Rane Brake Lining Limited

Minutes of the 9th Annual General Meeting of the Company held at 10.15 a.m. on Tuesday, July 22, 2014 at The Music Academy (Mini Hall), No. 168, TTK road, Royapettah, Chennai 600 014.

	In person	By proxy
Members present	800	18

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, Vice President- 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 9th Annual General Meeting (AGM) and the unqualified Independent auditor's report and its annexure on the financial statements of the Company for the year ended March 31, 2014 in terms of Section 145 of the Companies Act, 2013, was taken as read.

The Chairman made the welcome remarks and shared with the members the state of the industry and performance of the Company during the year 2013-14.

After concluding his speech, Chairman stated that in compliance with Section 108 of the Companies Act, 2013 and clause 35B of the listing agreement, the Company had provided e-Voting facility through National securities Depositories Ltd. (NSDL) to enable members participate electronically on all the subjects of this AGM and as scheduled the e-Voting period commenced on Wednesday July 16, 2014 (9.00 a.m. IST) and ended on Friday, July 18, 2014 (6.00 p.m. IST) .

Chairman informed that Mr. Balu Sridhar, Practising Company Secretary, A.K. Jain and Associates, Company Secretaries, Chennai was appointed as scrutinizer by the Board for scrutinizing the e-Voting in a fair and transparent manner. The scrutinizer had submitted his report on the 'Result of e-Voting' on all the resolutions placed before the members.

Chairman after providing clarifications as sought by the members on the audited financial results and other subjects of the AGM ordered poll on all agenda items of the AGM, to facilitate the members present in the meeting, in person or through proxies, and who could not participate in the e-Voting to cast their votes through the poll, in proportion to the shares held by them.

Chairman appointed Mr. Balu Sridhar, Practising Company Secretary, A.K. Jain and Associates, Company Secretaries, Chennai as scrutinizer to conduct the poll in a fair and transparent manner with the assistance of Mr. S Mahalingam and Mr. L Ramani, members of the Company.

The scrutinizer displayed the single empty ballot box kept at the venue to all the members. The ballot box was locked in the presence of the scrutinizer and due identification marks were placed by him.

Chairman then announced that the results declared on the e-Voting and through ballot form along with scrutinizers report, will be placed on the Company's website within 48 hours from the conclusion of the AGM and would be communicated to the Stock Exchanges, where the Company's shares are listed.

Chairman thanked the members and announced that the 9th AGM shall stand formally closed on completion of the poll.

The ballot forms were distributed to the members and the members / proxies present at the meeting cast their votes as per the procedures explained to them by the Chairman.

The scrutinizer took the custody of the locked ballot box for counting the votes. The locked ballot box was opened by the scrutinizer in the presence of Mr. S Mahalingam and Mr. L Ramani, members, and the poll papers were diligently scrutinized by them. The report on the results of voting on the resolutions were submitted to the Chairman.

The Chairman based on the report on the poll furnished by the scrutinizer under Section 109 of the Companies Act 2013 in Form No.MGT-13 dated July 22, 2014 and Consolidated report on the results of the resolutions taking into account both e-voting and poll dated July 22, 2014, announced the results of the voting on July 23, 2014 on all resolutions contained in the notice of the 9th AGM and the results were immediately hosted on the website of the Company and intimated to all the Stock Exchanges where the equity shares of the Company are listed as detailed below:

Ordinary business:

1. **Adoption of the audited financial statement of the Company for the year ended March 31, 2014 including Auditors' Report and Directors' Report thereon**

   "Resolved that the audited financial statement of the Company for the year ended March 31, 2014 including balance sheet as at March 31, 2014, the profit and loss Account for the year ended March 31, 2014 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."

Result:

Vote cast through	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12,707	0.2415	0	0	0	0
Poll	52,48,570	99.7585	0	0	0	0
TOTAL	**52,61,277**	**100.0000**	**0**	**0**	**0**	**0**

The ordinary resolution was declared to have been passed unanimously as all the votes cast were in favour of the resolution.

2. Declaration of dividend on equity shares

"Resolved that dividend of Rs. 7.50 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, 2014, absorbing an amount of Rs.6,94,50,981 (including dividend distribution tax and cess thereon) and that the dividend be paid to those shareholders, whose names appear in the Company's register of members as on **July 22, 2014** and in respect of shares in electronic form to those beneficial owners of the shares as at the end of business hours on **July 11, 2014** as per the details furnished by the depositories for this purpose."

