

A. K. JAIN & ASSOCIATES
C O M P A N Y S E C R E T A R I E S



S. Anil Kumar Jain B.Com., FCS

Balu Sridhar M.A.C.S., FCS., LLB

Pankaj Mehta B.Com (C.S.), ACS

To,

The Chairman

of the 10th Annual General Meeting of the shareholders of M/s. RANE BRAKE LINING LIMITED, held on 20.07.2015 at The Music Academy (Mini Hall), New No.168, TTK Road, Royapettah, Chennai 600 014.

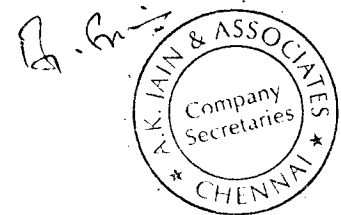
Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended from time to time and poll conducted at the 10th AGM of RANE BRAKE LINING LIMITED on July 20, 2015.

The Board of Directors of the Company, at its meeting held on May 22, 2015 had appointed me as the Scrutinizer for e-voting held between July 17, 2015 (09.00 A.M.) to July 19, 2015 (05.00 P.M.) and for the poll conducted at the 10th Annual General Meeting of the Company held on July 20, 2015.

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 July 17, 2015 (09:00 A.M.) till July 19, 2015 (05.00 P.M.). The e-voting results were unblocked by me after the conclusion of Annual General Meeting held on July 20, 2015 at 12.00 Noon. For further details, refer Scrutinizer's report on e-voting dated July 20, 2015 attached herewith.

At the 10th AGM of the Company held on July 20, 2015, 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:



Item No.1**Resolution – Ordinary**

To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2015, report of the Board of Directors and the Auditors' thereon.

(i) Voted in favour of the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	55,68,948	100

(ii) Voted against the resolution:

Number of members voted (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

As the votes cast in FAVOUR of the resolution were more than the votes cast AGAINST, the resolution was passed as an ORDINARY RESOLUTION.

Item No.2:**Resolution - Ordinary**

To declare dividend on equity shares

(i) Voted in favour of the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	55,68,948	100

(ii) Voted against the resolution:

Number of members voted (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

As the votes cast in FAVOUR of the resolution were more than the votes cast AGAINST, the resolution was passed as an ORDINARY RESOLUTION.

Item No.3

Resolution – Ordinary

To appoint a Director in the place of Mr. L Lakshman, who retires by rotation under Article 111 & 113 of the Articles of Association of the Company and being eligible offers himself for re-election.

(i) Voted in favour of the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	55,68,948	100

(ii) Voted against the resolution:

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

H. S. S.

(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

As the votes cast in FAVOUR of the resolution were more than the votes cast AGAINST, the resolution was passed as an ORDINARY RESOLUTION.

Item No.4

Resolution – Ordinary

To ratify the appointment of M/s. VARMA & VARMA, Chartered Accountants, statutory auditors of the Company

(i) Voted in favour of the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	55,68,948	100

(ii) Voted against the resolution:

Number of members voted (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

As the votes cast in FAVOUR of the resolution were more than the votes cast AGAINST, the resolution was passed as an ORDINARY RESOLUTION.

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Item No.5**Resolution – Ordinary**

To approve payment of commission to Mr. L Ganesh, Chairman and Non-Executive Director

(i) Voted in favour of the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
39	55,68,928	99.9996

(ii) Voted against the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	20	0.0004

(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

As the votes cast in FAVOUR of the resolution were more than the votes cast AGAINST, the resolution was passed as an ORDINARY RESOLUTION.

Item No.6**Resolution – Ordinary**

To appoint Ms. Ranjana Kumar, as an Independent Director

(i) Voted in favour of the resolution:

Number of members voted (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
40	55,68,948	100

(ii) Voted against the resolution:

Number of members voted (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

As the votes cast in FAVOUR of the resolution were more than the votes cast AGAINST, the resolution was passed as an ORDINARY RESOLUTION.

For A.K.JAIN & ASSOCIATES
Company Secretaries

Place : Chennai
Date : 20.07.2015



A handwritten signature in black ink, appearing to read "Balu Srividhar".

BALU SRIVIDHAR
Partner
M. No. F5869
C. P. No. 3550