

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 17th Annual General Meeting of the Shareholders of **M/s. RANE BRAKE LINING LIMITED**, held
 on Tuesday, June 28, 2022 at 14:00 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 17th Annual General Meeting of Rane Brake Lining Limited held on Tuesday, June 28, 2022 at 14:00 Hrs (IST) through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM')

We, M/s. A K JAIN & ASSOCIATES, Practising Company Secretaries, represented by Mr. BALU SRIDHAR, Partner, had been appointed as the Scrutinizer by the Board of Directors of M/s. 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 17th Annual General Meeting ("AGM") of M/s. Rane Brake Lining Limited on Tuesday, June 28, 2022 at 14.00 Hrs (IST) through VC / OAVM.

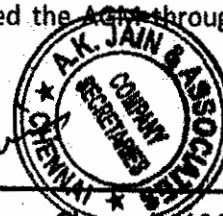
We were also appointed as Scrutinizer to scrutinize the e-voting at the AGM process.

The notice dated May 18, 2022, 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 e-mail addresses are registered with the Company/ Depositories, in compliance with MCA Circular dated May 05, 2022 (read with previous Circulars) and Securities and Exchange Board of India ("SEBI") vide circular dated May 13, 2022, (read with previous circulars)("collectively referred to as Applicable Circulars").

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 Saturday, June 25, 2022 (09:00 Hrs (IST)) to Monday, June 27, 2022 (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 / OAVM 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 June 21, 2022 were entitled to vote on the resolutions as contained in the Notice of the 17th AGM.

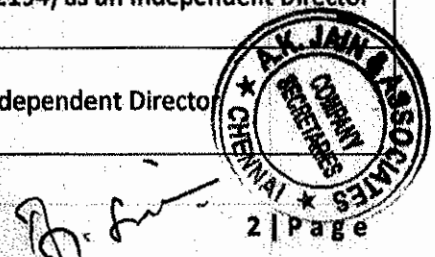
As prescribed in Applicable Circulars and in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company released an advertisement, which was published more than 21 days before the date of the AGM in English in "Business Standard" newspaper having countrywide circulation dated June 03, 2022 and in Tamil in 'Dinamani' newspaper dated June 03, 2022. 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 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 14:45 P.M. on June 28, 2022 in the presence of Ms. Khushi and Ms. Hema 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, 2022, 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. Harish Lakshman (DIN: 00012602), who retires by rotation and being eligible, offers himself for re-appointment.
4	Ordinary	To approve appointment of Statutory Auditors.
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.
6	Special	To appoint Mr. C N Srivatsan (DIN:00002194) as an Independent Director
7	Special	To appoint Mr. Ashok Malhotra as an Independent Director



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	57,58,146	70	57,58,216	57,58,213	99.9999	3	0.0001
2	57,58,146	70	57,58,216	57,58,213	99.9999	3	0.0001
3	57,58,146	70	57,58,216	57,58,200	99.9997	16	0.0003
4	57,58,146	70	57,58,216	57,58,213	99.9999	3	0.0001
5	57,58,146	70	57,58,216	57,58,179	99.9993	37	0.0007
6	57,58,146	70	57,58,216	57,58,213	99.9999	3	0.0001
7	57,58,146	70	57,58,216	57,58,200	99.9997	16	0.0003

We did not find any invalid votes.

The above resolutions have been passed with requisite majority.

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: 28.06.2022

For A.K.JAIN & ASSOCIATES
Company Secretaries



Balu

BALU SRIDHAR
Partner
M.No.F5869
C.P.No.3550
UDIN: F005869D000539688

Witness 1: *[Signature]*

Name : Ms. Khushi
Address: No.2, Raja Annamalai Road,
Purasawalkam, Chennai – 600 084
Occ : Service

Witness 2: *Hema N.V*

Name : Ms. Hema
Address: No.2, Raja Annamalai Road,
Purasawalkam, Chennai – 600 084
Occ : Service

