



S. Anil Kumar Jain B.Com., FCS

Balu Sridhar M.A.C.S., FCS., LLB

Pankaj Mehta B.Com (C.S.), ACS

SCRUTINIZER REPORT

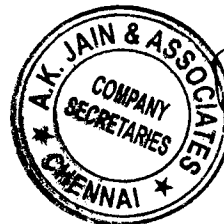
To,
The Chairman
of the Fourteenth Annual General Meeting of the Shareholders of **M/s. RANE BRAKE LINING LIMITED**, held on Thursday, July 25, 2019 at The Music Academy (Mini Hall), New No. 168, T.T.K Road, Royapettah, Chennai – 600 014.

Dear Sir,

The Board of Directors of the Company, at their meeting held on May 22, 2019 had, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014 and as amended from time to time, appointed me as the Scrutinizer for the e-voting process to be held for passing of resolution(s) as set out in the Notice dated May 22, 2019 convening the 14th Annual General Meeting of the Company.

In this connection, I hereby submit my report as under:

1. The members of the Company as on the "cut-off" date i.e., Thursday, July 18, 2019 were entitled to vote on the resolutions (Item No. 1 to 5 as set out in the Notice of the 14th AGM).
2. The period for e-voting remained open from Monday, July 22, 2019 (09.00 A.M) to Wednesday, July 24, 2019 (05.00 P.M) as mentioned in the Notice convening the 14th AGM.
3. The votes cast were unblocked after the conclusion of voting at the Annual General Meeting at 11.10 A.M on Thursday, July 25, 2019 in the presence of 2 witnesses, Mr. Ritesh Sharda and Mr. Tarun Jain, who are not in the employment of Company.
4. A shareholder holding 279 shares as on the cut - off date had abstained from voting for Resolution No. 3, 4 and 5.
5. The details viz., the list of Equity Shareholders, who voted "For", "Against" each of the resolutions that were put to vote, were generated from the e-voting Website of National Securities Depository Limited, i.e., <https://www.evoting.nsdl.com/> and based on such report, I hereby enclose the report for each of the items contained in the Notice.



E-VOTING RESULTS

Item No.	1
Particulars of the Business	To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2019, together with reports of the Board of Directors and the Auditor thereon
Type of Resolution	Ordinary

Particulars	No. of members voted	No of votes cast	Total Votes (in %)
Received	36	37,14,061	100
Assent	36	37,14,061	100
Dissent	0	0	0

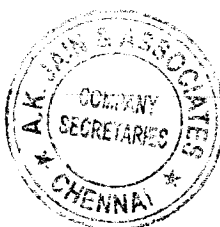
Item No.	2
Particulars of the Business	To declare dividend on equity shares
Type of Resolution	Ordinary

Particulars	No. of members voted	No of votes cast	Total Votes (in %)
Received	36	37,14,061	100
Assent	36	37,14,061	100
Dissent	0	0	0

Item No.	3
Particulars of the Business	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
Type of Resolution	Ordinary

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	35	37,13,764	100
Assent	33	37,13,710	99.9985
Dissent	2	54	0.0015

Item No.	4
Particulars of the Business	To appoint Mr. Krishna Kumar Seshadri (DIN: 00062582) as an Independent Director
Type of Resolution	Ordinary



Dr. Srinivas

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	35	37,13,764	100
Assent	35	37,13,764	100
Dissent	0	0	0

Item No.	5
Particulars of the Business	To approve under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remuneration payable to Mr. L Ganesh (DIN: 00012583), Chairman (Non-Executive Director) exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors
Type of Resolution	Special

Particulars	No of members voted	No of votes cast	Total Votes (in %)
Received	35	37,13,764	100
Assent	30	37,12,987	99.9791
Dissent	5	777	0.0209

6. 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.

For A. K. JAIN & ASSOCIATES
Company Secretaries

Place: Chennai

Date: July 25, 2019



Balu Srithar

BALU SRIDHAR
Partner
Scrutinizer
M.No.F5869
C.P. No. 3550