

## Rane Brake Lining Limited

CIN: L63011TN2004PLC054948

Registered office: "Maithri", No. 132, Cathedral Road, Chennai - 600 086 | Ph: 044-28112472/73

Email: [investorservices@ranegroup.com](mailto:investorservices@ranegroup.com) website: [www.ranegroup.com](http://www.ranegroup.com)

# NOTICE TO MEMBERS

**NOTICE** is hereby given that the **Nineteenth (19<sup>th</sup>) Annual General Meeting of Rane Brake Lining Limited** will be held on **Monday, July 22, 2024 at 14:00 hrs (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

- To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2024, together with reports of the Board of Directors and the Auditor thereon**

To consider passing the following resolution as an **ordinary resolution:**

"Resolved that the Audited Financial Statement of the Company for the year ended March 31, 2024 together with the reports of the Board of Directors and the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted."

- To declare dividend on equity shares**

To consider passing the following resolution as an **ordinary resolution:**

"Resolved that a dividend of ₹30/- per equity share having face value of ₹10/- each fully paid up on 77,29,871 equity shares be and is hereby declared out of the profits of the Company for the year ended March 31, 2024 and the same to be paid to those shareholders, whose names appear in the Company's Register of Members as on Monday, July 15, 2024."

- To appoint a Director in the place of Mr. Ganesh Lakshminarayan (DIN:00012583), who retires by rotation and being eligible, offers himself for re-appointment**

To consider passing the following resolution as an **ordinary resolution:**

"Resolved that Mr. Ganesh Lakshminarayan (DIN:00012583) who retires by rotation under article 111 and 113 of the Articles of Association of the Company and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

### SPECIAL BUSINESS:

- To appoint Mr. Ramesh Rajan Natarajan (DIN:01628318) as an Independent Director**

To consider passing the following resolution as a **special resolution:**

"Resolved that pursuant to Section 149, 150, 152 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the Company be and is hereby accorded to appoint Mr. Ramesh Rajan Natarajan (DIN:01628318) as an Independent Director of the Company, not liable to retire by rotation, in terms of section 149 of the Act read with Articles of Association of the Company, to hold office for a term of five consecutive years with effect from July 22, 2024, up to July 21, 2029, in accordance with the policy of the Company applicable to Board of Directors from time to time."

(By order of the Board)  
For **Rane Brake Lining Limited**

Chennai  
**May 03, 2024**

**Venkatraman**  
Secretary

**Registered Office:**  
**Rane Brake Lining Limited**  
"Maithri", 132, Cathedral Road,  
Chennai - 600 086  
CIN: L63011TN2004PLC054948  
[www.ranegroup.com](http://www.ranegroup.com)

**NOTES:**

1. The 19<sup>th</sup> AGM of the Company is being conducted through VC / OAVM Facility, in compliance with General Circular No. 09/2023 dated September 25, 2023 read with previous circulars in this regard issued by the Ministry of Corporate Affairs ('MCA Circulars') and the provisions of the Act which does not require physical presence of Members at a common venue. The deemed venue for the 19<sup>th</sup> AGM shall be the Registered Office of the Company. The Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means i.e., remote e-voting and voting at the AGM.
2. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning business to be transacted at the AGM is annexed and forms part of this Notice.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate members intending to send their authorised representatives to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting are requested to send to the Company a certified copy of the board resolution authorising their representative to the email address of the Company i.e., [investorservices@ranegroup.com](mailto:investorservices@ranegroup.com).
5. The record date for the purpose of dividend and the cut-off date for the purpose of determining eligibility of members for voting in connection with the 19<sup>th</sup> AGM is **Monday, July 15, 2024**.
6. Pursuant to the relevant provisions of the Companies Act, 2013, dividend, which remained unclaimed / unpaid for a period of seven years from the date they became due for payment are required to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such dividend are also liable to be transferred to the demat account of the IEPF Authority.
7. Members may also note that the notice of the 19<sup>th</sup> AGM and the Annual Report 2024 will be available in the Investors Section on the Company's website [www.ranegroup.com](http://www.ranegroup.com).
8. Listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as National Automated Clearing House (NACH), National Electronic Fund Transfer (NEFT), Real Time Gross Settlement (RTGS) for making payments like dividend to the shareholders, in terms of Schedule I of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). Accordingly, shareholders holding securities in demat mode are requested to update their bank details with their depository participants. Shareholders holding securities in physical form may send a request updating their bank details to the company's Registrar and Transfer Agent.
9. Members holding shares in dematerialized form are requested to notify any change in their addresses, bank details or e-mail address with their respective DP and those holding shares in physical form are requested to notify the RTA at the following address:
 

