

**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 SCRUTINISER REPORT**

*[Pursuant to Section 108 of the Companies Act, 2013, and  
 Rule 20 of the Companies (Management and Administration) Rules, 2014]*

To,  
 The Chairman  
 of the 15<sup>th</sup> Annual General Meeting of the Shareholders of **M/s. RANE BRAKE LINING LIMITED**, held  
 on August 05, 2020 at 15.00 hrs IST through Video Conferencing ("VC")/ Other Audio Visual Means  
 ("OAVM")

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting at the AGM 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 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 15<sup>th</sup> Annual General Meeting of Rane Brake Lining Limited held on Wednesday the August 05, 2020 at 15:00 Hrs (IST) through video conferencing ('VC') / other audio visual means ('OAVM')**

We, M/s. A K JAIN & ASSOCIATES, Practising Company Secretaries, represented by BALU SRIDHAR, Partner, had been appointed as the Scrutinizer by the Board of Directors of Rane Brake Lining Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 15<sup>th</sup> Annual General Meeting ("AGM") of Rane Brake Lining Limited on wednesday the August 05, 2020 at 15.00 Hrs (IST) through VC / OA VM.

We were also appointed as Scrutinizer to scrutinize the e-voting at the AGM process.

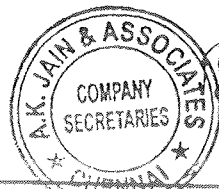
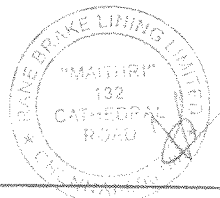
The notice dated June 17, 2020, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting and voting at the AGM by the Shareholders of the Company.

The period for remote e-voting remained open from August 02, 2020 (09.00 Hrs (IST)) to August 04, 2020 (17.00 Hrs (IST)) as mentioned in the Notice convening AGM.

The Company had provided e-voting facility to the shareholders attended the AGM through VC / OA VM and who had not cast their vote in remote e-voting.

The shareholders of the Company holding shares as on the "cut-off" date of July 29, 2020 were entitled to vote on the resolutions as contained in the Notice of the 15<sup>th</sup> AGM.



As prescribed in clause IV of the Circular dated May 05, 2020 issued by MCA, which is forming part of the Applicable Circulars, and in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company released an advertisement, which was published more than 21 days before the date of the AGM in English in "Business Standard" newspaper having countrywide circulation dated July 11, 2020 and in Tamil in 'Dinamani' newspaper dated July 11, 2020. The notice published in the newspaper carried the required information as specified in Sub Rule 4(v)(a) to (h) of the said Rule 20.

In addition to sending notice of the AGM to the shareholders through electronic mode, the Company has also made available the full Annual report on the website of the Company viz., [www.ranegroup.com](http://www.ranegroup.com) besides notice of the AGM made available in the website of CDSL.

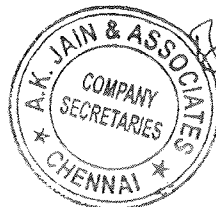
After the closure of voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to AGM were unblocked by us at 3.50 P.M on August 05, 2020 in the presence of Mr. Rathish and Mr. Mahesh Jain who are not in the employment of Company.

Based on the data downloaded from the official website of CDSL, we submit the consolidated report as under on the result of the remote e-voting prior to AGM and E-voting at the AGM in respect of said resolutions;

Item No	Type of Resolution	Subject Matter
1	Ordinary	To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2020, together with reports of the Board of Directors and the Auditor thereon.
2	Ordinary	To declare dividend on equity shares.
3	Ordinary	To appoint a Director in the place of Mr. Lakshman Lakshminarayan (DIN: 00012554) who retires by rotation and being eligible, offers himself for re-appointment.
4	Special	To approve appointment and remuneration of Mr. R Balakrishnan, as Manager.
5	Special	To approve under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to Mr. Ganesh Lakshminarayan (DIN: 00012583), Chairman (Non-executive director) exceeding fifty per cent of the total annual remuneration payable to all Non-executive directors

Item No.	Total valid Votes received through			Votes in favour of the resolution		Votes against the resolution	
	Remote E-voting prior to AGM	E-voting during the AGM	Total	No	% of votes	No	% of votes
1	19,69,005	37,40,355	57,09,360	57,09,355	99.9999	5	0.0001
2	19,69,005	37,40,355	57,09,360	57,09,285	99.9987	75	0.0013
3	19,69,005	37,40,355	57,09,360	57,09,267	99.9984	93	0.0016
4	19,69,005	37,40,355	57,09,360	57,09,334	99.9995	26	0.0005
5	19,69,005	37,40,355	57,09,360	57,09,181	99.9969	179	0.0031

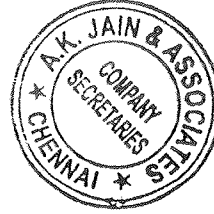
We did not find any invalid votes



All relevant records of e-voting will remain in my safe custody until the Chairman considers, approves and signs the minutes of the Annual General Meeting and the same shall be handed over thereafter to the Company Secretary of the Company.

Place: Chennai  
Date: 05.08.2020

For A.K.JAIN & ASSOCIATES  
Company Secretaries



*B. Sridhar*

BALU SRIDHAR  
Partner

M.No.F5869

C.P.No.3550

UDIN: F005869B000553075

Witness 1:

*RA*

Name : Mr. Rathish  
Address: New No.29A, Sandayappan 3<sup>rd</sup> St  
Otteri, Chennai 600 112

Occ : Service

Witness 2:

*M. Mahesh Jain*

Name : Mr Mahesh Jain  
Address: 7/11, Pattabiram Street  
Kondithope, Chennai 600079

Occ : Service

