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/20/2019-20

June 24, 2019

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

Dear Sir / Madam,

Sub: Notice of the 14th Annual General Meeting & e-voting

Ref: Letter No. RBL/SE/08/2019-20 dated May 22, 2019

The **Fourteenth Annual General Meeting** (14th AGM) is scheduled to be held on **Thursday, July 25, 2019** at **10:15 hrs** at **The Music Academy (Mini Hall)**, New No. 168, T.T.K. Road, Royapettah, Chennai - 600 014. Notice of the AGM dated May 22, 2019, 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 follows:

e-Voting start date and time	July 22, 2019 (Monday) and 09:00 hrs
e-Voting end date and time	July 24, 2019 (Wednesday) and 17:00 hrs
Cut-off date for determining eligibility for the remote e-voting & poll at the AGM	July 18, 2019 (Thursday)

The Company has provided, facility to members exercise vote on resolutions to be considered at the 14th AGM, by electronic means through remote e-voting services of National Securities Depository Limited (NSDL) / by poll at the AGM.

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

Expanding Horizons

Rane Brake Lining Limited

CIN: L63011TN2004PLC054948
Registered Office: "Maithri", No. 132, Cathedral Road, Chennai - 600 086
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 **Fourteenth (14th) Annual General Meeting** of **Rane Brake Lining Limited** is scheduled to be held at **10:15 hrs** on **Thursday, July 25, 2019** at **The Music Academy (Mini Hall),** New No. 168, T.T.K Road, Royapettah, Chennai - 600 014, 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, 2019, 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, 2019 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 ₹9.00 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, 2019 absorbing a sum of ₹8,58,77,850/- (including dividend distribution tax) and that the dividend be paid to those shareholders, whose name appear in the Company's Register of Members as on July 18, 2019 and the interim dividend of ₹6.50 per equity share declared by the Board of Directors on January 28, 2019 and paid to the shareholders on February 15, 2019, be confirmed to represent a total dividend of ₹15.50 per equity share having face value of ₹10 each be paid out of the profits of the Company for the financial year 2018-19."

3. **To appoint a Director in the place of Mr. Harish Lakshman (DIN:00012602), 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. Harish Lakshman (DIN:00012602), 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 appoint Mr. Krishna Kumar Seshadri (DIN: 00062582) as an Independent Director**

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

   "Resolved that pursuant to Section 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Krishna Kumar Seshadri (DIN:00062582), appointed as an Additional Director of the Company in the category of Independent Director by the Board of Directors with effect from May 22, 2019, in terms of section 149 read with Section 161 of the Act and the Articles of Association of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term upto the conclusion of Sixteenth Annual General Meeting (AGM 2021)."

5. To approve under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to Mr. L Ganesh (DIN:00012583), Chairman (Non-Executive Director) exceeding fifty percent 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 Thirteenth Annual General Meeting of the Company held on July 24, 2018, specific annual approval of the members 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. L Ganesh, (DIN:00012583) Chairman, for the financial year ended March 31, 2019 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 the 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
May 22, 2019

Venkatraman
Secretary

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

1. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meeting (SS-2), 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 shall 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. The record date for the purpose of final dividend and the cut-off date for determining eligibility of members for voting in connection with the Fourteenth AGM is **July 18, 2019 (Thursday).**

5. Pursuant to the relevant provisions of the Companies Act, 2013, dividend, which remains 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.

6. Physical copies of the notice of the Fourteenth AGM along with the attendance slip and proxy form are being sent to all the members in addition to the electronic mode to all members whose e-mail addresses are registered with the Company / Depository Participant(s) (DP). Members are encouraged to receive communications from the Company in electronic form and are requested to register their e-mail address with their DP/ Registrar and Transfer Agents (RTA).

7. Members may also note that the notice of the Fourteenth AGM and the Annual Report 2019 will be available in the Investor section on the Company's website www.ranegroup.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 may send a request updating their bank details to the company's Registrar and Transfer Agent.

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 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. 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 need to convert shares held in physical form to demat for effecting any transfer. Only requests for transmission and transposition in physical mode will be received by the Company / RTA.

12. 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.

