



Rane Brake Lining Limited

CIN: L63011TN2004PLC054948

Registered Office: "Maithri", 132, Cathedral Road, Chennai – 600 086

Phone: 044 – 28112472 / 73

E-mail: investorservices@ranegroup.com, website: www.ranegroup.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)]

Dear Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the 'Companies Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI LODR") and in terms of the circulars issued by the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2024 dated September 19, 2024 read with previous circulars in this regard (collectively referred to as "MCA Circulars") and other applicable provision in any law / regulations for the time being in force, to seek your consent for the resolution as set out hereunder and proposed to be passed through postal ballot ("Postal Ballot") by way of remote electronic voting ("e-voting").

The Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating the remote e-voting system. The e-voting period commences on **Saturday, November 09, 2024 (09:00 hrs IST) and ends on Sunday, December 08, 2024 (17:00 hrs IST)**. The cut-off date for the purpose of determining eligibility of members for e-voting has been fixed as **Friday, November 01, 2024**

The resolution if passed with requisite majority shall be deemed to have been passed on **Sunday, December 08, 2024**

As permitted by the MCA Circulars, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialised form as on **Friday, November 01, 2024 ("cut-off date")** and whose email addresses are registered with the Company / Depositories.

Members may note that the Notice of the Postal Ballot will also be available on the Company's website www.ranegroup.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL www.evotingindia.com. Members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

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

Chennai
October 25, 2024

Venkatraman
Secretary

Registered Office:
"Maithri", 132, Cathedral Road
Chennai 600 086
CIN: L63011TN2004PLC054948
www.ranegroup.com

SPECIAL BUSINESS:

Item No.1: To approve payment of commission to Mr. Harish Lakshman (DIN: 00012602), Chairman and Non-Executive Director

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

“Resolved that pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act 2013 (the Act), the rules made thereunder read with Schedule V of the Act and such other approvals, permissions and sanctions, as may be required, the approval of the shareholders of the Company be and is hereby accorded for payment of remuneration by way of commission to Mr. Harish Lakshman (DIN: 00012602), Chairman and Non-Executive Director, not exceeding two percent (2%) of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Act, for a period of two financial years from April 1, 2024 to March 31, 2026.

Resolved further that in the event of there being inadequacy or absence of profits in any financial years, he will be paid Rs.1,12,00,000/- in terms of PART II of Schedule V to the Companies Act, 2013 including any amendments thereto or such other limits as may be prescribed from time to time as minimum remuneration.

Resolved further that annual approval in terms of the provisions of Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) (including any statutory modifications or re-enactments thereof) be and is hereby accorded for payment of remuneration by way of commission not exceeding two percent (2%) of the net profits to Mr. Harish Lakshman, Chairman, for the financial year ending March 31, 2025, exceeding 50% (fifty percent) of the total annual remuneration payable to all the Non-Executive Directors of the Company for the said financial year ending on March 31, 2025.

Resolved further that Board of Directors of the Company be and are hereby authorised to determine matters, from time to time, in connection with the payment and distribution of commission to Mr. Harish Lakshman, in such proportion and in such manner as may be necessary, proper and expedient to give effect to approval(s) accorded by the members.”

Item No.2: To approve re-appointment and remuneration of Mr. R Balakrishnan, as Manager

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

“Resolved that in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 (the “Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (SEBI LODR) (including any statutory modification(s) or re-enactment thereof for the time being in force) approval be and is hereby accorded for the appointment of Mr. R Balakrishnan, President, as ‘Manager’ within the meaning of Section 2(53) of the Act, for a further period of two years from January 24, 2025 to January 23, 2027 or upto the effective date of amalgamation of the Company, whichever is earlier on the following terms:

(i) Salary

Rs. 4,29,900/- per month. Annual increase will be effective 1st April every year during the tenure. The quantum of increase will be as decided by the Board of Directors, from time to time.

(ii) Perquisites

Perquisites like superannuation allowance, fee to clubs, personal accident insurance, use of chauffeur driven car/s, telephone at residence, medical insurance for self and family, medical allowance, leave & leave encashment, leave travel concession, education allowance, special allowance etc., will be provided in accordance with the policy of the Company as applicable to Key Managerial Personnel and Senior Management Personnel of the Company. The perquisites will be evaluated as per Income-tax Rules, wherever applicable and at actual cost to the Company in other cases. The above perquisites are however,

subject to a maximum of 150% of the salary per annum.

(iii) Contribution to Funds

Company's contribution to Provident Fund and Superannuation Fund / NPS will be as per the scheme of the Company. Company's contribution to Provident Fund and Superannuation Fund / NPS as above will not be included in the computation of the ceiling on perquisites to the extent these singly or put together are not taxable under the Income-tax Act. Gratuity payable shall be as per the rules of the Company.

(iv) Incentive remuneration

Incentive remuneration of such sum be paid based on the merits to be determined by the Board, provided that the total remuneration of the Manager shall not exceed the limits prescribed under the Companies Act, 2013.

Resolved further that in the event of there being inadequacy or absence of profits in any financial year, during the currency of tenure of the Manager, he will be paid remuneration in terms

of Part II of Schedule V to the Act, including any re-enactments thereof or such other limit as may be prescribed by the Government from time to time as minimum remuneration.

Resolved further that the remuneration specified hereinabove, may be enhanced, altered or varied by the Board, in accordance with the relevant provisions of the Companies Act 2013 / Income Tax Act, 1961 and / or the rules and regulations made thereunder including any re-enactments thereof or such other limit as may be prescribed by the Government from time to time as minimum remuneration."

