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

Tel : 91 44 2811 2472
Fax : 91 44 2811 2449

Rane Brake Lining Limited

RBL / 2013
August 21, 2013

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
'G' Block, Bandra Kurla Complex
Bandra (E)
Mumbai 400 051

Fax No.2659 8237 / 38
E-mail: cmlist@nse.co.in

Stock Code: **RBL**

Dear Sirs,

Please find enclosed a copy of minutes of the 8th Annual General Meeting of the Company held on July 24, 2013, under Clause 31(d) of the Listing Agreement.

Kindly take the above documents on record and acknowledge.

Thanking you,

Yours faithfully
For **Rane Brake Lining Limited**

G Karthikeyan
Secretary

Encl: as above.

Copy to **Bombay Stock Exchange Limited**
Corporate Relationship Department,
1st Floor, New Trading Ring,
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai 400 001

Stock Code: 532987
E-mail: corp.relations@bseindia.com

Madras Stock Exchange
Exchange Building
Second Line Beach,
Chennai 600 001

Stock Code: RANEBRAKE

Rane Brake Lining Limited

Minutes of the 8th Annual General Meeting of the Company held at 10.15 a.m. on Wednesday, July 24, 2013 at The Music Academy (Mini Hall), No. 168, TTK road, Royapettah, Chennai 600 014.

	In person	By proxy
Members present	734	16

Directors Present: Mr. L Ganesh
Mr. Harish Lakshman
Mr. L Lakshman
Mr. Anil Kumar V Epur
Mr. S Sandilya
Mr. S A Murali Prasad
Mr. S C Gupta

In attendance : Mr. P S Rao, President
Mr. MAP Sridhar Kumar, General Manager-Finance
Mr. G Karthikeyan, Secretary

Statutory Auditors : Mr. Prasanna Varma,
M/s. Varma & Varma, Chartered Accountants

Mr. L Ganesh, Chairman of the Company occupied the chair in accordance with Article No. 83 of the Articles of Association of the Company.

The Chairman after ascertaining that the requisite quorum was present, called the meeting to order. With the consent of the members present the notice convening the 8th Annual General Meeting was taken as read.

The Chairman made the opening welcome remarks to the members.

Mr. MAP Sridhar Kumar, General Manager - Finance, read out the Auditors' Report and with the consent of the members the annexure to the Auditors' Report was taken as read.

ORDINARY BUSINESS:

1. **Adoption of Accounts for the year ended March 31, 2013**

The Chairman after answering the questions raised by the shareholders moved the following resolution as an Ordinary Resolution.

"Resolved that the Audited Balance Sheet as at March 31, 2013, the Profit and Loss Account for the year ended March 31, 2013 together with the Reports of the

Directors and the Auditors of the Company thereon, as presented to the meeting be and the same are hereby approved and adopted."

The resolution was put to vote and declared to have been carried unanimously.

2. **Declaration of dividend on equity shares**

Mr. P Srinivasulu, a member, proposed the following resolution as an Ordinary Resolution.

"Resolved that the interim dividend of Rs.2/- per equity share declared by the board of directors of the Company on January 22, 2013 on 79,14,980 equity shares of Rs.10/- each fully paid, absorbing a sum of Rs.1,83,97,975 (including dividend distribution tax and cess thereon), paid to the shareholders on February 5, 2013 for the year ended March 31, 2013 be and is hereby approved."

"Resolved further that final dividend of Rs.2/- per equity share of Rs.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, 2013, absorbing an amount of Rs.1,85,20,262 (including dividend distribution tax and cess thereon) and that the dividend be paid to those shareholders, whose names appears in the Company's Register of Members as on **July 24, 2013** and in respect of shares in electronic form to those beneficial owners of the shares as at the end of business hours on **July 19, 2013** as per the details furnished by the Depositories for this purpose."

Mr. K Selvakumar, a member, seconded the resolution.

The resolution was put to vote and declared to have been carried unanimously.

3. **Re-appointment of Mr. S Sandilya as Director**

Mr. S Mahalingam, a member, proposed the following resolution as an Ordinary Resolution.

"Resolved that Mr. S Sandilya, who retires by rotation and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company."

Mr. R Narasimhan, a member, seconded the resolution.

The resolution was put to vote and declared to have been carried unanimously.

4. Re-appointment of Mr. S A Murali Prasad as Director

Mr. R Narasimhan, a member, proposed the following resolution as an Ordinary Resolution.

"Resolved that Mr. S A Murali Prasad who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

Mr. L Prabhu, a member, seconded the resolution.

The resolution was put to vote and declared to have been carried unanimously.

5. Re-appointment of Auditors

Mr. K Selvakumar, a member, proposed the following resolution as an Ordinary Resolution.

"Resolved that, M/s. Varma & Varma, Chartered Accountants (Registration No. FRN 04532S with The Institute of Chartered Accountants of India), be and are hereby re-appointed as auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors of the Company, in addition to reimbursement of traveling and other out-of-pocket expenses actually incurred by them in connection with the audit."

Mr. L Prabhu, a member, seconded the resolution.

The resolution was put to vote and declared to have been carried unanimously.

With a vote of thanks proposed by Mr. S Mahalingam, a member, the Chairman declared the meeting as closed.

Chennai
Dated: July 24, 2013

L Ganesh
Chairman