Registered Office:
" Maithri "
132, Cathedral Road,
Chennai 600 086.
India.
CIN : L63011TN2004PLC054948

Tel : 91 44 2811 2472
Fax : 91 44 2811 2449
URL : www.rane.co.in

Rane Brake Lining Limited

RBL / SE/ 17 /2016-17

July 21, 2016

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

Dear Sir/ Madam,

Sub: Outcome of 11th Annual General Meeting (AGM) and Voting results (E-voting & Poll)

Ref : Letter no. dated June 24, 2016 intimating AGM

We wish to inform you that the 11th Annual General Meeting (AGM) of the Company was held on Thursday, July 21, 2016 at The Music Academy (Mini hall), New No.168, T.T.K Road, Royapettah, Chennai at 10.15 a.m.

In regard to above, please find enclosed:

1. Summary of the Proceedings of 11th AGM (**Regulation 30** of SEBI LODR) (Annexure-1)
2. Voting Results of remote e-voting and Poll conducted at the AGM (**Regulation 44** of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). (Annexure-2)
3. Consolidated report of the Scrutinizer on remote e-voting and Poll dated July 21, 2016. (Annexure-3)

The above are also being uploaded on the website of the Company www.rane.co.in

We request you to take the above on record and note the compliance under above referred regulations of SEBI LODR.

Kindly acknowledge receipt.

Thanking you.

Yours faithfully
For **Rane Brake Lining Limited**

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

Venkatraman
Secretary
Encl: a/a

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" Maithri "
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Rane Brake Lining Limited

Annexure 1

Summary of proceedings of Eleventh Annual General Meeting (11th AGM)

The Eleventh Annual General Meeting (11th AGM) of the Company was held on Thursday, July 21, 2016 at The Music Academy (Mini Hall), New No.168, T.T.K Road, Royapettah, Chennai at 10.15 a.m. Mr. L Ganesh, Chairman of the Company, chaired the meeting.

Upon ascertaining that the requisite quorum was present, the Chairman called the meeting to order. The Chairman announced that 16 valid proxies received upto 48 hours before the commencement of the meeting representing 27,632 shares of Rs.10/- each fully paid-up had registered. The Chairman informed that the proxy register and register of director's & key managerial personnel shareholdings, register of contracts or arrangements in which the directors are interested, are open for inspection till the conclusion of the 11th AGM.

The Chairman welcomed the members and introduced the fellow members of the Board, Chairperson of the Audit Committee, Nomination & Remuneration Committee, Stakeholder's Relationship Committee and Corporate Social Responsibility Committee and the Auditors. The Chairman informed that Mr. Kazuhiro Iwata and Ms. Ranjana Kumar, directors, have expressed their inability to attend the meeting due to their other pre-occupations.

The Chairman gave an overview of the state of the industry, the Company's performance during the financial year 2015-16 and future outlook, in his speech to the members. With the permission of the members, the notice convening the 11th AGM & unqualified report of Statutory Auditors on the financial statements were taken as read.

The Chairman informed the members that the Company had provided the remote e-voting facility to cast vote electronically, on all resolutions set forth in the Notice to 11th AGM. The Chairman further informed that Mr. Balu Sridhar, Practising Company Secretary (F 5869) was appointed as the Scrutinizer for the remote e-voting and ballot paper poll process at the AGM.

The Chairman provided necessary clarifications sought by members on audited financial statement & other businesses to be transacted at the AGM through poll. Thereafter, the Chairman ordered poll on the following businesses set-forth in the notice, for members who did not participate in remote e-voting and were present in person / through proxies at the meeting

Ordinary business:

1. Adoption of Audited Financial Statement of the Company for year ended March 31, 2016, reports of Board of Directors and Auditors' thereon.
2. Confirmation of interim dividend paid on equity shares.
3. Re-appointment of Mr. Harish Lakshman (DIN: 00012602) as Director, who retires by rotation and being eligible offers himself for re-election.
4. Ratification of the appointment of M/s. Varma & Varma, Chartered Accountants as statutory auditors.

Special business:

5. Appointment of Mr Vinay Lakshman (DIN: 07295820) as Director
6. Approve appointment of Mr. Vinay Lakshman (DIN: 07295820) as Managing Director and terms & conditions thereof.

The Chairman announced that the meeting shall stand concluded on the completion of the poll and the report of the scrutinizer along with the results would be declared within 48 hours of the conclusion of the meeting and hosted on company's website. The meeting concluded at 11:10 a.m.

