ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2017, report of the Board of Directors and the Auditors’ report thereon

To consider passing of the following resolution, as an ordinary resolution:

“Resolved that the audited financial statement of the Company for the year ended March 31, 2017 together with the reports of the Board of Directors and the Auditors of the Company thereon, as circulated to the members and presented to the meeting be and are hereby adopted.”

2. To declare dividend on equity shares

To consider passing of the following resolution, as an ordinary resolution:

“Resolved that final dividend of 10/- per equity share declared by the Board of Directors on January 20, 2017 and paid to the shareholders on February 9, 2017 be confirmed to represent a total dividend of 15/- per equity share of 10/- each be paid out of the profits of the Company for the financial year 2016-17.”

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.

To consider passing of the following resolution, as an ordinary resolution:

“Resolved that Mr. Kazuhiro Iwata (DIN : 06875329), who retires by rotation under article 111 and 113 of the Articles of Association of the Company and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a director of the Company.”

4. To re-appoint statutory auditors of the Company.

To consider passing of the following resolution, as an ordinary resolution:

“Resolved that M/s. Varma and Varma, Chartered Accountants (Firm Registration No. 0045325) with The Institute of Chartered Accountants of India, be and are hereby re-appointed for a second term of five consecutive years as statutory auditors of the Company, to hold office from the conclusion of this twelfth Annual General Meeting until the conclusion of the seventeenth Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting) on such terms and conditions including 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.”

SPECIAL BUSINESS:

5. To appoint Mr. Parvathaneni Santosh Kumar (DIN : 00267280) as an Independent Director

To consider passing of the following resolution, as an ordinary resolution:

“Resolved that pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Parvathaneni Santosh Kumar (DIN : 00267280), appointed as an additional director of the Company in the category of Independent Director by the board of directors with effect from January 20, 2017, in terms of section 149 read with section 161 and the Articles of Association 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, not liable to retire by rotation, to hold office up to conclusion of fourteenth Annual General Meeting.”

6. To re-appoint Mr. Srinivasan Sandilya (DIN : 00037542) as an Independent Director for a second term

To consider passing of the following resolution, as a special resolution:

“Resolved that pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act 2013 and applicable rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Srinivasan Sandilya (DIN : 00037542), who was appointed as an Independent Director and who holds office upto conclusion of this Annual General Meeting and being eligible, in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office up to conclusion of fourteenth Annual General Meeting.”
NOTES:

1. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings, an explanatory statement setting out the material facts concerning business to be transacted at the AGM is annexed and forms part of this Notice.

2. Any member entitled to attend and vote at the Annual General Meeting (AGM) may appoint a proxy to attend and vote at the AGM instead of himself. The proxy need not be a member of the Company. The proxies should however be deposited at the registered office of the Company not less than 48 hours before the commencement of the AGM.

3. Corporate members intending to send their authorised representatives to attend the AGM are requested to send to the Company a certified copy of the board resolution authorising their representative to attend and vote on their behalf at the AGM.

4. Pursuant to the relevant provisions of the Companies Act 1956 / Companies Act 2013, dividend if any, up to the financial year ended March 31, 2010 which remained unclaimed for a period of seven years has been transferred to the Investor Education and Protection Fund (IEPF) of the central government. The Company has sent reminders to all those members whose dividend payments during the last seven years were remaining unpaid as per Company’s records. Members are requested to contact the Company’s Registrars and Transfer Agents (RTA), for payment in respect of the unclaimed dividend on or after the financial year 2009-10.

5. The notice of the twelfth AGM along with the attendance slip and proxy form, is being sent by electronic mode to all members whose e-mail addresses are registered with the Company / Depository Participant(s) (DP) unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode. We encourage your participation and request your support in this regard. To receive communications from the Company in electronic form, please register your e-mail address with your DP / RTA.

6. Members may also note that the notice of the twelfth AGM and the annual report 2017 will be available on the Company’s website www.ranegroup.com.