**M/s. Integrated Registry Management  
Services Private Limited**  
SEBI Registration No. INR000000544  
2<sup>nd</sup> Floor, "Kences Towers",  
No.1, Ramakrishna Street, North Usman Road,  
T Nagar, Chennai - 600 017,  
e-mail ID: [einward@integratedindia.in](mailto:einward@integratedindia.in)  
Website: [www.integratedregistry.in](http://www.integratedregistry.in)  
Phone: 044 2814 0801-803; Fax: 044 2814 2479
10. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with PIN Code, email address, mobile number, bank account details) and nomination details by holders of securities. Relevant details and forms prescribed by SEBI in this regard are available under the Investor Information Section on the website of the Company at the web-link: <https://ranegroup.com/investors/rane-brake-lining-limited/>.
11. SEBI has vide its amendment Circular Nos. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 read with previous circulars issued in this regard has mandated that with effect from April 01, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.  
Further, relevant FAQs published by SEBI can be viewed on its website: <https://www.sebi.gov.in/>.

12. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. Shareholders (Resident / Foreign) are required to update necessary documents for exemption / deduction at beneficial rates by uploading necessary documents are available under the Investor Information Section on the website of the Company at the web-link: <https://ranegroup.com/investors/rane-brake-lining-limited/> or email to [investorservices@ranegroup.com](mailto:investorservices@ranegroup.com).
13. As per SEBI norms, with effect from January 25, 2022, all transmission / transfer requests including issuance of duplicate share certificates are mandatorily to be processed in dematerialised form only.
14. In compliance with the aforesaid MCA Circular dated September 25, 2023 and SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ('SEBI Circular') the Notice of the AGM along with the Annual Report 2024 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2024 will also be available on the Company's website [www.ranegroup.com](http://www.ranegroup.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
15. The Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. Information pursuant to regulations 36(3) & (5) of SEBI LODR and Secretarial Standard on General Meeting (SS-2) with respect to the Directors seeking appointment / re-appointment and auditor appointment, as the case may be, at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
17. Members seeking any information with regard to the accounts or any other matters relating to this AGM, are requested to write well in advance to the Company on [investorservices@ranegroup.com](mailto:investorservices@ranegroup.com).
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts or Arrangements in which the Directors are interested, under Section 189 of the Act, will be available in electronic form for inspection by the members during the AGM. All documents referred in the notice will be available in electronic form for inspection. Members seeking to inspect such documents electronically can send an e-mail to [investorservices@ranegroup.com](mailto:investorservices@ranegroup.com).
19. SEBI vide Circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023 (updated as on August 04, 2023 and December 20, 2023) has specified that a shareholder shall first take up His / Her / Their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, He / She / They can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal at <https://smartodr.in/login>. The aforesaid SEBI Circular and the link for the ODR Portal is also available on the website of the company.
20. Since the AGM will be held through VC / OAVM, the route map is not annexed in this notice.
21. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereto) and SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services.
  - (i) The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL e-Voting System).
  - (ii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of "remote e-voting" or voting at the AGM.
  - (iii) Mr. Balu Sridhar, Practicing Company Secretary (ICSI Membership no. FCS 5869), Partner, M/s. A.K. Jain & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the "remote e-voting" process and voting at the AGM, in a fair and transparent manner.
  - (iv) The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.ranegroup.com](http://www.ranegroup.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the Company's shares are listed.

**The instructions to shareholders for e-voting and joining virtual meetings are as under:**

- (i) The voting period begins on **Friday, July 19, 2024 at 09:00 hrs (IST) and ends on Sunday, July 21, 2024 17:00 hrs (IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Monday, July 15, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the AGM date would not be entitled to vote at the AGM.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in

respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders / retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1: Access through Depositories CDSL / NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL / NSDL is given below:

CDSL	NSDL
<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers so that the user can visit the e-Voting service providers’ website directly.</p>	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p>

CDSL	NSDL
<p>3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under "Shareholder / Member" section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>

**Individual Shareholders (holding securities in demat mode) login through their Depository Participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- a. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- b. Click on "Shareholders" module.
- c. Now enter your User ID
  - I. For CDSL: 16 digits beneficiary ID,
  - II. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - III. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- f. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.</li> </ul>



For Physical shareholders and other than individual shareholders holding shares in Demat.	
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES / NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A Confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) There is also an optional provision to upload BR / POA if any uploaded, which will be made available to scrutinizer for verification.