For **Rane Brake Lining Limited**

Venkatraman
Secretary

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

Place : Chennai
Date : July 21, 2016

ANNEXURE - II

Rane Brake Lining Limited - 11th Annual General Meeting (AGM) Voting Results	
Date of the AGM	July 21, 2016 (Thursday)
Total number of Shareholders on record date	6747
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	11
Public:	1004
No. of Shareholders attended the meeting through Video Conferencing	Not applicable

Resolution required : Ordinary	1.To consider and adopt the audited financial statements of the Company for the year ended March 31, 2016, the reports of the Board of Directors and Auditor's thereon.
Whether Promoter / Promoter group are interested in the agenda / resolution:	No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour of Votes Polled (6)=[(4)/(2)]*100	% of Votes in against of Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	52,70,510	36,75,261	69.73	36,75,261	-	100.00	-
	Poll		15,95,249	30.27	15,95,249	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public -Institutions	E-Voting	7,71,373	2,91,498	37.79	2,91,498	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	18,73,097	2,094	0.11	2,094	-	100.00	-
	Poll		1,985	0.11	1,985		100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	79,14,980	55,66,087	70.32	55,66,087	-	100.00	-

Resolution required : Ordinary	2. To confirm interim dividend paid on equity shares
Whether Promoter / Promoter group are interested in the agenda / resolution:	No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour of Votes Polled (6)=[(4)/(2)]*100	% of Votes in against of Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	52,70,510	36,75,261	69.73	36,75,261	-	100.00	-
	Poll		15,95,249	30.27	15,95,249	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public -Institutions	E-Voting	7,71,373	2,91,498	37.79	2,91,498	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	18,73,097	2,094	0.11	2,094	-	100.00	-
	Poll		1,985	0.11	1,985		100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	79,14,980	55,66,087	70.32	55,66,087	-	100.00	-



Rane Brake Lining Limited - 11th Annual General Meeting (AGM) Voting Results

Resolution required : Ordinary	3.To re-appoint Mr. Harish Lakshman (DIN 00012602), who retires by rotation, as a director
Whether Promoter / Promoter group are interested in the agenda / resolution:	Mr. Harish Lakshman, Promoter is interested in this resolution.

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour of Votes Polled (6)=[(4)/(2)]*100	% of Votes in againstof Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	52,70,510	36,75,261	69.73	36,75,261	-	100.00	-
	Poll		15,95,249.00	30.27	15,95,249	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public -Institutions	E-Voting	7,71,373	2,91,498.00	37.79	2,91,498.00	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	18,73,097	1,794.00	0.10	1,794.00	-	100.00	-
	Poll		1,985.00	0.11	1,985.00		100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	79,14,980	55,65,787	70.32	55,65,787	-	100.00	-

Resolution required : Ordinary	4.To ratify appointement of M/s. Varma & Varma, Chartered Accountants as Statutory Auditors'
Whether Promoter / Promoter group are interested in the agenda / resolution:	No

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour of Votes Polled (6)=[(4)/(2)]*100	% of Votes in againstof Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	52,70,510	36,75,261	69.73	36,75,261	-	100.00	-
	Poll		15,95,249.00	30.27	15,95,249	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public -Institutions	E-Voting	7,71,373	2,91,498.00	37.79	2,91,498.00	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	18,73,097	2,094.00	0.11	2,094.00	-	100.00	-
	Poll		1,985.00	0.11	1,985.00		100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	79,14,980	55,66,087	70.32	55,66,087	-	100.00	-

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

Rane Brake Lining Limited - 11th Annual General Meeting (AGM) Voting Results

Resolution required : Ordinary	5.To appoint Mr. Vinay Lakshman (DIN 07295820) as Director
Whether Promoter / Promoter group are interested in the agenda / resolution:	Mr. Vinay Lakshman, Promoter is interested in this resolution.

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour of Votes Polled (6)=[(4)/(2)]*100	% of Votes in againstof Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	52,70,510	36,67,961	69.59	36,67,961	-	100.00	-
	Poll		15,95,249.00	30.27	15,95,249	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public -Institutions	E-Voting	7,71,373	2,91,498.00	37.79	2,91,498.00	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	18,73,097	2,094.00	0.11	2,094.00	-	100.00	-
	Poll		1,985.00	0.11	1,985.00		100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	79,14,980	55,58,787	70.23	55,58,787	-	100.00	-

Resolution required : Special	6.To approve appointment of Mr. Vinay Lakshman (DIN 07295820) as Managing Director and the terms & conditions thereof
Whether Promoter / Promoter group are interested in the agenda / resolution:	Mr. Vinay Lakshman, Promoter is interested in this resolution.

