

Rane Brake Lining Limited – 18th Annual General Meeting – Transcript

(14:00:00): Start of the event

Host (00:08): Good afternoon all. Sir, we are on live, you can start your proceedings please.

CS (00:21): We can start the proceedings.

CS (00:32): Shall we start?

Host (00:34): Yes, Sir, you can start.

CS (00:38): Good afternoon to all, I welcome the members to this 18th Annual General Meeting of Rane Brake Lining Limited which is being conducted through video conferencing in compliance with the Companies Act and circulars issued by MCA. The notice of this AGM & Annual Report for the financial year 2022-23 were sent by email to all members whose email IDs are registered and also public notices have been issued in English and Tamil newspapers as per MCA & SEBI circulars. The transcript of the proceedings of the meeting would be made available on the website after the end of this meeting. Members who have pre-registered as speaker shareholders would be allowed to speak when indicated by the Chairman. Members are requested to keep their questions very brief not to exceed two to three minutes per speaker in the interest of time. I request CDSL to confirm whether the quorum is present.

Host (01:41): Yes, Sir, we have sufficient quorum sir.

CS (01:45): Thank you. I confirm to the Chairman, that the members forming the requisite quorum, other Board members and the Auditors have also logged in. I now handover the proceedings to the Chairman.

LG (02:02): Good Afternoon. I, L Ganesh, Chairman, welcome you all and confirm that the AGM has been duly convened and constituted with the presence of requisite quorum of members. I call the meeting to order. Authorizations in favour of the corporate representatives have been duly received and prescribed statutory registers and necessary documents in connection with this AGM are available for inspection till the conclusion of the AGM. I would also like to introduce my fellow members of the Board who are attending today, Mr. C N Srivatsan, Mr. Harish Lakshman, Mr. Ashok Malhotra and Dr. Brinda Jagirdar are attending the meeting. I place on record the presence of representatives from M/s. B S R & Co., - Mr. Sethuraman & Ms. Eswari, M/s. S Krishnamurthy & Co., Secretarial Auditors- Mr. Sriram & Ms. Sharanya Sriram, M/s. Deloitte – Mr. Dileep and M/s. AK Jain & Associates, Practising Company Secretary, Scrutinizer – Mr. Balu Sridhar. Once again, good afternoon ladies & gentlemen. On behalf of the Board, I would like to welcome you all again to this 18th Annual General Meeting of your Company.

Just a few remarks on the industry and Company's performance and the near turn outlook.

State of the Industry: The global economy grew by 3.4% in 2022 hindered by the US and European economic slowdown and lockdowns in China, particularly resulting from their Government's zero covid policy. Global manufacturing and trade activities weakened amidst slowing demand due to aggressive global rate hikes

Rane Brake Lining Limited

18th Annual General Meeting

adopted by Central Banks to curb inflation. The Indian economy continued to be one of the fastest growing major economies despite growing at a slow pace at 7.2% in FY 23 and has still shown higher resilience to global shocks on the back of strong government capital spending and good private demand. The Indian automobile industry witnessed a robust growth during FY23 after having faced slight hiccups in the previous year due to pandemic induced supply chain disruptions and higher commodity cost.

Turning on to the **Company's performance**, the Company registered a turnover of Rs. 598.8 crores which was 18.5% growth over the previous fiscal year of FY 22-23 and experienced a positive trend for its business performance. The profit before tax was Rs. 44.58 crores registering increase of 28.6% over the previous year. The Company continues to enhance its export turnover through the overseas distribution network and entering into new geographies in Africa & Middle East and also just making some entry into the North American market. During the year, the Company added 1MW Solar plant in Hyderabad factory. It's also proposed to add one more megawatt solar capacity in the Trichy plant in the year FY 23-24. The Company received various customer accolades & awards from ACMA & CII. Turning to the outlook, the demand environment remains favourable as we look at FY 24. The Indian Automotive Industry is likely to witness sustained growth momentum going forward despite some minor headwinds in the form of rising interest rates, cost increases due to new emission and safety norms. The global economic scenario faces some headwinds on inflation and slower growth and the geopolitical situations in Europe. Though, India remains as collectively shielded the spill overs of the global scenario can't be ruled out. We navigate the macro environment scenario cautiously prioritising operational improvement, cost reduction measures to balance out any risk on the growth. Thank you for your attention and welcome you once again to this AGM.

With the permission of the members, the AGM notice is taken as read. In view of the unmodified reports issued by the statutory auditor and the secretarial auditors for the financial year 22-23, they are not being read. The business proposed to be transacted at this AGM are as follows. The detailed objectives and implications under the special business are available in the explanatory statement annexed to the notice.

In terms of Ordinary Business:

1. Consideration and adoption of Audited Financial Statement of the Company for year ended March 31, 2023, together with reports of Board of Directors and the Auditors thereon.
2. Declaration of dividend on equity shares
3. Appointment of Director in the place of Mr. Yasuji Ishii (DIN: 08078748), who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. Approval 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.

Before we take up the resolutions, I invite any questions we have. One registered question from a member which I will answer but if the member wishes to raise that question again I now ask the host to unmute the speaker so that he can repeat the question, if no I have the question.

Host (08:52): Sir, the speaker has not joined sir.

Rane Brake Lining Limited
18th Annual General Meeting

CS (09:02): Since the speaker has not joined we will move to the next subject.

LG (09:05): In compliance with the Companies Act, the company has engaged CDSL for providing remote e-voting facility and e-voting at the AGM to enable members to participate electronically in this AGM. The remote e-voting facility opened on July 21, 2023 and ended on July 23, 2023 as scheduled. Those members who have not exercised their vote by remote e-voting, can cast their vote during this AGM. The E-voting facility will be kept open up to the end of this meeting for 15 minutes and the meeting shall stand concluded thereafter. Mr. Balu Sridhar, Practicing Company Secretary, appointed as Scrutinizer for the remote e-voting, will also act as Scrutinizer for the E-voting for this AGM. Voting results will be made available on the website of the Company. I confirm that the requisite quorum was present throughout the meeting. Thank you all for your participation. The meeting stands closed at the end of the e-voting process. I now handover to Mr. Balu Sridhar, Scrutinizer, for conducting the e-voting at the AGM.

Scrutinizer (11:28): Thank you Chairman, the e-voting will remain for next 15 minutes. The electronic facility will automatically be disconnected after the said period.

HL (12:22): All the directors can log out.

LG (12:27): The meeting is closed. The voting continues.

CNS (12:28): Okay, thank you.

LG (12:29): Thank you, thank you for your participation.

Scrutinizer (27:47): E-voting the time has elapsed The electronic facility is being disconnected for the meeting.

Venkat (27:57): Thank you. Thank you all. CDSL you may close the meeting.

Host (28:00): Thank you all for joining us.

(14:28:00): End of event.