Result:

Vote cast through	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12,707	0.2415	0	0	0	0
Poll	52,48,570	99.7585	0	0	0	0
TOTAL	**52,61,277**	**100.0000**	**0**	**0**	**0**	**0**

The ordinary resolution was declared to have been passed unanimously as all the votes cast were in favour of the resolution.

3. Re-appointment of Mr. Harish Lakshman, who retires by rotation, as a director

"Resolved that Mr. Harish Lakshman (DIN 00012602), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a director of the Company."

Result:

Vote cast through	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12,707	0.2415	0	0	0	0
Poll	52,48,570	99.7585	0	0	0	0
TOTAL	**52,61,277**	**100.0000**	**0**	**0**	**0**	**0**

The ordinary resolution was declared to have been passed unanimously as all the votes cast were in favour of the resolution.

4. Appointment of M/s. Varma & Varma, Chartered Accountants as Auditors and to determine their remuneration

"Resolved that M/s. Varma & Varma, Chartered Accountants (Firm Registration No. 04532S with The Institute of Chartered Accountants of India), be and are hereby re-appointed as the auditors of the Company to hold office from the conclusion of this ninth AGM until the conclusion of the twelfth AGM (subject to ratification of the appointment by the members at every AGM held after this AGM) on such remuneration as may be determined by the Board of Directors of the Company, in addition to reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit."

Result:

Vote cast through	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12,707	0.2415	0	0	0	0
Poll	52,48,570	99.7585	0	0	0	0
TOTAL	**52,61,277**	**100.0000**	**0**	**0**	**0**	**0**

The ordinary resolution was declared to have been passed unanimously as all the votes cast were in favour of the resolution.

Special Business:

5. Appointment of Mr. Kazuhiro Iwata, as a director, liable to retire by rotation

"Resolved that Mr. Kazuhiro Iwata (DIN 06875329), who holds office as an additional director of the Company up to the date of this Annual General Meeting, be and is hereby appointed as director of the Company, whose period of office shall be subject to retirement by rotation".

Result:

Vote cast through	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12,697	0.2413	10	0.0002	0	0
Poll	52,48,370	99.7585	0	0.0000	0	0
TOTAL	**52,61,067**	**99.9998**	**10**	**0.0002**	**0**	**0**

The ordinary resolution was declared to have been passed with requisite majority as the votes cast in favour of the resolution was more than the votes cast against the resolution.

6. Appointment of Mr. S Sandilya, director, as an independent director

"Resolved that pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S Sandilya (DIN 00037542), director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as an independent director of the Company to hold office with effect from the conclusion of the ninth annual general meeting till the conclusion of the twelfth annual general meeting."

Result:

Vote cast through	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12,697	0.2413	10	0.0002	0	0
Poll	52,48,325	99.7577	45	0.0008	0	0
TOTAL	**52,61,022**	**99.9990**	**55**	**0.0010**	**0**	**0**

The ordinary resolution was declared to have been passed with requisite majority as the votes cast in favour of the resolution was more than the votes cast against the resolution.

7. Appointment of Mr. S A Murali Prasad, director, as an independent director

"Resolved that pursuant to the provisions of sections 149,150,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S A Murali Prasad (DIN 00001432), director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as an independent director of the Company to hold office with effect from the conclusion of the ninth annual General Meeting till the conclusion of the twelfth annual general meeting."

Result:

Vote cast through	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12,642	0.2403	10	0.0002	0	0
Poll	52,48,370	99.7595	0	0.0000	0	0
TOTAL	**52,61,012**	**99.9998**	**10**	**0.0002**	**0**	**0**

The ordinary resolution was declared to have been passed with requisite majority as the votes cast in favour of the resolution was more than the votes cast against the resolution.

8. Appointment of Mr. Anil Kumar V Epur, director, as an independent director

"Resolved that pursuant to the provisions of sections 149,150,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil Kumar V Epur (DIN 00202454), director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as an independent director of the Company to hold office with effect from the conclusion of the ninth annual general meeting till the conclusion of the twelfth annual general meeting."