7. Members holding shares in physical form are requested to notify any change in their addresses, bank details or e-mail address to RTA immediately at the following address : M/s. Integrated Registry Management Services Private Limited

SEBI Registration No. INR000000544

II Floor, “Kences Towers”, No.1, Ramakrishna Street.
North Usman Road, T.Nagar, Chennai 600 017

8. Members holding shares in dematerialized form are requested to update the change in residential and e-mail address with their respective DP.

9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their DP with whom they are maintaining their de-mat accounts.
Members holding shares in physical form can submit their PAN to the RTA.

10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the RTA, for consolidation into a single folio. The share certificate(s) will be returned to the members after necessary endorsements.

11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company’s website www.ranegroup.com.

12. Members / Proxies should bring the attendance slip duly filled in for attending the AGM.

13. Information pursuant to regulation 26(4), 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) (SEBI LODR) and Secretarial Standard on General Meetings (SS-2) with respect of the Directors seeking appointment / re-appointment at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.

14. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services.

Members may note the following process and manner for ‘remote e-voting’:

i. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM “remote e-voting” will be provided by National Securities Depository Limited (NSDL).

ii. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by “remote e-voting” shall be able to exercise their right at the meeting through poll.

iii. The members who have cast their vote by “remote e-voting” prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again

iv. The ‘remote e-voting’ period commences on (Sunday) August 20, 2017 (9.00 hrs.) and ends on (Tuesday) August 22, 2017 (17.00 hrs.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 16, 2017 (Wednesday), may cast their vote by ‘remote e-voting’. The ‘remote e-voting’ module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

v. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date Wednesday, August 16, 2017.

vi. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, August 16, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or to the Company / RTA.

vii. However, if you are already registered with NSDL for ‘remote e-voting’ then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details / Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800-222-990.

viii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and ‘remote e-voting’ user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

ix. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

x. A member may participate in the AGM even after exercising his right to vote through ‘remote e-voting’ but shall not be allowed to vote again at the AGM.

xi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of ‘remote e-voting’ as well as voting at the AGM through poll.

xii. Mr. Balu Sridhar, Practicing Company Secretary (FCS Membership no. FCS 5869), Partner, M/s A K Jain & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the ‘remote e-voting’ process and voting at the AGM, in a fair and transparent manner.

xiii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of “Polling Paper” for all those members who are present at the AGM but have not cast their votes by availing the ‘remote e-voting’ facility.

xiv. The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through ‘remote e-voting’ in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by the Board, who shall countersign the same and declare the result of the voting forthwith.

xv. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.ranegroup.com and the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by the Board. The results shall also be immediately forwarded to the stock exchanges where the Company’s shares are listed.
INSTRUCTIONS FOR ‘REMOTE E-VOTING’

a. In case a Member receives an e-mail from NSDL for Members whose e-mail addresses are registered with the Company / Depositories:
   i. Open email and open PDF file viz; “RBL-remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for ‘remote e-voting’. Please note that the password is an initial password.
   ii. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/
   iii. Click on Shareholder – Login
   iv. Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
   v. Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
   vii. Select “EVEN” of “Rane Brake Lining Limited”.
   viii. Now you are ready for ‘remote e-voting’ as Cast Vote page opens.
   ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

b. In case of members’ receiving physical copy of the notice of AGM and desires to cast e-vote (for members whose email IDs are not registered with the Company / Depository Participant(s) or requesting physical copy):
   i. Initial password is provided as below / at the bottom of the Attendance Slip for the AGM:
   ii. Please follow all steps mentioned from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

(By order of the board)

Rane Brake Lining Limited

Chennai
May 17, 2017

Venkatraman
Secretary

Registered Office:
“Maithri”, 132, Cathedral Road, Chennai 600 086
CIN: L63011TN2004PLC054948
www.ranegroup.com

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

Resolution No.5

Mr. Parvathaneni Santosh Kumar (DIN : 00267280) joined the board of directors of your Company on January 20, 2017 and was appointed as Additional director (Independent) up to the conclusion of this AGM. It is proposed to appoint him as Independent Director to hold office up to conclusion of fourteenth Annual General Meeting.