13. 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.

14. Members / Proxies should bring the attendance slip duly filled in for attending the AGM along with their copy of the Annual Report.

15. 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.

16. All documents referred to this notice and explanatory statement are open for inspection at the registered office of the Company on all working days between 10:00 hrs (IST) and 17:00 hrs (IST) upto the date of the AGM.

17. 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 facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services.

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

    ii. The facility for voting through polling paper shall be made available at the AGM for those members who have not cast their vote by 'remote e-voting'. 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.

    iii. 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.

    iv. The 'remote e-voting' period commences on **July 22, 2019 (Monday) (09:00 hrs)** and ends on **July 24, 2019 (Wednesday) (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 **July 18, 2019 (Thursday),** 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., **July 18, 2019 (Thursday).**

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., July 18, 2019 (Thursday), may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company / RTA.

vii. 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.

viii. The Chairman shall, at the end of discussion on the resolutions on which voting is to be held at the AGM, 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.

ix. 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 who are not in the employment of the Company and shall make, not later than 48 hours 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.

x. 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 and be forwarded to the stock exchanges where the Company's shares are listed.

INSTRUCTIONS FOR 'REMOTE E-VOTING'

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

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

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

   Alternatively, if you are registered for 'NSDL e-services', i.e., IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to cast your vote electronically.

4. Your User ID details are given below:

   For CDSL: 16 digits beneficiary ID,
   For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   Members holding shares in physical form should enter Folio Number registered with the Company.

5. Your password details are given below:

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

b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c. To retrieve your 'initial password'

   i. If your e-mail ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

   ii. If your e-mail ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a. Click on "Forgot User Details / Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name and registered address.

d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

B. To cast your vote electronically on NSDL e-Voting system

1. After successful login, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

C. General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer by e-mail to evoting@akjainassociates.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details / Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

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

Chennai
May 22, 2019

Venkatraman
Secretary

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

Item No. 4 - To appoint Mr. Krishna Kumar Seshadri (DIN:00062582) as an Independent Director

The Board of Directors had based on recommendations of the Nomination and Remuneration Committee (NRC) appointed Mr. Krishna Kumar Seshadri (DIN:00062582) as an Additional Director (Independent category) pursuant to Sections 149, 150, 152 and 161 read with other relevant provisions of the Companies Act, 2013 (the 'Act'), effective from May 22, 2019. Mr. Krishna Kumar Seshadri holds office upto the date of the ensuing Fourteenth Annual General Meeting.

Mr. Krishna Kumar Seshadri holds a Bachelors in Engineering from Madras University, Masters in Engineering from Indian Institute of Science, Bangalore, and a Diploma in Business Management from IIM, Ahmedabad. He has an overall experience of more than 43 years in Automobile, Auto Component and consumer durable industries in companies like Tata Motors Ltd., Blow Plast Ltd., Anand Group and Rane Group. During his career, he has lead range of assignments including Design, Product Development and Manufacturing and held the positions of Plant Head / Business Head / Company Head in the relevant fields. He has also held profit

center responsibility for over 25 years. He also currently serves as an Independent Director of Rane Engine Valve Limited, a fellow subsidiary of the Company.

Considering his rich knowledge, experience, technical expertise and fulfillment of the various criteria for appointment as an Independent Director as specified in the Act, SEBI LODR, policies of the Company and based on the recommendations of the NRC, the Board of Directors recommends to the members that the appointment of Mr. Krishna Kumar Seshadri would be beneficial to the Company.

Mr. Krishna Kumar Seshadri 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 him that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and provisions of SEBI LODR.

In the opinion of Board, Mr. Krishna Kumar Seshadri fulfils the conditions for appointment as an Independent Director as specified in the relevant provisions of the Act and SEBI LODR and he is independent of management of 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.

The terms and conditions of appointment as an Independent Director is available for inspection by members at the registered office of the Company during the working hours up to the date of AGM and also on the investor section of website of the Company www.ranegroup.com.

