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 / 24 / 2017-18

August 24, 2017

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

Dear Sir / Madam,

Sub: Outcome of 12th Annual General Meeting held on August 23, 2017

Ref: Our letter no. RBL/SE/20/2017-18 dated July 21, 2017 - Notice of AGM

We wish to inform you that the 12th Annual General Meeting (AGM) of the members of the Company was held on Wednesday, August 23, 2017 at The Music Academy (Mini hall), New No.168, T.T.K Road, Royapettah, Chennai - 600 014 at 10:15 hrs.

In this regard, we furnish the following:

1. Summary of the Proceedings of 12th AGM (**Regulation 30)** of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) - *Annexure-1*

2. Voting Results of remote e-voting and Poll conducted at the AGM (**Regulation 44)** of SEBI LODR) - *Annexure-2*

3. Consolidated report of the Scrutinizer on remote e-voting and Poll dated August 23, 2017. - *Annexure-3*

The above are also being uploaded on the website of the Company *www.ranegroup.com*

We request you to take the above on record and note the compliance under above referred regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR).

Thanking you.

Yours faithfully

For **Rane Brake Lining Limited**

Venkatraman
Secretary

RANE BRAKE LINING LIMITED "MAITHRI" 132 CATHEDRAL ROAD CHENNAI-600 006

Encl: a/a

Annexure 1

Summary of proceedings of Twelfth Annual General Meeting (12th AGM)

The Twelfth Annual General Meeting (12th AGM) of the Company was held on Wednesday, August 23, 2017 at The Music Academy (Mini Hall), New No.168, T.T.K Road, Royapettah, Chennai - 600 014 at 10:15 hrs. 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 5 valid proxies received upto 48 hours before the commencement of the meeting representing 204 equity shares of Rs.10/- each fully paid-up were registered. The Chairman informed that the proxy register and register of directors & key managerial personnel & their shareholding, register of contracts or arrangements in which the directors are interested, were open for inspection till the conclusion of the 12th AGM.

The Chairman welcomed the members and introduced the fellow members of the Board, Chairperson of the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and the Auditors. Further, the Chairman informed the members that Mr. L Lakshman and Mr. Kazuhiro Iwata, Directors, expressed their inability to attend the AGM due to their other professional pre-occupations.

The Chairman gave an overview of the state of the industry, the Company's performance during the financial year 2016-17 and future outlook, in his opening remarks to the members. With the permission of the members, the notice convening the 12th AGM & unqualified report of Statutory Auditors on the financial statements was 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 12th 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 statements & other businesses transacted at the AGM. Thereafter, the Chairman ordered poll on the following businesses set-forth in the notice, for those 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 Statements of the Company for year ended March 31, 2017, reports of the Board of Directors and the Auditors' thereon.
2. Declaration of dividend on equity shares
3. Re-appointment of Mr. Kazuhiro Iwata (DIN: 06875329) as Director, who retires by rotation and being eligible offers himself for re-appointment.
4. Re-appointment of statutory auditors of the Company.

Special business:

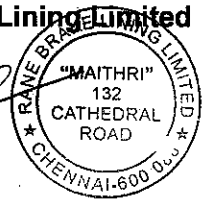
5. Appointment of Mr. Paravathaneni Santhosh Kumar (DIN:00267280) as an Independent Director
6. Re-appointment of Mr. Srinivasan Sandilya (DIN:00037542) as an Independent Director for a second term

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

7. Re-appointment of Mr. Suresh Chandra Gupta (DIN: 02085068) as an Independent Director for a second term
8. Re-appointment of Mr. Anil Kumar Venkat Epur (DIN: 00202454) as an Independent Director for a second term

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 11:15 hrs.

For **Rane Brake Lining Limited**



Venkatraman
Secretary

Place: Chennai
Date: August 24, 2017

Rane Brake Lining Limited - 12th Annual General Meeting (AGM) Voting Results

Date of the AGM	August 23, 2017 (Wednesday)
Total number of Shareholders on record date	9,291
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	5
Public:	1,071
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	Not applicable

Resolution required : Ordinary	**1. To consider and adopt the audited financial statements of the Company for the year ended March 31, 2017, the reports of the Board of Directors and Auditors' report 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	No. of Votes - in against	% of Votes in favour of Votes Polled	% of Votes in against of Votes Polled (7)=[(5)/(2)]*100	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	52,63,410	19,850	0.38	19,850	-	100.00	-	-
	Poll		36,48,311	69.31	36,48,311	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-		-	-
Public -Institutions	E-Voting	7,79,667	2,91,498	37.39	2,91,498	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-		-	-
Public - Non Institutions	E-Voting	18,71,903	1,523	0.08	1,523	-	100.00	-	-
	Poll		1,362	0.07	1,362	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
	Total	**79,14,980**	**39,62,544**	**50.06**	**39,62,544**	**-**	**100.00**		**-**