Category	Mode of Voting	No. of Shares Held (1)	No. of Votes Polled (2)	% of Votes Polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - in against (5)	% of Votes in favour of Votes Polled (6)=[(4)/(2)]*100	% of Votes in againstof Votes Polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	52,70,510	36,67,961	69.59	36,67,961	-	100.00	-
	Poll		15,95,249.00	30.27	15,95,249	-	100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public -Institutions	E-Voting	7,71,373	2,91,498.00	37.79	2,91,498.00	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public - Non Institutions	E-Voting	18,73,097	2,046.00	0.11	2,046.00	-	100.00	-
	Poll		1,985.00	0.11	1,985.00		100.00	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	79,14,980	55,58,739	70.23	55,58,739	-	100.00	-

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

ANNEXURE-3

A. K. JAIN & ASSOCIATES
COMPANY SECRETARIES
S. Anil Kumar Jain B.Com., FCS
Balu Sridhar M.A.C.S., FCS., LLB
Pankaj Mehta B.Com (C.S.), ACS

CONSOLIDATED SCRUTINISER REPORT
[Pursuant to Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
of the 11th Annual General Meeting of the shareholders of RANE BRAKE LINING LIMITED, held on 21.07.2016 at The Music Academy (Mini Hall), New No.168, TTK Road, Royapettah, Chennai - 600014.

Dear Sir,

Sub: Consolidated Scrutinizer Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time and poll conducted at the 11th AGM of RANE BRAKE LINING LIMITED on July 21, 2016.

The Board of Directors of the Company, at its meeting held on May 23, 2016 had appointed me as the Scrutinizer for e-voting held between 18th July, 2016 (9.00 a.m.) and 20th July, 2016 (5.00 p.m.) and for the poll conducted at the 11th Annual General Meeting of the Company held on July 21, 2016.

The Company had appointed National Securities Depository Limited (NSDL), as the Service Provider, for extending the facility of e-voting to the shareholders of the Company from July 18, 2016 (09:00 A.M.) till July 20, 2016 (05.00 P.M.). The e-voting results were unblocked by me after the conclusion of Annual General Meeting held on July 21, 2016 at 11.10 A.M. For further details, refer Scrutinizer's report on e-voting dated July 21, 2016 attached herewith.

At the 11th AGM of the Company held on July 21, 2016, the Chairman of the Company had suo-moto called for a poll to facilitate the members present in the meeting, who could not participate in the e-voting, to record their votes through the poll process.

The results of voting through remote e-voting and through ballot papers at the AGM venue are as under:

A.K. JAIN & ASSOCIATES COMPANY SECRETARIES CHENNAI

No. 2, (New No. 3), Raja Annamalai Road, First Floor, Purasaiwalkam, Chennai - 600 084.
Phone : 2665 1224 / 4555 8281 Cell : 98411 76001 / 98413 22315 E-mail : akjainassociates@gmail.com

Item No	Type of Resolution	Subject Matter
1	Ordinary	To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2016, reports of the Board of Directors and the Auditors' thereon.
2	Ordinary	To confirm interim dividend paid on equity shares.
3	Ordinary	To re-appoint Mr. Harish Lakshman (DIN: 00012602), who retires by rotation, as a director.
4	Ordinary	To ratify the appointment of M/s. VARMA & VARMA, Chartered Accountants, as Statutory Auditors'
5	Ordinary	To appoint Mr. Vinay Lakshman (DIN: 07295820) as Director.
6	Special	To approve appointment of Mr. Vinay Lakshman (DIN: 07295820) as Managing Director and terms & conditions thereof.

Item No.	Total valid Votes received through			Votes in favour of the resolution		Votes against the resolution	
	E-voting	Ballot Paper	Total	No	% of votes	No	% of votes
1	39,68,853	15,97,234	55,66,087	55,66,087	100	0	0
2	39,68,853	15,97,234	55,66,087	55,66,087	100	0	0
3	39,68,553	15,97,234	55,65,787	55,65,787	100	0	0
4	39,68,853	15,97,234	55,66,087	55,66,087	100	0	0
5	39,61,553	15,97,234	55,58,787	55,58,787	100	0	0
6	39,61,505	15,97,034	55,58,539	55,58,539	100	0	0

All the six resolutions have been passed with the requisite majority.

For A.K.JAIN & ASSOCIATES
Company Secretaries

Place: Chennai
Date: 21.07.2016

A.K. JAIN & ASSOCIATES COMPANY SECRETARIES CHENNAI

BALU SRIDHAR
Partner
Scrutinizer
M.No. F5869