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

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

Rane Brake Lining Limited

www.rane.co.in
CIN: L63011TN2004PLC054918

Rane

July 23, 2014

RBL / 2014-15

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
2659 8347 / 48

Stock Code : RBL

Dear Sir,

Sub: Announcement – Outcome of 9th Annual General Meeting (AGM) held on July 22, 2014
Ref: Clause 35A of the Listing Agreement – Voting Result

We wish to inform you that at the 9th AGM of the Company held on July 22, 2014 at The Music Academy (Mini hall), New No.168, T.T.K Road, Royapettah, Chennai at 10.15 a.m. the following business were considered and approved by the shareholders with requisite majority as applicable.

(i) Attendance of members:

Sl. No.	***Description***	***Particulars***		
A	*Date of AGM*	*July 22, 2014*		
B	*Total number of shareholders on record date (Cut-off date)*	*5,730*		
C	*No. of Shareholders present in the meeting either in person or through proxy*			
	Shareholders	***Present in person***	***Present through Proxy***	***Total***
	Promoter and Promoter Group	*5*	*7*	*12*
	Public	*795*	*11*	*806*
	Total	***800***	***18***	***818***
D	*No. of Shareholders attended the meeting through Video Conferencing* ***No Video Conferencing facility was made available***			

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

Rane Brake Lining Limited

(ii) Voting by members:

Sl No.	*Details of Agenda*	*Resolution required (Ordinary/ Special)*	*Mode of Voting: (Show of hands /Poll/Postal Ballot/ E-Voting)*	*Remarks*
1.	To receive, consider and adopt the Directors' Report, audited financial statements of the Company for the year ended March 31, 2014 and the Auditors' Report thereon	Ordinary	E-Voting & Poll	Passed unanimously
2	To declare dividend on equity shares	Ordinary	E-Voting & Poll	Passed unanimously
3	To re-appoint Mr. Harish Lakshman, who retires by rotation, as a director	Ordinary	E-Voting & Poll	Passed unanimously
4	To appoint M/s Varma & Varma, Chartered Accountants as Auditors and to determine their remuneration	Ordinary	E-Voting & Poll	Passed unanimously
5	To appoint Mr. Kazuhiro Iwata, as a director, liable to retire by rotation	Ordinary	E-Voting & Poll	Passed with requisite majority
6	To appoint Mr. S Sandilya, director, as an independent director	Ordinary	E-Voting & Poll	Passed with requisite majority
7	To appoint Mr. S A Murali Prasad, director, as an independent director	Ordinary	E-Voting & Poll	Passed with requisite majority
8	To appoint Mr. Anil Kumar V Epur, director, as an independent director	Ordinary	E-Voting & Poll	Passed with requisite majority
9	To appoint Mr. S C Gupta, director, as an independent director	Ordinary	E-Voting & Poll	Passed with requisite majority
10	To approve the borrowing powers of the board	Special	E-Voting & Poll	Passed unanimously
11	To approve re-appointment of Mr. P S Rao as Manager	Special	E-Voting & Poll	Passed with requisite majority

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

Rane Brake Lining Limited

(iii) Results of Poll / postal ballot / E-voting by members:

The mode of voting for all resolutions was:

(i) e-voting; and

(ii) Poll conducted at the AGM to facilitate the shareholders who attended the AGM personally and did not participate in the e-voting process.

Result of voting in the prescribed format is annexed herewith.

Kindly acknowledge receipt.

Yours faithfully,
For ***Rane Brake Lining Limited***

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

G Karthikeyan
Secretary
Encl: as above

Copy to : ***Bombay Stock Exchange Limited (Stock code : 532987)***

Rane Brake Lining Limited

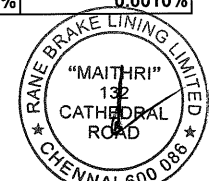
Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-Voting / Poll are furnished below