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

Rane Brake Lining Limited - 12th Annual General Meeting (AGM) Voting Results

Resolution required : Ordinary	**2.To declare dividend 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	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	52,63,410	19,850	0.38	19,850	-	100.00	-	-
	Poll		36,48,311	69.31	36,48,311	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	7,79,667	2,91,498	37.39	2,91,498	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	18,71,903	1,523	0.08	1,523	-	100.00	-	-
	Poll		1,362	0.07	1,362	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
	Total	**79,14,980**	**39,62,544**	**50.06**	**39,62,544**	**-**	**100.00**	**-**	**-**

Resolution required : Ordinary	**3. To appoint a Director in the place of Mr. Kazuhiro Iwata (DIN: 06875329), who retires by rotation and being eligible, offers himself for re-appointment.**
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	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	52,63,410	19,850	0.38	19,850	-	100.00	-	-
	Poll		36,48,311	69.32	36,48,311	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	7,79,667	2,91,498	37.39	2,91,498	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	18,71,903	1,523	0.08	1,508	15	99.02	0.98	-
	Poll		1,362	0.07	1,362	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
	Total	**79,14,980**	**39,62,544**	**50.06**	**39,62,529**	**15.00**	**99.99**	**0.01**	**-**

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

Rane Brake Lining Limited - 12th Annual General Meeting (AGM) Voting Results

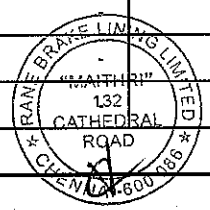
Resolution required : Ordinary	**4. To re-appoint statutory auditors of the Company.**
Whether Promoter / Promoter group are interested in the agenda / resolution:	No

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	% of Votes in againstof Votes Polled (7)=[(5)/(2)]*100	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	52,63,410	19,850	0.38	19,850	-	100.00	-	-
	Poll		36,48,311	69.32	36,48,311	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	7,79,667	2,91,498	37.39	2,91,498	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	18,71,903	1,523	0.08	1,523	-	100.00	-	-
	Poll		1,362	0.07	1,362	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
	Total	**79,14,980**	**39,62,544**	**50.06**	**39,62,544**	**-**	**100.00**	**-**	**-**

Resolution required : Ordinary	**5. To appoint Mr. Parvathaneni Santhosh Kumar, (DIN: 00267280) as an Independent Director.**
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	% of Votes in againstof Votes Polled (7)=[(5)/(2)]*100	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	52,63,410	19,850	0.38	19,850	-	100.00	-	-
	Poll		36,48,311	69.32	36,48,311	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	7,79,667	2,91,498	37.39	2,91,498	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	18,71,903	823	0.04	823	-	100.00	-	-
	Poll		1,362	0.07	1,362	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
	Total	**79,14,980**	**39,61,844**	**50.06**	**39,61,844**	**-**	**100.00**	**-**	**-**

Note: Two shareholders holding 300 and 400 shares respectively have abstained from e-voting in this resolution.



Rane Brake Lining Limited - 12th Annual General Meeting (AGM) Voting Results

Resolution required : Special	6. To re-appoint Mr. Srinivasan Sandilya, (DIN: 00037542) as an Independent Director for a second term.								
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**	**% of Votes in againstof Votes Polled (7)=[(5)/(2)]*100**	**Invalid Votes (8)**
Promoter and Promoter Group	E-Voting	52,63,410	19,850	0.38	19,850	-	100.00	-	-
	Poll		36,48,311	69.32	36,48,311	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public -Institutions	E-Voting	7,79,667	2,91,498	37.39	2,91,498	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-		-	-
Public - Non Institutions	E-Voting	18,71,903	1,523	0.08	1,523	-	100.00	-	-
	Poll		1,362	0.07	1,362	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
	Total	**79,14,980**	**39,62,544**	**50.06**	**39,62,544**	**-**	**100.00**	**-**	**-**

Resolution required : Special	7. To re-appoint Mr. Suresh Chandra Gupta, (DIN: 02085068) as an Independent Director for a second term.								
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**	**% of Votes in againstof Votes Polled (7)=[(5)/(2)]*100**	**Invalid Votes (8)**
Promoter and Promoter Group	E-Voting	52,63,410	19,850	0.38	19,850	-	100.00	-	-
	Poll		36,48,311	69.32	36,48,311	-	100.00	-	-
	Postal Ballot (if applicable)		-	-		-	-	-	-
Public -Institutions	E-Voting	7,79,667	2,91,498	37.39	2,91,498	-	100.00	-	-
	Poll		-	-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	18,71,903	1,523	0.08	1,123	400.00	73.74	26.26	-
	Poll		1,362	0.07	1,362	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
	Total	**79,14,980**	**39,62,544**	**50.06**	**39,62,144**	**400**	**99.99**	**0.01**	

