# Rane Brake Lining Limited

**CIN No.L63011TN2004PLC054948**

www.rane.co.in

Registered Office: "Maithri", 132, Cathedral Road, Chennai – 600 086

RBL /PBR/01-2014

## RESULT OF THE POSTAL BALLOT

Following is the results of the voting conducted vide Postal Ballot Notice dated July 22, 2014, on the resolutions set out in the above referred notice under item no.1, 2 and 3, based on the scrutinizer report dated August 28, 2014.

| Particulars | | Special Resolutions as set out in the Notice dated July 22, 2014 | | |
|---|---|---|---|---|
| | | **Item No.1** | **Item No.2** | **Item No.3** |
| | | Adoption of new set of Articles of Association of the Company | Sell, lease, mortgage or otherwise dispose off the property or undertaking of the Company under section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and rules made thereunder in connection with the borrowings of the Company | Appointment of Mr. Vinay Lakshman, as Senior Vice-President of the Company, in compliance with section 188(1)(f) and other applicable provisions of the Companies Act, 2013 and rules made thereunder |
| (a) Total votes cast through postal ballot form / E-voting | | 39,65,274 | 39,64,214 | 386,109 |
| (b) Less: Invalid votes | | 27,719 | 27,719 | 27,719 |
| (c) Net valid votes cast through postal ballot form / E-voting | | 39,37,555 | 39,36,495 | 358,390 |
| (d) Votes cast for the resolution | No. of Votes | 39,37,508 | 39,36,344 | 358,268 |
| | In % | 99.999 | 99.996 | 99.966 |
| (e) Votes cast against the resolution | No. of Votes | 47 | 151 | 122 |
| | In % | 0.001 | 0.004 | 0.034 |

The special resolutions as set out in item no.1, 2 and 3 of the notice have been approved by the members with requisite majority.

**For Rane Brake Lining Limited**

Harish Lakshman
**Director**

Date: August 28, 2014
Place: Chennai

**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

## SCRUTINIZER'S REPORT

To
The Chairman
M/s. RANE BRAKE LINING LIMITED
'Maithri', No. 132, Cathedral Road,
Chennai – 600 086

Dear Sir,

1. The Board of Directors of M/s. RANE BRAKE LINING LIMITED at its meeting held on 22.07.2014 has appointed me as a Scrutinizer for conducting the postal ballot voting process on the Special Resolutions under Sections 14, 180(1)(a) and 188(1)(f) of the Companies Act, 2013 vide Item No. 1, Item No. 2 and Item No. 3 respectively as set out in the Postal Ballot Notice dated 22.07.2014.

2. I submit my report as under:

(i) The company has completed on 28.07.2014 the dispatch of postal ballot forms along with self-addressed inland letter to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 18.07.2014.

(ii) The members of the Company as on the "cut-off" date i.e. 18.07.2014 were entitled to vote on the resolution through physical postal ballot forms or E-Voting platform provided by National Securities Depository Limited (NSDL).

(iii) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.

(iv) The postal ballot forms were kept under my safe custody.

(v) The postal ballot forms were opened on 27.08.2014 after the closing hours in my presence and the votes cast through e-voting were unblocked after the completion of E-voting process at 6.30 P.M. on Wednesday the 27th day of August 2014 in the presence of 2 witnesses, Mr. Pankaj Mehta and Mr. Mudith, who are not in the employment of Company.

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

(vi) The votes cast through postal ballot forms and e-voting platform were scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company / list of beneficiaries as on 18.07.2014.

(vii) All postal ballot forms received upto the close of working hours on 27.08.2014, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.

(viii) No envelopes containing postal ballot forms were received after closing hours on 27.08.2014.

(ix) Envelopes containing postal ballot forms returned undelivered aggregated to 275 vide serial number 1 to 275. These envelopes were also not opened and they are separately kept.

(x) I did not find any defaced or mutilated ballot paper.

