remuneration** Rane (Madras) Limited Rane Engine Valve Limited **Chairman – Corporate Social Responsibility** Rane (Madras) Limited Rane Engine Valve Limited Rane Holdings Limited Rane NSK Steering Systems Private Limited Rane TRW Steering Systems Private Limited **Member – Corporate Social Responsibility** SRF Limited	NIL	**Chairperson – Audit Committee** Vyome Biosciences Private Limited **Member – Audit Committee** Tata Global Beverages Limited **Chairperson- Nomination and Remunera-tion Committee** Tata Global Beverages Limited **Chairperson – Stakeholders Relationship Committee** International Paper APPM Limited **Chairperson–Corporate Social Responsibility Committee** Tata Global Beverages Limited **Member– Risk Management** Tata Global Beverages Limited **Member- Ethics and Compliance** Tata Global Beverages Limited **Member– Special Projects** Tata Global Beverages Limited **Member– Strategy Innovation & Steering** Britannia Industries Limited **Member- Capex** Rainbow Children's Medicate Private Limited	NIL
Number of meetings of the Board attended during the year	**Four (4)**	Not Applicable	**Four (4)**	**Five (5)**
Number of equity shares held (including joint holding & HUF, if any)	100	Nil	Nil	50

Route Map to AGM Venue



RANE BRAKE LINING LIMITED

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

ATTENDANCE SLIP

13th ANNUAL GENERAL MEETING

DAY TUESDAY
DATE JULY 24, 2018
TIME AT 10.30 A.M.

VENUE THE MUSIC ACADEMY (Mini Hall),
NEW NO. 168,T.T.K. ROAD, CHENNAI 600 014.

☐ MEMBER ☐ PROXY

Name of the Member _____ Name of the Proxy Holder _____

(NAME IN CAPITAL LETTERS)

I hereby record my presence at the 13th AGM of the Company.

Note: Signature of Member / Proxy

1. Admission restricted to Members / Proxies only.
2. Members / Proxies intending to vote at the venue are requested to bring their photo identity card

RANE BRAKE LINING LIMITED

CIN:L63011TN2004PLC054948
Regd. Office : "Maithri", 132 Cathedral Road, Chennai 600 086.
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PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Adminstration) Rules, 2014]

Name of the Member(s): Folio No. / DP ID / Client ID:

Registered address: E-mail:

I/We, being the member (s) holding _____ shares of the above named company, hereby appoint:

1. Name: _____	2. Name: _____	3. Name: _____
Address: _____	Address: _____	Address: _____
_____	_____	_____
E-mail ID: _____	E-mail ID: _____	E-mail ID: _____
Signature: _____	Signature: _____	Signature: _____
Or failing him / her ;	Or failing him / her ;	

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 13th Annual General Meeting of the Company, to be held on Tuesday, July 24, 2018 at 10.30 A.M. at the Music Academy (Mini Hall), New No. 168, TTK Road, Chennai 600 014 and at any adjournment there of in respect of such resolutions as indicated overleaf.

Signed this _____day of _____2018

₹1/- Revenue Stamp

Signature of the Share holder_____ Signature of Proxy holder (s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Resolution Number	Resolution	Type	Vote (Optional)	
Ordinary Business			**For**	**Against**
1.	To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2018, report of the Board of Directors and the Auditors' report thereon.	**Ordinary**		
2.	To declare dividend on equity shares.	**Ordinary**		
3.	To appoint a director in the place of Mr. L Lakshman (DIN:00012554), who retires by rotation and being eligible offers himself for re-appointment.	**Ordinary**		
Special Business			**For**	**Against**
4.	To approve appointment of Mr. Yasuji Ishii (DIN:08078748) as a Director, liable to retire by rotation.	**Ordinary**		
5.	To re-appoint Ms. Ranjana Kumar (DIN: 02930881) as an Independent Director for a second term.	**Special**		
6.	To re-appoint Mr. Vinay Lakshman (DIN: 07295820) as Managing Director and fix his remuneration thereof.	**Special**		
7.	To approve payment of commission to Mr. L Ganesh, Chairman and Non-Executive Director.	**Ordinary**		

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting sequence Number)	User ID	Password / PIN