**(xvii) Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investorservices@ranegroup.com](mailto:investorservices@ranegroup.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**Instructions to shareholders attending the AGM through VC / OAVM & e-voting during meeting are as under:**

- The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
- The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance between **Wednesday, July 17, 2024 at 09:00 hrs (IST) and Friday, July 19, 2024 by 17:00 hrs (IST)** mentioning their name, demat account number / folio number, email id, mobile number to [investorservices@ranegroup.com](mailto:investorservices@ranegroup.com). The shareholders who do not wish to speak during the AGM but have queries may too send their queries in advance in the above manner. The Company would endeavour to address these queries suitably.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting on items set out in the AGM Notice.
- (ix) Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (x) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same

shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**Process for those shareholders whose email / mobile no. are not registered with the Company / depositories.**

- (i) For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company / RTA Email ID.
- (ii) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- (iii) For Individual Demat shareholders - Please update your Email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending the AGM & e-voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at the toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

(By order of the Board)  
For **Rane Brake Lining Limited**

**Venkatraman**  
Secretary

Chennai  
May 03, 2024

**Registered Office:**  
**Rane Brake Lining Limited**  
"Maithri", No. 132, Cathedral Road,  
Chennai - 600 086  
CIN: L63011TN2004PLC054948  
[www.ranegroup.com](http://www.ranegroup.com)

# EXPLANATORY STATEMENT

Pursuant to Section 102 (1) of the Companies Act, 2013

## Item No.4

The Board of Directors had, based on recommendations of the Nomination and Remuneration Committee (NRC) proposed to appoint Mr. Ramesh Rajan Natarajan (DIN:01628318) as an Independent Director in terms of the applicable provisions of the Companies Act, 2013 ('Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR') for a period of five consecutive years effective from July 22, 2024 up to July 21, 2029 (both days inclusive).

Mr. Ramesh Rajan Natarajan is a Fellow member of the Institute of Chartered Accountants of India. He was the Executive Director / Partner for global assurance of PWC International and is the Founder and Senior Partner of Leapridge Advisors LLP. Mr. Ramesh Rajan Natarajan also currently serves as Director on the Board of TTK Healthcare Limited, Cholamandalam Investment and Finance Company Limited, Kineco Limited, Indo-National Limited, Rane (Madras) Limited and Rane Engine Valve Limited. At the time of recommendation, the NRC evaluated the balance of skills, knowledge and experience on the Board, and on the basis of such evaluation, prepared a description of the role and capabilities required of the Independent Director.

His role as an Independent Director requires skills, competence and expertise on industry, technology, business development, governance and allied disciplines in the context of automotive business.

His professional experience and expertise in fields of finance, strategy, operations and allied disciplines besides governance practises meets the required skills.

Also considering his rich knowledge, experience and fulfilment of the various criteria for appointment as an Independent Director as specified in the Act, SEBI LODR,

policies of the Company and based on the recommendations of the NRC, the Board of Directors recommends to the members that the appointment of Mr. Ramesh Rajan Natarajan would be beneficial to the company.

Mr. Ramesh Rajan Natarajan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration from him that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and provisions of SEBI LODR. He has also registered with the Independent Directors databank maintained by Indian Institute of Corporate Affairs (IICA) and stands exempted from the requisite proficiency self-assessment test.

In the opinion of Board, Mr. Ramesh Rajan Natarajan fulfils the criteria for appointment as an Independent Director as specified in the relevant provisions of the act and SEBI LODR and he is independent of management of the company. Other information relating to his appointment in accordance with Secretarial Standard - 2 (SS-2) and 36(3) of SEBI LODR is annexed to the notice. The terms and conditions of appointment as an Independent Director is available for inspection by members at the registered office of the company between 10:00 hrs to 12:00 hrs up to the date of AGM and also on the investor section of website of the company [www.ranegroup.com](http://www.ranegroup.com). His appointment will also be governed by the policy of the company applicable to the Board of Directors.

None of the other Directors and KMP of the company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the company. The Board recommends passing the resolution as set out at item no.4 as a **special resolution**.

(By order of the Board)

For **Rane Brake Lining Limited**

Chennai  
May 03, 2024

**Registered Office:**  
**Rane Brake Lining Limited**  
"Maithri", No. 132, Cathedral Road,  
Chennai - 600 086  
CIN: L63011TN2004PLC054948  
[www.ranegroup.com](http://www.ranegroup.com)

**Venkatraman**  
Secretary



## Annexure to the NOTICE dated May 03, 2024

Information about directors seeking re-appointment / appointment at the 19<sup>th</sup> Annual General Meeting in compliance with Regulation 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2).

