

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 13th Annual General Meeting of the shareholders of M/s. RANE BRAKE LINING LIMITED, held on Tuesday, July 24, 2018 at The Music Academy (Mini Hall), New No.168, TTK Road, Royapettah, Chennai - 600014.

Dear Sir,

Sub: Consolidated Scrutinizer Report on remote e-voting 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 and as amended from time to time and poll conducted at the 13th AGM of RANE BRAKE LINING LIMITED on Tuesday, July 24, 2018.

The Board of Directors of the Company, at its meeting held on April 13, 2018 had appointed me as the Scrutinizer for e-voting held between Saturday, July 21, 2018 (09.00 A.M) to Monday, July 23, 2018 (05.00 P.M) and for the poll conducted at the 13th Annual General Meeting of the Company held on Tuesday, July 24, 2018.

The Company had appointed National Securities Depository Limited (NSDL), as the Service Provider, for extending the facility of e-voting to the shareholders of the Company from Saturday, July 21, 2018 (09.00 A.M) to Monday, July 23, 2018 (05.00 P.M). The e-voting results were unblocked by me after the conclusion of Annual General Meeting held on July 24, 2018 at 11.40 A.M. For further details, refer Scrutinizer's report on e-voting dated July 24, 2018.

At the 13th AGM of the Company held on July 24, 2018, the Chairman of the Company had suo-moto called for a poll to facilitate the members present in the meeting, who could not participate in the e-voting, to record their votes through the poll process.



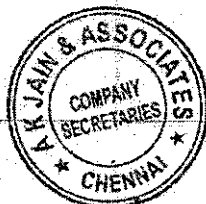
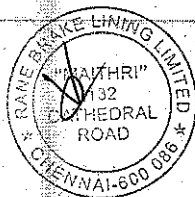
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The results of voting through remote e-voting and through ballot papers at the AGM venue are as under:

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, 2018, reports of the Board of Directors and the Auditors' report thereon
2	Ordinary	To declare Dividend on Equity Shares
3	Ordinary	To appoint a Director in the place of Mr. L Lakshman (DIN: 00012554), who retires by rotation and being eligible, offers himself for re-appointment.
4	Ordinary	To approve appointment of Mr. Yasuji Ishii (DIN: 08078748) as a Director, liable to retire by rotation.
5	Special	To re-appoint Ms. Ranjana Kumar (DIN: 02930881) as an Independent Director for a second term.
6	Special	To re-appoint Mr. Vinay Lakshman (DIN:07295820) as Managing Director and fix his remuneration thereof.
7	Ordinary	To approve payment of commission to Mr. L Ganesh (DIN:00012583), Chairman and Non-Executive Director.

Item No.	Total valid Votes received through			Votes in favour of the resolution		Votes against the resolution	
	E-voting	Ballot Paper	Total	No	% of votes	No	% of votes
1	39,61,952	15,96,164	55,58,116	55,58,115	100.0000	1	0.0000
2*	39,61,952	15,96,169	55,58,120	55,58,114	99.9999	6	0.0001
3	39,61,952	15,96,169	55,58,121	55,58,114	99.9999	7	0.0001
4	39,61,952	15,96,169	55,58,121	55,58,101	99.9996	20	0.0004
5	39,61,948	15,96,169	55,58,117	55,58,101	99.9997	16	0.0003
6	39,61,949	15,96,169	55,58,118	55,58,111	99.9999	7	0.0001
7	39,62,149	15,96,169	55,58,318	55,58,311	99.9999	7	0.0001

*A Shareholder holding 1 share has abstained from Voting for Item No.02



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Two Shareholders holding 347 shares and 1 Share as on the Cut-off date i.e. Tuesday, July 17, 2018 had cast vote for 1040 shares and 2 shares respectively in the poll taken in 13th Annual General Meeting held on July 24, 2018. The number of votes for the purpose of this report had been restricted to 347 shares and 1 Share accordingly.

One Poll Paper was considered as invalid due to improper voting.

Place: Chennai

Date: July, 24, 2018

CERTIFIED TRUE COPY

For RANE BRAKE LINING LIMITED



Secretary

**For A.K.JAIN & ASSOCIATES
Company Secretaries**



BALU SRIDHAR

Partner

Scrutinizer

M.No. F5869

COP: 3550