Mr. P S Kumar is a Fellow member of the Institute of Chartered Accountants of India (ICAI) and the Institute of Chartered Accountants in England and Wales (ICAEW). He is the Partner in charge at M/s. Brahmayya & Co., Chartered Accountants, Chennai. He has over 45 years of rich experience in the fields of corporate & internal audits, mergers & acquisitions, international taxation, transfer pricing including specified domestic transactions, etc.

The Nomination and Remuneration Committee of the Board has recommended the appointment of Mr. P S Kumar (DIN : 00267280) as Independent Director with effect from January 20, 2017 till conclusion of the fourteenth Annual General Meeting of the Company.

Mr. P S Kumar is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. P S Kumar that he meets with the criteria of independence as prescribed both under sub-section (6) of section 148 of the Act and provisions of SEBI LODR. The Company has received notice in writing under section 160 of the Companies Act 2013, along with requisite deposit amount from a member signifying the intention to propose his candidature to the office of director of the Company.

In view of his knowledge, rich experience and fulfilment of the conditions for appointment as an independent director as specified in the Act and SEBI LODR, in the opinion of board of directors the appointment of Mr. P S Kumar would be beneficial to the Company.

Copy of the draft letter of appointment of Mr. P S Kumar as an independent director setting out the terms and conditions is available to members at the registered office of the Company during the working hours up to the date of AGM.

Other information relating to his appointment in accordance with Secretarial Standard –SS-2 and Regulation 26(4) and 36(3) of SEBI LODR is annexed to the Notice.

Mr. P S Kumar is interested in the resolution as it relates to his own appointment. None of the other Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The board recommends passing the resolution as set out at item no.5 of this notice as an ordinary resolution.

Resolution No.6

Mr. Srinivasan Sandilya (DIN : 00037542) joined the board of your company on February 6, 2008 and was appointed by the...
Mr. S Sandilya is interested in the resolution as it relates to his own contributions in the meetings as a member of the Board / committees and their relatives as concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The board recommends passing the resolution as set out at item no. 6 of this notice as a special resolution.

Resolution No.7

Mr. Suresh Chandra Gupta (DIN :02085068) joined the board of your company on March 24, 2008 and was appointed by the shareholders as Independent Director in AGM 2014 for a first term of three consecutive years commencing from the conclusion of the ninth AGM till the conclusion of this twelfth AGM. It is proposed to re-appoint him as Independent Director for a second term of three years from conclusion of this twelfth Annual General Meeting to August 22, 2020 or upto the conclusion of the fifteenth Annual General Meeting, whichever is earlier.

Mr. S C Gupta holds a bachelor degree in engineering from The Birla Institute of Technology & Science (BITS, Pilani) and has over 48 years of experience in the field of planning, implementation and financial control of projects & technology. He worked in Indian railways for 38 years, where he held various positions. In his last position as a member to the electrical railway board, ex-office secretary to the government of India, he was responsible for improving operational efficiency, productivity and safety on Indian railways.

In compliance with Schedule IV of the Act, the Board has evaluated performance of the director in terms of broad parameters like attendance, participation in meetings, sharing of relevant domain experience networking in other forums, strategic inputs and demonstration towards governance compliances.

Based on the evaluation of directors carried out during his term as Independent Director, the Nomination and Remuneration Committee of the Board has recommended the re-appointment of Mr. S C Gupta as Independent Director for a second term as set out in the resolution.

Mr. S C Gupta is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from Mr. S C Gupta that he meets with the criteria of independence as prescribed both under sub-section (6) of section 149 of the Act and provisions of SEBI LODR. The Company has received notice in writing under section 160 of the Companies Act 2013, along with requisite deposit amount from a member signifying the intention to propose his candidature to the office of director of the Company.