Result:

Vote cast through	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12,697	0.2413	10	0.0002	0	0
Poll	52,48,325	99.7577	45	0.0008	0	0
TOTAL	**52,61,022**	**99.9990**	**55**	**0.0010**	**0**	**0**

The ordinary resolution was declared to have been passed with requisite majority as the votes cast in favour of the resolution was more than the votes cast against the resolution.

9. Appointment of Mr. S C Gupta, director, as an independent director

"Resolved that pursuant to the provisions of sections 149,150,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S C Gupta (DIN 02085068), director of the Company, in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as an independent director of the Company to hold office with effect from the conclusion of the ninth annual general meeting till the conclusion of the twelfth annual general meeting."

Result:

Vote cast through	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12,697	0.2413	10	0.0002	0	0
Poll	52,48,325	99.7577	45	0.0008	0	0
TOTAL	**52,61,022**	**99.9990**	**55**	**0.0010**	**0**	**0**

The ordinary resolution was declared to have been passed with requisite majority as the votes cast in favour of the resolution was more than the votes cast against the resolution.

10. Approval of the borrowing powers of the board

"Resolved that in supersession of the ordinary resolution adopted at the fourth annual general meeting held on July 20, 2009 and pursuant to section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the board of directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business, shall not be in excess of Rs. 100 crores (Rupees one hundred crores) over and above the aggregate of the paid up share capital and free reserves of the Company."

Result:

Vote cast through	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12,707	0.2415	0	0	0	0
Poll	52,48,570	99.7585	0	0	0	0
TOTAL	**52,61,277**	**100.0000**	**0**	**0**	**0**	**0**

The special resolution was declared to have been passed unanimously as all the votes cast were in favour of the resolution.

11. Approval of Re-appointment of Mr. P S Rao as 'Manager'

"Resolved that in accordance with the provisions of sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 (corresponding to sections 198, 269, 387 and any other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956), Mr. P S Rao, be and is hereby appointed as 'Manager' within the meaning of section 2(53) of the Companies Act 2013, with effect from April 1, 2014, in the designation of President, for a period of two years from April 1, 2014 upto March 31, 2016 or such other lesser periods as may be decided by the board of directors of the Company, on the following terms :

a) **Salary :**

In the scale of Rs.2,40,000 to Rs.3,50,000 per month. Annual increase will be effective 1st of April every year from April 1, 2014 onwards and the quantum will be decided by the board of directors.

b) Benefits, Perquisites and Allowances :

Benefits, perquisites and allowances as may be determined by the board of directors from time to time in accordance with the applicable scheme of the Company, subject to a maximum of 150% of the salary per annum.

The perquisites will be evaluated as per Income-tax Rules, wherever applicable, and at actual cost to the Company in other cases.

c) Contribution to funds :

Company's contribution to provident fund, and superannuation fund will not be included in the computation of the ceiling on perquisites to the extent these singly or put together are not taxable under the Income-tax Act.

d) Gratuity:

Gratuity payable shall be as per the rules of the Company.

e) Incentive remuneration

Incentive remuneration of such sum be paid based on the merits to be determined by the board, provided that the total remuneration shall not exceed the limits prescribed under the Companies Act, 2013 including any re-enactments thereof or such other limits as may be prescribed by the government from time to time."

"Resolved further that in the event of there being inadequacy or absence of profits in any financial year, during the currency of tenure of the Manager, he will be paid remuneration in terms of PART II of Schedule V to the Companies Act, 2013 including any re-enactments thereof or such other limit as may be prescribed by the government from time to time as minimum remuneration."

Result:

Vote cast through	Votes in favour of the resolution		Votes against the resolution		Invalid Votes	
	No	%	No	%	No	%
E Voting	12,697	0.2413	10	0.0002	0	0
Poll	52,48,570	99.7585	0	0.0000	0	0
TOTAL	**52,6,1267**	**99.9998**	**10**	**0.0002**	**0**	**0**

The special resolution was declared to have been passed with requisite majority as the votes cast in favour of the resolution was more than the votes cast against the resolution.

As announced by the Chairman, the meeting stood closed on completion of poll.

All the resolutions as contained in agenda item no.1 to 11 of 9th Annual General Meeting of the Company stood deemed to be passed on July 22, 2014, being the date on which the relevant annual general meeting of the members was held.

Chennai
Dated: July 23, 2014

L Ganesh
Chairman