



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
The Chairman
M/s. RANE BRAKE LINING LIMITED
'Maithri', No. 132, Cathedral Road,
Chennai - 600 086

Dear Sir,

1. The Board of Directors of M/s. RANE BRAKE LINING LIMITED at its meeting held on 22.07.2014 has appointed me as a Scrutinizer for conducting the postal ballot voting process on the Special Resolutions under Sections 14, 180(1)(a) and 188(1)(f) of the Companies Act, 2013 vide Item No. 1, Item No. 2 and Item No. 3 respectively as set out in the Postal Ballot Notice dated 22.07.2014.

2. I submit my report as under:

(i) The company has completed on 28.07.2014 the dispatch of postal ballot forms along with self-addressed inland letter to its Members whose name(s) appeared on the Register of Members/list of beneficiaries as on 18.07.2014.

(ii) The members of the Company as on the "cut-off" date i.e. 18.07.2014 were entitled to vote on the resolution through physical postal ballot forms or E-Voting platform provided by National Securities Depository Limited (NSDL).

(iii) Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.

(iv) The postal ballot forms were kept under my safe custody.

(v) The postal ballot forms were opened on 27.08.2014 after the closing hours in my presence and the votes cast through e-voting were unblocked after the completion of E-voting process at 6.30 P.M. on Wednesday the 27th day of August 2014 in the presence of 2 witnesses, Mr. Pankaj Mehta and Mr. Mudith, who are not in the employment of Company.

S. Anil Kumar Jain



(vi) The votes cast through postal ballot forms and e-voting platform were scrutinized and the shareholding was matched/ confirmed with the Register of Members of the Company / list of beneficiaries as on 18.07.2014.

(vii) All postal ballot forms received upto the close of working hours on 27.08.2014, the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.

(viii) No envelopes containing postal ballot forms were received after closing hours on 27.08.2014.

(ix) Envelopes containing postal ballot forms returned undelivered aggregated to 275 vide serial number 1 to 275. These envelopes were also not opened and they are separately kept.

(x) I did not find any defaced or mutilated ballot paper.

3. The summary of votes cast through e-voting & postal ballot forms is given below:

Item No.1

Type of resolution: Special

Adoption of new set of Articles of Association of the Company.

S.No	Particulars	E-voting		Postal ballot forms		Total	
		Nos	No of shares	Nos	No of shares	Nos	No of shares
1.	Total votes cast.	37	38,93,837	116	71,437	153	39,65,274
2.	Less Invalid votes	0	0	10	27,719	10	27,719
3.	Net valid votes	37	38,93,837	106	43,718	143	39,37,555
4.	Total favoring votes the resolution.	36	38,93,791	105	43,717	141	39,37,508
5.	Total votes against the resolution.	1	46	1	1	2	47

% of votes in favor of the resolution : 99.999
 % of votes against the resolution : 0.001

B. S.



Item No.2**Type of Resolution: Special**

Sell, Lease, Mortgage or otherwise dispose off the property or undertaking of the company under section 180(1)(a) and other provisions of the Companies Act 2013 and the rules made thereunder in connection with the borrowings of the Company.

S.No	Particulars	E-voting		Postal ballot forms		Total	
		Nos	No of shares	Nos	No of shares	Nos	No of shares
1.	Total votes cast.	37	38,93,837	115	70,377	152	39,64,214
2.	Less Invalid votes	0	0	10	27,719	10	27,719
3.	Net valid votes	37	38,93,837	105	42,658	142	39,36,495
4.	Total votes favoring the resolution.	35	38,93,787	103	42,557	138	39,36,344
5.	Total votes against the resolution.	2	50	2	101	4	151

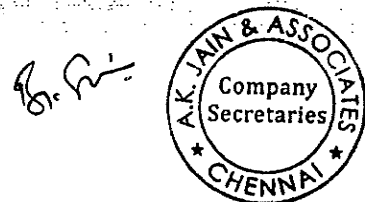
% of votes in favor of the resolution : 99.996

% of votes against the resolution : 0.004

Item No.3**Type of Resolution: Special**

Appointment of Mr. Vinay Lakshman, as Senior Vice-President of the Company, in compliance with section 188(1)(f) and other applicable provisions of the Companies Act, 2013 and rules made thereunder.

S.No	Particulars	E-voting		Postal ballot forms		Total	
		Nos	No of shares	Nos	No of shares	Nos	No of shares
1.	Total votes cast.	37	314,872	115	71,237	152	386,109
2.	Less Invalid votes	0	0	10	27,719	10	27,719



3.	Net valid votes	37	314,872	105	43,518	142	358,390
4.	Total favoring the resolution.	36	314,826	101	43,442	137	358,268
5.	Total votes against the resolution.	1	46	4	76	5	122

None of the related parties in the context of resolution under item No.3 participated in the voting on the resolution.

% of votes in favor of the resolution : 99.966
 % of votes against the resolution : 0.034

4. I have handed over the postal ballot forms and other related papers / registers and records for safe custody to the Director authorized by the Board to supervise the postal ballot process.

5. You may accordingly declare the result of the voting by Postal ballot.

Thanking you,

For A.K.JAIN & ASSOCIATES
 Company Secretaries

Place: Chennai
 Date: 28.08.2014



Balu Sridhar
 Balu Sridhar
 Partner
 M.No. F5869
 C.P. No.3550