Mr. Krishna Kumar Seshadri 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 of Directors recommends the **ordinary resolution** as set out at item no. 4 of this notice for your approval

Item No. 5 - To approve under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to Mr. L Ganesh (DIN:00012583), Chairman (Non-Executive Director) exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors

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) as amended by SEBI (LODR) (Amendment) Regulations, 2018, effective from April 1, 2019, approval of shareholders by way of special resolution is required to be obtained every year in which the annual remuneration payable to a single non-executive director exceeds fifty percent of the total annual remuneration paid / payable to all Non-Executive Directors.

For the financial year ended March 31, 2019, Mr. L Ganesh is entitled to receive a commission of ₹1,00,00,000/-, being 2% (approx.) of the net profits calculated in accordance with Section 198 of the Companies Act, 2013. In view of the Non-Executive Directors being entitled only for sitting fees, 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 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 of Directors recommends the **special resolution** as set out at item no. 5 of this notice for your approval.

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

Chennai
May 22, 2019

Venkatraman
Secretary

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Annexure to the Notice dated May 22, 2019

Information about Directors seeking re-appointment / appointment vide resolutions in item no. 3 and 4 of the notice convening the Fourteenth Annual General Meeting in compliance with Regulation 26(4), 36(3) of SEBI LODR and Secretarial Standard on General Meeting (SS-2) as on May 22, 2019.

Name of the Director	**Mr. Krishna Kumar Seshadri**	**Mr. Harish Lakshman**
Father's Name	Mr. Seshadri Pudugramam Krishnaiyer	Mr. L Lakshman
Director Identification Number (DIN)	00062582	00012602
Age (in years)	73	45
Date of Birth	May 10, 1946	February 12, 1974
Educational Qualifications	B.E, M.E. & Diploma in Business Management, IIM - A	B.E. – BITS Pilani, MSM - Purdue University, USA
Experience	Mr. S Krishna Kumar has 43 years of experience in Automobile, Auto Component and consumer durable industries. He is presently an independent consultant and a certified business and executive coach and a member of Coaching Foundation of India.	Mr. Harish Lakshman has over 24 years of industrial experience and has held various positions in the areas of Marketing, Operations and Business Development Overseas. He currently spearheads the future growth plan for Rane Group. He serves as Vice-Chairman of Rane Engine Valve Limited, Rane Holdings Limited and Rane (Madras) Limited.
Date of first appointment on the Board	Being appointed in the 1st term as Independent Director under Companies Act 2013, w.e.f. May 22, 2019.	July 22, 2008
Terms and Conditions of appointment	Appointment as an Independent Director.	Re-appointed as a Non-Executive Director, liable to retire by rotation.
Last drawn remuneration	Not applicable	Sitting fee paid for FY 2018-19 - ₹2,15,000/-
Remuneration sought to be paid	No approval is being sought for payment of remuneration. Eligible for sitting fee for attending meetings of the Board and Committees of which he is a member.	No approval is being sought for payment of 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	-	Son of Mr. L Lakshman and brother of Mr. Vinay Lakshman.

Other Directorships	**Director** Rane Engine Valve Limited	**Chairman** 1. Rane t4u Private Limited **Vice Chairman** 1. Rane (Madras) Limited 2. Rane Holdings Limited 3. Rane Engine Valve Limited **Director** 1. Rane TRW Steering Systems Private Limited 2. Rane NSK Steering Systems Private Limited 3. Oriental Hotels Limited 4. Young Presidents Organisation (Chennai Chapter) 5. Savithur Enterprises Private Limited 6. HL Hill Station Properties Private Limited 7. Rane Holdings America Inc., USA 8. Rane Precision Die Casting Inc., USA
Committee Memberships in other Boards	**Member – Audit** Rane Engine Valve Limited **Member- Corporate Social Responsibility** Rane Engine Valve Limited	**Chairman – Stakeholders' Relationship** Rane Holdings Limited **Member – Stakeholders' Relationship** Rane (Madras) Limited **Member - Nomination and Remuneration** Rane Holdings Limited
Number of meetings of the Board attended during the year	Not Applicable	Five (5)
Number of equity shares held (including joint holding, if any)	-	Hundred (100)

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

Chennai
May 22, 2019

Venkatraman
Secretary

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ROUTE MAP TO AGM VENUE