Taking into consideration the knowledge, rich experience, contributions in the meetings as a member of the Board / committees thereof and fulfillment of the conditions for re-appointment as an independent director as specified in the Act and SEBI LODR, the board of directors recommends that the continuance of Mr. S C Gupta would be beneficial to the Company.

Other information relating to his re-appointment in accordance with Secretarial Standard –SS-2 and Regulation 26(4) and 36(3) of SEBI LODR is annexed to the Notice.

Copy of the draft letter for appointment of Mr. S C Gupta as an independent director setting out the terms and conditions is available for inspection by members at the registered office of the Company during the working hours upto the date of AGM.

Mr. S C Gupta is interested in the resolution as it relates to his own appointment. None of the other Directors and KMP of the Company...
in this resolution, except to the extent of their shareholding, if any, in
the Company.
The board recommends passing the resolution as set out at item no.7
of this notice as a special resolution.

Resolution No.8

Mr. Anil Kumar Venkat Epur (DIN : 00202454) joined the board
of your company on February 6, 2008 and was appointed by the
shareholders as Independent Director in AGM 2014 for a first term
of three consecutive years commencing from the conclusion of
the ninth AGM till the conclusion this twelfth AGM. It is proposed
to re-appoint him as Independent Director for a second term of
five years from conclusion of this twelfth Annual General Meeting
to August 22, 2022 or upto the conclusion of the seventeenth
Annual General Meeting, whichever is earlier.

Mr. Anil Kumar Venkat Epur hold Bachelors and Masters degrees in
electronics engineering and is a management graduate in Finance
& production from Cornell University, USA. He has over 41 years
of experience. He is associated with the Confederation of Indian
Industry (CII) and held various positions including as its southern
regional chairman. He was also actively involved in various expert
committees constituted by the government of Andhra Pradesh. He
also founded the Confederation of Kisan Organizations(CKO) which
helps the farmers to develop products with the latest technology and
in marketing their products. He was also the president of Farm and
Rural Science Foundation (FRSF) which is the largest association of
agricultural scientists and academicians in Andhra Pradesh.

Mr. Anil Kumar Venkat Epur was also the chairman of World Wide
Fund for Nature (WWF), Andhra Pradesh. He is on various Andhra
Pradesh government committees that deal with the environment,
wildlife and livelihoods of Indigenous tribes.

In compliance with Schedule IV of the Act, the Board has evaluated
performance of the director in terms of broad parameters like
attendance, participation in meetings, sharing of relevant domain
experience networking in other forums, strategic inputs and
demonstration towards governance compliances.

Based on the evaluation of directors carried out during his term as
Independent Director, the Nomination and Remuneration Committee
of the Board has recommended the re-appointment of Mr. Anil
Kumar Venkat Epur as Independent Director for a second term as set
out in the resolution.

Mr. Anil Kumar Venkat Epur is not disqualified from being re-appointed
as a Director in terms of section 164 of the Act and has given his consent
to act as a Director. The Company has received a declaration from
Mr. Anil Kumar Venkat Epur that he meets with the criteria of
independence as prescribed both under sub-section (6) of section
149 of the Act and provisions of SEBI LODR. The Company has
received notice in writing under section 160 of the Companies Act
2013, along with requisite deposit amount from a member signifying
the intention to propose his candidature to the office of director of
the Company.

Taking into consideration the knowledge, rich experience,
contributions in the meetings as a member of the Board / committees
thereof and fulfillment of the conditions for re-appointment as
an independent director as specified in the Act and SEBI LODR,
the board of directors recommends that the continuance of
Mr. Anil Kumar Venkat Epur would be beneficial to the Company.

Other information relating to his re-appointment in accordance with
Secretarial Standard-SS-2 and Regulation 26(4) and 36(3) of SEBI
LODR is annexed to the Notice

Copy of the draft letter for appointment of Mr. Anil Kumar Venkat
Epur as an independent director setting out the terms and conditions
is available for inspection by members at the registered office of the
Company during the working hours upto the date of AGM.