Date of Annual General Meeting: 22.07.2014

Date of declaration of results: **23.07.2014**

Total No. of shareholders as on June 20, 2014 (cut-off date) : 5,730

Resolution No	Category	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes polled	% of votes against - on votes polled
1. To receive, consider and adopt the Directors' Report, audited financial statements of the Company for the year ended March 31, 2014 and the Auditors' Report thereon	Promoter and Promoter group	51,94,084	51,94,084	100.0000%	51,94,084	-	100.0000%	0.0000%
	Public - Institutional holders	7,71,373	-	0.0000%	-	-	0.0000%	0.0000%
	Public - Others	19,49,523	67,193	3.4466%	67,193	-	100.0000%	0.0000%
	Total	**79,14,980**	**52,61,277**	**66.4724%**	**52,61,277**	**-**	**100.0000%**	**0.0000%**
2. To declare dividend on equity shares	Promoter and Promoter group	51,94,084	51,94,084	100.0000%	51,94,084	-	100.0000%	0.0000%
	Public - Institutional holders	7,71,373	-	0.0000%	-	-	0.0000%	0.0000%
	Public - Others	19,49,523	67,193	3.4466%	67,193	-	100.0000%	0.0000%
	Total	**79,14,980**	**52,61,277**	**66.4724%**	**52,61,277**	**-**	**100.0000%**	**0.0000%**
3. To re-appoint Mr. Harish Lakshman, who retires by rotation, as a director	Promoter and Promoter group	51,94,084	51,94,084	100.0000%	51,94,084	-	100.0000%	0.0000%
	Public - Institutional holders	7,71,373	-	0.0000%		-	0.0000%	0.0000%
	Public - Others	19,49,523	67,193	3.4466%	67,193	-	100.0000%	0.0000%
	Total	**79,14,980**	**52,61,277**	**66.4724%**	**52,61,277**	**-**	**100.0000%**	**0.0000%**
4. To appoint M/s Varma & Varma, Chartered Accountants as Auditors and to determine their remuneration	Promoter and Promoter group	51,94,084	51,94,084	100.0000%	51,94,084	-	100.0000%	0.0000%
	Public - Institutional holders	7,71,373	-	0.0000%		-	0.0000%	0.0000%
	Public - Others	19,49,523	67,193	3.4466%	67,193	-	100.0000%	0.0000%
	Total	**79,14,980**	**52,61,277**	**66.4724%**	**52,61,277**	**-**	**100.0000%**	**0.0000%**
5. To appoint Mr. Kazuhiro Iwata, as a director, liable to retire by rotation	Promoter and Promoter group	51,94,084	51,94,084	100.0000%	51,94,084	-	100.0000%	0.0000%
	Public - Institutional holders	7,71,373	-	0.0000%	-	-	0.0000%	0.0000%
	Public - Others	19,49,523	66,993	3.4364%	66,983	10	99.9851%	0.0149%
	Total	**79,14,980**	**52,61,077**	**66.4699%**	**52,61,067**	**10**	**99.9998%**	**0.0002%**
6. To appoint Mr. S Sandilya, director, as an independent director	Promoter and Promoter group	51,94,084	51,94,084	100.0000%	51,94,084	-	100.0000%	0.0000%
	Public - Institutional holders	7,71,373	-	0.0000%	-	-	0.0000%	0.0000%
	Public - Others	19,49,523	66,993	3.4364%	66,938	55	99.9179%	0.0821%
	Total	**79,14,980**	**52,61,077**	**66.4699%**	**52,61,022**	**55**	**99.9990%**	**0.0010%**



Rane Brake Lining Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-Voting / Poll are furnished below