3. The summary of votes cast through e-voting &postal ballot forms is given below:

**Item No.1** **Type of resolution: Special**

Adoption of new set of Articles of Association of the Company.

| S.No | Particulars | E-voting | | Postal ballot forms | | Total | |
|---|---|---|---|---|---|---|---|
| | | Nos | No of shares | Nos | No of shares | Nos | No of shares |
| 1. | Total votes cast. | 37 | 38,93,837 | 116 | 71,437 | 153 | 39,65,274 |
| 2. | Less Invalid votes | 0 | 0 | 10 | 27,719 | 10 | 27,719 |
| 3. | Net valid votes | 37 | 38,93,837 | 106 | 43,718 | 143 | 39,37,555 |
| 4. | Total votes favoring the resolution. | 36 | 38,93,791 | 105 | 43,717 | 141 | 39,37,508 |
| 5. | Total votes against the resolution. | 1 | 46 | 1 | 1 | 2 | 47 |

% of votes in favor of the resolution : 99.999
% of votes against the resolution : 0.001

A.K. JAIN & ASSOCIATES Company Secretaries CHENNAI

**Item No.2** **Type of Resolution: Special**

Sell, Lease, Mortgage or otherwise dispose off the property or undertaking of the company under section 180(1)(a) and other provisions of the Companies Act 2013 and the rules made thereunder in connection with the borrowings of the Company.

| S.No | Particulars | E-voting | | Postal ballot forms | | Total | |
|---|---|---|---|---|---|---|---|
| | | Nos | No of shares | Nos | No of shares | Nos | No of shares |
| 1. | Total votes cast. | 37 | 38,93,837 | 115 | 70,377 | 152 | 39,64,214 |
| 2. | Less Invalid votes | 0 | 0 | 10 | 27,719 | 10 | 27,719 |
| 3. | Net valid votes | 37 | 38,93,837 | 105 | 42,658 | 142 | 39,36,495 |
| 4. | Total votes favoring the resolution. | 35 | 38,93,787 | 103 | 42,557 | 138 | 39,36,344 |
| 5. | Total votes against the resolution. | 2 | 50 | 2 | 101 | 4 | 151 |

% of votes in favor of the resolution : 99.996
% of votes against the resolution : 0.004

**Item No.3** **Type of Resolution: Special**

Appointment of Mr. Vinay Lakshman, as Senior Vice-President of the Company, in compliance with section 188(1)(f) and other applicable provisions of the Companies Act, 2013 and rules made thereunder.

| S.No | Particulars | E-voting | | Postal ballot forms | | Total | |
|---|---|---|---|---|---|---|---|
| | | Nos | No of shares | Nos | No of shares | Nos | No of shares |
| 1. | Total votes cast. | 37 | 314,872 | 115 | 71,237 | 152 | 386,109 |
| 2. | Less Invalid votes | 0 | 0 | 10 | 27,719 | 10 | 27,719 |

A.K. JAIN & ASSOCIATES Company Secretaries CHENNAI

| | | | | | | | |
|---|---|---|---|---|---|---|---|
| 3. | Net valid votes | 37 | 314,872 | 105 | 43,518 | 142 | 358,390 |
| 4. | Total votes favoring the resolution. | 36 | 314,826 | 101 | 43,442 | 137 | 358,268 |
| 5. | Total votes against the resolution. | 1 | 46 | 4 | 76 | 5 | 122 |

None of the related parties in the context of resolution under item No.3 participated in the voting on the resolution.

% of votes in favor of the resolution : 99.966
% of votes against the resolution : 0.034

4. I have handed over the postal ballot forms and other related papers / registers and records for safe custody to the Director authorized by the Board to supervise the postal ballot process.

5. You may accordingly declare the result of the voting by Postal ballot.

Thanking you,

For A.K.JAIN & ASSOCIATES
Company Secretaries

Place: Chennai
Date: 28.08.2014

A.K. JAIN & ASSOCIATES Company Secretaries CHENNAI

Balu Sridhar
Partner
M.No. F5869
C.P. No.3550