Mr. Anil Kumar Venkat Epur is interested in the resolution as it relates
to his own appointment. None of the other Directors and KMP of the
Company and their relatives are concerned or interested, financial or
otherwise in this resolution, except to the extent of their shareholding,
if any, in the Company.

The board recommends passing the resolution as set out at item no.8
of this notice as a special resolution.

(By order of the board)

Chennai
May 17, 2017

Venkatraman
Secretary

Registered Office:
“Maithri”, 132, Cathedral Road, Chennai 600 086
CIN: L63011TN2004PLC054948
www.ranegroup.com

ROUTE MAP TO AGM VENUE

AGM Venue
The Music Academy (Mini Hall)
168, T.T.K Road,
Royapettah, Chennai - 600 014.

Gopalapuram
To Royapettah
T.T.K. Road

Cathedral Road Flyover
Hotel My Fortune
To Alwarpet

Dr Radha Krishnan Salai
To Marina Beach

To Nungambakkam

(Tho not to scale)
Annexure to the NOTICE dated May 17, 2017

Information about directors seeking re-appointment / appointment at the forthcoming Annual General Meeting in compliance with Regulation 26(4) 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2).

<table>
<thead>
<tr>
<th>Name of the Director</th>
<th>Mr. Kazuhiro Iwata</th>
<th>Mr. Parvathaneni Santosh Kumar</th>
<th>Mr. Srinivasan Sandilya</th>
<th>Mr. Suresh Chandra Gupta</th>
<th>Mr. Anil Kumar Venkat Epur</th>
</tr>
</thead>
<tbody>
<tr>
<td>Age (in years)</td>
<td>59</td>
<td>73</td>
<td>69</td>
<td>72</td>
<td>68</td>
</tr>
<tr>
<td>Director Identification Number (DIN)</td>
<td>06875329</td>
<td>00267280</td>
<td>00037542</td>
<td>02085068</td>
<td>00202454</td>
</tr>
<tr>
<td>Father's Name</td>
<td>Mr. Katsumi Yasukawa</td>
<td>Mr. Parvathaneni Brahmayya</td>
<td>Mr. S Srinivasan</td>
<td>Mr. Prem Narain</td>
<td>Mr. E V Ram Reddi</td>
</tr>
<tr>
<td>Date of Birth</td>
<td>January 03, 1958</td>
<td>April 07, 1944</td>
<td>April 11, 1948</td>
<td>April 05, 1945</td>
<td>November 17, 1948</td>
</tr>
<tr>
<td>Educational Qualifications</td>
<td>Bachelor of Business Science</td>
<td>Fellow member of Institute of Chartered Accountants of India (ICAI) and Institute of Chartered Accountants of England and Wales (ICAEW).</td>
<td>B.Com, M.B.A. (IIM Ahmedabad)</td>
<td>B.Tech (Honors) (BITS Pilani)</td>
<td>B.S. M.E. and MBA – Cornell University, USA</td>
</tr>
<tr>
<td>Experience</td>
<td>Kazuhiro Iwata has over 35 years of industrial experience.</td>
<td>P. S Kumar has over 45 years of rich experience in the fields of corporate &amp; internal audits, mergers &amp; acquisitions, international taxation, transfer pricing including specified domestic transactions etc.</td>
<td>Mr. Sandilya has over 48 years of industrial experience and has held various positions in different business Units in Eicher Group and was responsible for finance and strategic planning</td>
<td>S C Gupta was associated with the Indian railways and has over 48 years of industrial experience.</td>
<td>Anil Kumar Venkat Epur has over 41 years of industrial experience. He is associated with the Confederation of Indian Industry (CII) and held various positions including as its southern regional chairman. He was also actively involved in various expert committees constituted by the government of Andhra Pradesh.</td>
</tr>
<tr>
<td>Terms and Conditions of appointment</td>
<td>Nominated by Nisshinbo Holdings Inc. Japan and appointed as non-executive director liable to retire by rotation by the shareholders at 9th Annual General meeting on July 22, 2014.</td>