Date of Annual General Meeting: 22.07.2014

Date of declaration of results: **23.07.2014**

Total No. of shareholders as on June 20, 2014 (cut-off date) : 5,730

Resolution No	Category	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour - on votes polled	% of votes against - on votes polled
7. To appoint Mr. S A Murali Prasad, director, as an independent director	Promoter and Promoter group	51,94,084	51,94,084	100.0000%	51,94,084	-	100.0000%	0.0000%
	Public - Institutional holders	7,71,373	-	0.0000%	-	-	0.0000%	0.0000%
	Public - Others	19,49,523	66,938	3.4336%	66,928	10	99.9851%	0.0149%
	Total	**79,14,980**	**52,61,022**	**66.4692%**	**52,61,012**	**10**	**99.9998%**	**0.0002%**
8. To appoint Mr. Anil Kumar V Epur, director, as an independent director	Promoter and Promoter group	51,94,084	51,94,084	100.0000%	51,94,084	-	100.0000%	0.0000%
	Public - Institutional holders	7,71,373	-	0.0000%	-	-	0.0000%	0.0000%
	Public - Others	19,49,523	66,993	3.4364%	66,938	55	99.9179%	0.0821%
	Total	**79,14,980**	**52,61,077**	**66.4699%**	**52,61,022**	**55**	**99.9990%**	**0.0010%**
9. To appoint Mr. S C Gupta, director, as an independent director	Promoter and Promoter group	51,94,084	51,94,084	100.0000%	51,94,084	-	100.0000%	0.0000%
	Public - Institutional holders	7,71,373	-	0.0000%	-	-	0.0000%	0.0000%
	Public - Others	19,49,523	66,993	3.4364%	66,938	55	99.9179%	0.0821%
	Total	**79,14,980**	**52,61,077**	**66.4699%**	**52,61,022**	**55**	**99.9990%**	**0.0010%**
10. To approve the borrowing powers of the board	Promoter and Promoter group	51,94,084	51,94,084	100.0000%	51,94,084	-	100.0000%	0.0000%
	Public - Institutional holders	7,71,373	-	0.0000%		-	0.0000%	0.0000%
	Public - Others	19,49,523	67,193	3.4466%	67,193	-	100.0000%	0.0000%
	Total	**79,14,980**	**52,61,277**	**66.4724%**	**52,61,277**	**-**	**100.0000%**	**0.0000%**
11. To approve re-appointment of Mr. P S Rao as Manager	Promoter and Promoter group	51,94,084	51,94,084	100.0000%	51,94,084	-	100.0000%	0.0000%
	Public - Institutional holders	7,71,373	-	0.0000%	-	-	0.0000%	0.0000%
	Public - Others	19,49,523	67,193	3.4466%	67,183	10	99.9851%	0.0149%
	Total	**79,14,980**	**52,61,277**	**66.4724%**	**52,61,267**	**10**	**99.9998%**	**0.0002%**



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
Chairman
RANE BRAKE LINING LIMITED
"MAITHRI", 132 Cathedral Road,
Chennai – 600 086

Dear Sir

The Board of Directors of the Company, at their meeting held on 21.05.2014 had, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, appointed us as Scrutinizer for the e-voting process to be held for passing of resolutions as set out in the Notice, convening Annual General Meeting (AGM), dated 21.05.2014.

In this connection, we hereby submit our report as under:

1. The members of the Company as on the "cut-off" date i.e. Friday, 20th June, 2014 were entitled to vote on the resolutions (Item no. 1 to 11 as the set out in the notice of the 9th Annual General Meeting of the Company).

2. The period for e-voting remained open from Wednesday, 16th July, 2014 (9.00 A.M) to Friday 18th July, 2014 (6.00 P.M) as mentioned in the Notice convening AGM.

3. The votes cast were unblocked after the completion of E-voting process at 6.00 P.M. on Friday 18th July 2014 in the presence of 2 witnesses, Mr. Anil Kumar Jain & Mr. Pankaj Mehta, who are not in the employment of Company.

4. The details viz., list of Equity Share Holders, who voted "For", "Against" each of the resolutions that were put to vote, were generated from the e-voting Website of National Securities Depository Limited which is https://www.evoting.nsdl.com and based on such report, we are enclosing the report for each of the items contained in the notice.

A.K. JAIN & 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

E-VOTING RESULTS

Item No.	1
Particulars of the Business	**To receive, consider and adopt the directors' report, the audited financial statement of the Company for the year ended March 31, 2014 and the auditors' report thereon.**
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	13	12707	100
Assent	13	12707	100
Dissent	0	0	0
Invalid	0	0	0

Item No.	2
Particulars of the Business	**Declaration of Dividend on Equity Shares.**
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	13	12707	100
Assent	13	12707	100
Dissent	0	0	0
Invalid	0	0	0

Item No.	3
Particulars of the Business	**To re-appoint Mr. Harish Lakshman, who retires by rotation as a director.**
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	13	12707	100
Assent	13	12707	100
Dissent	0	0	0
Invalid	0	0	0