Name of the Director	Mr. Ganesh Lakshminarayan	Mr. Ramesh Rajan Natarajan
<b>I. Brief Resume</b>		
Age (in years)	70	66
Director Identification Number (DIN)	00012583	01628318
Father's Name	Mr. L L Narayan	Mr. Justice Natarajan Sivasankar
Date of Birth	March 18, 1954	July 05, 1957
Educational Qualifications	B.Com., ACA and MBA from Pennsylvania State University, USA.	B.Com - Madras University, FCA
Experience	Mr. L Ganesh has over 48 years of industrial experience in and overall management of the companies. He has held several positions of high responsibilities with various industry forums and had been the President of Automotive Component Manufacturers Association of India and Chairman of Confederation of Indian Industry, Southern Region. He continues to be an honorary consul for New Zealand in South India.	Mr. Ramesh Rajan Natarajan has over 42 years of professional experience and is a Fellow member of the institute of Chartered Accountants of India. He was the Executive Director / Partner for Global Assurance of PwC International and is the Founder and Senior Partner of Leapridge Advisors LLP.
Nature of expertise	Industrial, technical and operational expertise in automotive and driving business across geographies, governance practices and expertise in allied disciplines.	Professional experience and expertise in fields of finance, strategy, operations and allied disciplines besides governance practises.
<b>II. Other details</b>		
Date of first appointment on the board	June 18, 2007	July 22, 2024
Terms and Conditions of appointment	Re-appointment as Director, liable to retire by rotation.	Proposed to be appointed as non-executive Independent Director per resolution at item no. 4 of the notice convening 19 <sup>th</sup> Annual General Meeting on July 22, 2024 read with explanatory statement thereto
Last drawn remuneration	Sitting fee paid for FY 23-24 - ₹4,30,000/- Commission paid for FY 23-24 - ₹1,11,36,000/-	NA
Remuneration sought to be paid	No approval is being sought for payment of remuneration. Eligible for sitting fee for attending meetings of the Board and Committees of which he is a member.	No approval is being sought for payment of remuneration. Eligible for sitting fee for attending meetings of the Board and Committees of which he is a member.
Relationship with other Directors / Manager / Other KMP	Member of Promoter / Promoter Group	Nil
Other Directorships	<b>Chairman:</b> Rane Holdings Limited ZF Rane Automotive India Private Limited Rane NSK Steering Systems Private Limited Chennai Willingdon Corporate Foundation Chennai Heritage <b>Director:</b> Rane (Madras) Limited Rane Engine Valve Limited Sundaram Finance Limited	<b>Chairman:</b> Indo-National Limited <b>Director:</b> TTK Healthcare Limited Cholamandalam Investment and Finance Company Limited Kineco Limited Rane (Madras) Limited Rane Engine Valve Limited <b>Designated Partner:</b> Leapridge Advisors LLP

Name of the Director	Mr. Ganesh Lakshminarayan	Mr. Ramesh Rajan Natarajan
<b>Committee Memberships in other Boards</b>	<p><b>Chairman:</b>  <b>Audit Committee:</b>  Rane NSK Steering Systems Private Limited  ZF Rane Automotive India Private Limited  <b>Stakeholders Relationship Committee:</b>  Rane Engine Valve Limited  Sundaram Finance Limited  <b>Corporate Social Responsibility Committee:</b>  Rane Holdings Limited  Rane NSK Steering Systems Private Limited  ZF Rane Automotive India Private Limited  <b>Risk Management Committee:</b>  Rane Holdings Limited  <b>Member:</b>  <b>Audit Committee:</b>  Rane Engine Valve Limited  Rane (Madras) Limited  Rane Holdings Limited  <b>Stakeholders Relationship Committee:</b>  Rane Holdings Limited  <b>Corporate Social Responsibility Committee:</b>  Rane (Madras) Limited  Rane Engine Valve Limited  <b>Risk Management Committee:</b>  Rane (Madras) Limited</p>	<p><b>Chairman:</b>  <b>Audit Committee:</b>  Indo-National Limited  Cholamandalam Investment and Finance Limited  Rane (Madras) Limited  Rane Engine Valve Limited  <b>Stakeholders Relationship Committee:</b>  Indo-National Limited  <b>Nomination And Remuneration Committee:</b>  Rane (Madras) Limited  <b>Risk Management Committee:</b>  Indo-National Limited  <b>Corporate Social Responsibility Committee:</b>  Indo-National Limited  <b>Member:</b>  <b>Audit Committee:</b>  Kineco Limited  <b>Stakeholders Relationship Committee:</b>  Rane (Madras) Limited  <b>Risk Management Committee:</b>  Cholamandalam Investment and Finance Limited  TTK Healthcare Limited  Rane (Madras) Limited  <b>Nomination And Remuneration Committee:</b>  TTK Healthcare Limited  Indo-National Limited  Cholamandalam Investment and Finance Limited</p>
<b>Listed entities from which Director has resigned in the past three years</b>	EIH Limited* EIH Associated Hotels Limited*	Nil
<b>Number of meetings of the Board attended during the year</b>	6	-
<b>Number of equity shares held (including joint holdings)</b>	100	-
<b>Number of equity shares held as beneficial owners in the Company</b>	-	-

\* ceased to be director w.e.f March 07, 2022.