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

Rane Brake Lining Limited - 12th Annual General Meeting (AGM) Voting Results

Resolution required : Special	**8. To re-appoint Mr. Anil Kumar Venkat Epur, (DIN: 00202454) as an Independent Director for a second term.**
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	% of Votes in againstof Votes Polled (7)=[(5)/(2)]*100	Invalid Votes (8)
Promoter and Promoter Group	E-Voting	52,63,410	19,850	0.38	19,850	-	100.00	-	-
	Poll		36,48,311	69.31	36,48,311	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-			-	-
Public -Institutions	E-Voting	7,79,667	2,91,498	37.39	2,91,498	-	100.00	-	-
	Poll		-	-	-	-		-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-	-
Public - Non Institutions	E-Voting	18,71,903	1,123	0.06	1,108	15	98.66	1.34	-
	Poll		1,362	0.07	1,362	-	100.00	-	-
	Postal Ballot (if applicable)		-	-	-	-	-		-
	Total	**79,14,980**	**39,62,144**	**50.06**	**39,62,129**	**15**	**100.00**	**0.00**	-

Note: A shareholder holding 400 shares has abstained from e-voting in this resolution.

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

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 12th Annual General Meeting of the shareholders of M/s. RANE BRAKE LINING LIMITED, held on August 23, 2017 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 12th AGM of RANE BRAKE LINING LIMITED on August 23, 2017.

The Board of Directors of the Company, at its meeting held on May 17, 2017 had appointed me as the Scrutinizer for e-voting held between Sunday 20th August, 2017 (9.00 a.m.) and Tuesday 22th August, 2017 (5.00 p.m.) and for the poll conducted at the 12th Annual General Meeting of the Company held on August 23, 2017.

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 August 20, 2017 (09:00 A.M) till August 22, 2017 (05.00 P.M). The e-voting results were unblocked by me after the conclusion of Annual General Meeting held on August 23, 2017 at 11.25 A.M. For further details, refer Scrutinizer's report on e-voting dated August 23, 2017.

At the 12th AGM of the Company held on August 23, 2017, 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:

CERTIFIED TRUE COPY
For RANE BRAKE LINING LIMITED

Secretary

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

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, 2017, reports of the Board of Directors and the Auditors' report thereon
2	Ordinary	To declare Dividend on Equity Shares
3	Ordinary	To appoint a Director in the place of Mr. Kazuhiro Iwata (DIN: 06875329), who retires by rotation and being eligible, offers himself for re-appointment.
4	Ordinary	To re-appoint statutory auditors of the Company.
5	Ordinary	To appoint Mr. Parvathaneni Santhosh Kumar, (DIN: 00267280) as an Independent Director.
6	Special	To re-appoint Mr. Srinivasan Sandilya, (DIN: 00037542) as an Independent Director for a second term.
7	Special	To re-appoint Mr. Suresh Chandra Gupta, (DIN: 02085068) as an Independent Director for a second term.
8.	Special	To re-appoint Mr. Anil Kumar Venkat Epur, (DIN: 00202454) as an Independent Director for a second term.

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	312,871	36,49,673	39,62,544	39,62,544	100.0000	0	0.0000
2	312,871	36,49,673	39,62,544	39,62,544	100.0000	0	0.0000
3	312,871	36,49,673	39,62,544	39,62,529	99.9996	15	0.0004
4	312,871	36,49,673	39,62,544	39,62,544	100.0000	0	0.0000
5	312,171	36,49,673	39,61,844	39,61,844	100.0000	0	0.0000
6	312,871	36,49,673	39,62,544	39,62,544	100.0000	0	0.0000
7	312,871	36,49,673	39,62,544	39,62,144	99.9899	400	0.0101
8	312,471	36,49,673	39,62,144	39,62,129	99.9996	15	0.0004

1. A shareholder holding 300 shares as on the cut-off date had abstained from e-voting in Resolution No.5.

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

AK IAIN & ASSOCIATES COMPANY SECRETARIES CHENNAI

2. A shareholder holding 400 shares as on the cut-off date had abstained from e-voting in Resolution No.5 and 8.

3. A shareholder holding 347 shares as on the Cut-off date i.e. August 16, 2017 had cast vote for 354 shares in the poll taken in 12th Annual General Meeting held on August 23, 2017. The no of votes for the purpose of this report had been restricted to 347 shares.

For A.K.JAIN & ASSOCIATES
Company Secretaries

Place: Chennai
Date: August 23, 2017

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

A K JAIN & ASSOCIATES COMPANY SECRETARIES CHENNAI

BALU SRIDHAR
Partner
Scrutinizer
M.No. F5869
COP: 3550