S.K. JAIN & Co. Company Secretaries CHENNAI

Item No.	4
Particulars of the Business	**To appoint M/s Varma & Varma, Chartered Accountants as Auditors and to determine their remuneration.**
Type of Resolution	Ordinary

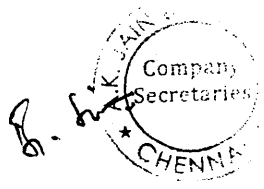
Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	13	12707	100
Assent	13	12707	100
Dissent	0	0	0
Invalid	0	0	0

Item No.	5
Particulars of the Business	**To appoint Mr. Kazuhiro Iwata, as a director, liable to retire by rotation.**
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	13	12707	100
Assent	12	12697	99.92
Dissent	1	10	0.08
Invalid	0	0	0

Item No.	6
Particulars of the Business	**To appoint Mr. S Sandilya, Director, as an Independent director.**
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	13	12707	100
Assent	12	12697	99.92
Dissent	1	10	0.08
Invalid	0	0	0



Item No.	7
Particulars of the Business	**To appoint Mr. S A Murali Prasad, director as an independent director.**
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	12	12652	100
Assent	11	12642	99.92
Dissent	1	10	0.08
Invalid	0	0	0

Item No.	8
Particulars of the Business	**To appoint Mr. Anil Kumar V Epur, director, as an independent director.**
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	13	12707	100
Assent	12	12697	99.92
Dissent	1	10	0.08
Invalid	0	0	0

Item No.	9
Particulars of the Business	**To appoint Mr. S C Gupta, director, as an independent director.**
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	13	12707	100
Assent	12	12697	99.92
Dissent	1	10	0.08
Invalid	0	0	0



Item No.	10
Particulars of the Business	**To approve the borrowing powers of the board.**
Type of Resolution	Special

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	13	12707	100
Assent	13	12707	100
Dissent	0	0	0
Invalid	0	0	0

Item No.	11
Particulars of the Business	**To approve re-appointment of Mr. P S Rao as 'Manager'.**
Type of Resolution	Special

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	13	12707	100
Assent	12	12697	99.92
Dissent	1	10	0.08
Invalid	0	0	0

For **A.K.JAIN & ASSOCIATES**
Company Secretaries

Date: 19.07.2014
Place: Chennai

A.K. JAIN & ASSOCIATES Company Secretaries CHENNAI

BALU SRIDHAR
Partner
M.No. F 5869

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

FORM No. MGT-13
Report of Scrutinizer(s)
[Pursuant to rule section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014*]*

To,
The Chairman of
9th Annual General Meeting of the Equity Shareholders of
RANE BRAKE LINING LIMITED
Held on 22.07.2014 at
The Music Academy (Mini Hall),
New No.168, TTK Road,
Royapettah, Chennai 600 014

Dear Sir,

I, Balu Sridhar, Partner of M/s. A.K. JAIN & ASSOCIATES, Company Secretaries in Practice, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General meeting of the Equity Shareholders of M/s. RANE BRAKE LINING LIMITED, held on 22.07.2014 at 10.15 A.M. at The Music Academy (Mini Hall), New No.168, TTK Road, Royapettah, Chennai 600 014, submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, ONE (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.

2. The locked ballot box was subsequently opened in the presence of Mr. S. Mahalingam and Mr. L.Ramani, Shareholders of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. We did not find any poll papers invalid.

4. The result of the Poll is 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.1
Resolution – Ordinary
To receive, consider and adopt the directors' report, the audited financial statement of theCompany for the year ended March 31, 2014 and the auditors'report thereon.

(i) Voted **in favour** of the resolution:

Number of members present andvoting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	5248570	100%

(ii) Voted **against** the resolution:

Number of members present andvoting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%

Item No.2:
Resolution - Ordinary
Declaration of Dividend on Equity Shares.

(i) Voted **in favour** of the resolution:

Number of members present andvoting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	5248570	100%

(ii) Voted **against** the resolution:

Number of members present andvoting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%

V.K. JAIN & ASSOCIATES Company Secretaries CHENNAI

Item No.3
Resolution – Ordinary
To re-appoint Mr. Harish Lakshman, who retires by rotation as a Director.