<td>Additional Director (Independent) who holds office up to this AGM. Proposed to be appointed as Independent Director with effect from January 20, 2017 as per resolution no. 6 of the Notice dated May 17, 2017 read with explanatory statement thereto.</td>
<td>Proposed to be re-appointed as Independent Director for a second term as per resolution no. 7 of the Notice dated May 17, 2017 read with explanatory statement thereto.</td>
<td>Proposed to be re-appointed as Independent Director for a second term as per resolution no. 8 of the Notice dated May 17, 2017 read with explanatory statement thereto.</td>
<td>Proposed to be re-appointed as Independent Director for a second term as per resolution no. 8 of the Notice dated May 17, 2017 read with explanatory statement thereto.</td>
</tr>
<tr>
<td>Last drawn remuneration</td>
<td>Sitting fee for FY 2016-17 ₹ 60,000 /-</td>
<td>Sitting fee for FY 2016-17 ₹ 60,000 /-</td>
<td>Sitting fee for FY 2016-17 ₹ 2,70,000 /-</td>
<td>Sitting fee for FY 2016-17 ₹ 2,75,000 /-</td>
<td>Sitting fee for FY 2016-17 ₹ 160,000 /-</td>
</tr>
<tr>
<td>Name of the Director</td>
<td>Mr. Kazuhiro Iwata</td>
<td>Mr. Parvathaneni Santosh Kumar</td>
<td>Mr. Srinivasan Sandilya</td>
<td>Mr. Suresh Chandra Gupta</td>
<td>Mr. Anil Kumar Venkat Epur</td>
</tr>
<tr>
<td>----------------------------------</td>
<td>----------------------------------------------------------------------------------</td>
<td>------------------------------------------------</td>
<td>-----------------------------------------------</td>
<td>-----------------------------------------------</td>
<td>---------------------------------------</td>
</tr>
<tr>
<td>Remuneration sought to be paid</td>
<td>No approval sought for remuneration. Eligible for Sitting fee for attending meetings of the Board and Committees of which he is a member.</td>
<td>No approval sought for remuneration. Eligible for Sitting fee for attending meetings of the Board and Committees of which he is a member.</td>
<td>No approval sought for remuneration. Eligible for Sitting fee for attending meetings of the Board and Committees of which he is a member.</td>
<td>No approval sought for remuneration. Eligible for Sitting fee for attending meetings of the Board and Committees of which he is a member.</td>
<td>No approval sought for remuneration. Eligible for Sitting fee for attending meetings of the Board and Committees of which he is a member.</td>
</tr>
<tr>
<td>Relationship with other Directors / Manager / KMP</td>
<td>Director 1. Nisshinbo Automotive Manufacturing Inc., USA 2. TMD Friction Group S.A, Luxembourg</td>
<td>Director 1. The KCP Limited 2. Brahmayya Consultants Private Limited</td>
<td>Chairman NIL</td>
<td>Director 1. Ga/ Kausar India Limited</td>
<td>NIL</td>
</tr>
<tr>
<td>Committee Memberships in other Boards</td>
<td>NIL</td>
<td>Member – Audit 1. The KCP Limited</td>
<td>Chairman – Audit 1. Tube Investments of India Limited 2. Mastek Limited</td>
<td>NIL</td>
<td>Chairman – Nomination and Remuneration Committee 1. Ga/ Kausar India Limited</td>
</tr>
<tr>
<td>Number of meetings of the Board attended during the year</td>
<td>Two</td>
<td>Two</td>
<td>Five</td>
<td>Five</td>
<td>Five</td>
</tr>
<tr>
<td>Number of equity shares held</td>
<td>Nil</td>
<td>Nil</td>
<td>Nil</td>
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