(i) Voted **in favour** of the resolution:

Number of members present andvoting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	5248570	100%

(ii) Voted **against** the resolution:

Number of members present andvoting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%

Item No.4
Resolution – Ordinary
To appoint M/s. Varma & Varma, Chartered Accountants as Auditors and to determine their remuneration.

(i) Voted **in favour** of the resolution:

Number of members present andvoting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	5248570	100%

ii) Voted **against** the resolution:

Number of members present andvoting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

P.K. JAIN & ASSOCIATES Company Secretaries CHENNAI

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%

Item No.5
Resolution – Ordinary
To appoint Mr. Kazuhiro Iwata, as a Director, liable to retire by rotation.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28*	5248370	100.00

(ii) Voted **against** the resolution:

Number of members present andvoting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%

Item No.6
Resolution – Ordinary
To appoint Mr. S Sandilya, Director, as an Independent Director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27*	5248325	99.99%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001%

A.K. JAIN & ASSOCIATES Company Secretaries CHENNAI

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%

Item No.7
Resolution – Ordinary
To appoint Mr. S A Murali Prasad, Director as an Independent Director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28*	5248370	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%

Item No.8
Resolution – Ordinary
To appoint Mr. Anil Kumar V Epur, Director, as an Independent Director.

(i) Voted **in favour** of the resolution:

Number of members present andvoting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27*	5248325	99.99%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001%

P.K. JAIN & ASSOCIATES Company Secretaries CHENNAI

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%

Item No.9
Resolution – Ordinary
To appoint Mr. S C Gupta, Director, as an Independent Director.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
27*	5248325	99.99%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	45	0.001%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%

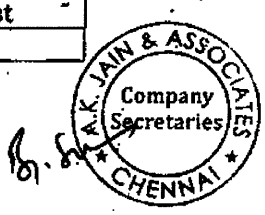
Item No.10
Resolution – Special
To approve the borrowing powers of the board.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	5248570	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%



(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%

Item No.11
Resolution – Special
To approve re-appointment of Mr. P S Rao as 'Manager'.

(i) Voted **in favour** of the resolution:

Number of members present andvoting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	5248570	100%

(ii) Voted **against** the resolution:

Number of members present andvoting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0%

(iii) **Invalid** votes:

Total number of members whose votes were declared invalid (in person or by proxy)	Total number of votes cast by them
0	0%

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary as authorized by the Board for safe keeping.

Note: * Out of 29 members present in the Meeting, one of the shareholder holding 200 shares has abstained from voting wrt to Item No.5 to 9 of the resolution.

For A.K.JAIN & ASSOCIATES
Company Secretaries

Place: Chennai
Dated: 22.07.2014

BALU SRIDHAR
Partner
M.No. FCS 5869

A.K. JAIN & ASSOCIATES Company Secretaries 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

CONSOLIDATED SCRUTINIZER REPORT FOR E-VOTING& POLL
FOR M/s. RANE BRAKE LINING LIMITED

To,
The Chairman,
9TH Annual General Meeting of Rane Brake Lining Limited
"MAITHRI", 132 Cathedral Road,
Chennai – 600 086

Sub: Passing of resolution through electronic AND poll conducted at the 9th AGM of RANE BRAKE LINING LIMITED held on July 22, 2014.

The Board of Directors the Company, at its meeting held on May 21, 2014 had appointed me as Scrutinizer to scrutinize the voting process in a fair and transparent manner. The e-voting was held between July16, 2014 at 09.00 A.M to July 18, 2014 at 6.00 P.M and the poll was conducted on 9th AGM of the Companyheld on July 22, 2014.

The Company had appointed National Securities Depository Limited., (NSDL) as the Service Provider, for extending the Facility of electronic voting to the shareholders of the Company from Wednesday July16, 2014 09:00 A.M till Friday July18, 2014 6:00 P.M. The e-voting results were unblocked by me after the completion of E-votingon July 18, 2014 in the presence of two witnesses. For further details, refer our Scrutinizer's report dated July19, 2014 attached herewith.

At the 9th AGM of the Company held on July22, 2014, 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 result of the E-voting together with that of the Poll is 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.1 (Ordinary Resolution): To receive, consider and adopt the directors' report, the audited financial statement of the Company for the year ended March 31, 2014 and the auditors' report thereon.

Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12707	0.2415	0	0	0	0
Poll	5248570	99.7585	0	0	0	0
TOTAL	5261277	100.00	0	0	0	0

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.2 (Ordinary Resolution): To declare dividend on Equity Shares.

Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12707	0.2415	0	0	0	0
Poll	5248570	99.7585	0	0	0	0
TOTAL	5261277	100.00	0	0	0	0

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.3 (Ordinary Resolution): To re-appoint Mr. Harish Lakshman, who retires by rotation as Director.

Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12707	0.2415	0	0	0	0
Poll	5248570	99.7585	0	0	0	0
TOTAL	5261277	100.00	0	0	0	0

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

R. K. JAIN & ASSOCIATES Company Secretaries CHENNAI

Item No.4 (Ordinary Resolution): To appoint M/s. Varma&Varma, Chartered Accountants as Auditors and to determine their remuneration.

Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12707	0.2415	0	0	0	0
Poll	5248570	99.7585	0	0	0	0
TOTAL	5261277	100.00	0	0	0	0

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.5 (Ordinary Resolution): To appoint Mr. Kazuhiro Iwata, as a Director, liable to retire by rotation.

Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12697	0.2413	10	0.0002	0	0
Poll*	5248370	99.7585	0	0.0000	0	0
TOTAL	5261067	99.9998	10	0.0002	0	0

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.6 (Ordinary Resolution): To appoint Mr. S Sandilya, Director, as an Independent Director.

Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12697	0.2413	10	0.0002	0	0
Poll*	5248325	99.7577	45	0.0008	0	0
TOTAL	5261022	99.9990	55	0.0010	0	0

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

A.K. JAIN & ASSOCIATES Company Secretaries CHENNAI

Item No.7 (Ordinary Resolution): To appoint Mr. S A Murali Prasad, Director as an Independent Director.

Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12642	0.2403	10	0.0002	0	0
Poll*	5248370	99.7595	0	0.0000	0	0
TOTAL	5261012	99.9998	10	0.0002	0	0

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.8 (Ordinary Resolution): To appoint Mr. Anil Kumar V Epur, Director, as an Independent Director.

Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12697	0.2413	10	0.0002	0	0
Poll*	5248325	99.7577	45	0.0008	0	0
TOTAL	5261022	99.9990	55	0.0010	0	0

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

Item No.9 (Ordinary Resolution): To appoint Mr. S C Gupta, Director, as an Independent Director.

Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12697	0.2413	10	0.0002	0	0
Poll*	5248325	99.7577	45	0.0008	0	0
TOTAL	5261022	99.9990	55	0.0010	0	0

The votes cast in FAVOUR of the resolution is more than the votes cast AGAINST, the resolution is passed as an ORDINARY RESOLUTION.

A.K. JAIN & ASSOCIATES Company Secretaries CHENNAI

Item No.10 (Special Resolution): To approve the borrowing powers of the board.

Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12707	0.2415	0	0	0	0
Poll	5248570	99.7585	0	0	0	0
TOTAL	5261277	100	0	0	0	0

The votes cast in FAVOUR of the resolution is Three Times more than the votes cast AGAINST, the resolution is passed as a SPECIAL RESOLUTION.

Item No.11 (Special Resolution): To approve re-appointment of Mr. P S Rao as 'Manager'.

Vote cast through	Votes in favor of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12697	0.2413	10	0.0002	0	0
Poll	5248570	99.7585	0	0.0000	0	0
TOTAL	5261267	99.9998	10	0.0002	0	0

The votes cast in FAVOUR of the resolution is Three Times more than the votes cast AGAINST, the resolution is passed as a SPECIAL RESOLUTION.

Note: * Out of 29 members present in the Meeting, one of the shareholder holding 200 shares has abstained from voting wrt to Item No.5 to 9 of the resolution in the AGM held on 22.07.2014.

We hereby confirm that, we are maintaining the Registers received from the Registrar and Share Transfer Agent both electronically and manually, in respect of the votes cast through E-Voting and Poll by the shareholders of the Company.

For A.K.JAIN & ASSOCIATES
Company Secretaries

Place: Chennai
Date: 22.07.2014

A.K. JAIN & ASSOCIATES Company Secretaries CHENNAI

BALU SRIDHAR
Partner
M.No. F5869