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

Chennai
October 25, 2024

Venkatraman
Secretary

Registered Office:

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NOTES

1. In terms of Section 102 and other applicable provisions of the Companies Act, 2013 read together with rules and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning the special business to be transacted through Postal Ballot is annexed to and forms part of this Notice.
2. As permitted by the MCA Circulars, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialised form as on **Friday, November 01, 2024 ("cut-off date")** and whose email addresses are registered with

- the Company/ Depositories viz. National Securities Depository Limited ("NSDL")/ Central Depository Services (India) Limited ("CDSL"). Members who have not registered their email ID may do so by sending the details of name of the registered shareholder(s), folio number, DP ID / Client ID and number of equity shares held, to the Registrar and Share Transfer Agent of the Company i.e., Integrated Registry Management Services Private Limited at einward@integratedindia.in. Members who have registered their e-mail ids may ensure the same is operational so that communications would reach them.
3. In the event of any grievance, shareholder may if not satisfied by the redressal by the company directly lodge a complaint on the

SCORES Portal of SEBI or he/she/they can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal at <https://smartodr.in/login> introduced by SEBI vide its 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). The aforesaid SEBI Circular and the link for the ODR Portal is also available on the website of the company.

4. Each Member’s voting rights shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.
5. Only a member holding Equity shares as on the Cut-off Date is entitled to exercise his / her/ their vote through remote e-voting facility and a person who is not a member as on the aforesaid date should treat this Notice for information purposes only.
6. The E-voting module will be enabled and will remain open for the Members for exercising their voting from **Saturday, November 09, 2024 (09:00 hrs IST) and ends on Sunday, December 08, 2024 (17:00 hrs IST)**. During this period members of the Company may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
7. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the Company’s website www.ranegroup.com to facilitate online inspection up to the last date for exercising the voting.
8. Information pursuant to SEBI LODR Regulation and Secretarial Standard on General Meeting (SS-2) are enclosed along with this Notice.
9. Mr. Balu Sridhar, Practicing Company Secretary (ICSI Membership no. FCS 5869) and Partner in M/s. A.K. Jain & Associates, Company Secretaries, has been appointed as the scrutinizer to scrutinize the postal ballot, in a fair and transparent manner.
10. The results of the postal ballot will be declared not later than 2 days of conclusion of remote e-voting i.e. on or before **Tuesday, December 10, 2024 at 17:00 hrs (IST)**. The results shall be placed on the notice board at the registered office along with the report of the Scrutinizer will be uploaded on the website of the Company viz., www.ranegroup.com and on the website of CDSL 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.
11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. **Sunday, December 08, 2024**. Further, a resolution passed by the Members through remote e-voting is deemed to have been passed effectively at a general meeting.
12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the listing regulations, the details pertaining to the postal ballot shall be published in one English national daily newspaper circulating throughout India (in English language) and in one Tamil daily newspaper circulating in Chennai (in vernacular language, i.e. Tamil).

INSTRUCTION FOR REMOTE E-VOTING

A. The instructions to shareholders for remote e-voting are as under:

- (i) The voting period begins on **Saturday, November 09, 2024 (09:00 hrs IST) and ends on Sunday, December 08, 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 of **Friday, November 01, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

- (iii) Currently, there are multiple e-voting Service Providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration of 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 the e-voting process.

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

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 above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode in CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-Voting 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 & 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. 3) If the user is not registered for Easi / Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<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: https://eservices.nsdl.com 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 above mentioned 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000.

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

B. Login method for e-Voting for Physical shareholders and shareholders other than individual shareholders holding in Demat form:

- (i) The shareholder should log on to the e-voting website www.evotingindia.com.
- (ii) Click on ‘Shareholders’ module.
- (iii) Enter your User ID:
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in physical form should enter Folio Number registered with the Company.
- (iv) Next, enter the Image Verification as displayed and click on ‘Login’.

- (v) If you are holding shares in demat and have already logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) 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"> • Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by

	For Physical shareholders and other than individual shareholders holding shares in Demat.
	Company / RTA or contact Company / RTA.
Dividend Bank Details OR 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"> 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.

- (vii) After entering these details appropriately, click on 'SUBMIT' tab
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Company on which you choose to vote.
- (xi) 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 the option NO implies that you dissent to the Resolution.
- (xii) Click on the 'RESOLUTION FILE LINK' if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution that 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.
- (xiv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a printout of the votes cast by clicking on 'CLICK HERE TO PRINT' option on the Voting page.
- (xvi) 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.
- (xvii) There is also an optional provision to upload BR/POA if any, which will be made available to scrutinizer for verification.
- (xviii) **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 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.
 - 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 delinked in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution or 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 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 at the email address evoting@akjainassociates.com and to the Company at the email address investorservices@ranegroup.com (designated email address of the Company), if they have voted from

individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

C. 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 through Depository.

- (iv) 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 postal ballot & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

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

Venkatraman
Secretary

Chennai
October 25, 2024
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STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: To approve payment of commission to Mr. Harish Lakshman (DIN:00012602), Chairman and Non-Executive Director

Considering the overall responsibilities of the Chairman, the Company has been paying a commission of up to 2% of the net profits (as per Section 198 of the Companies Act, 2013) of the Company. This was paid to the then Chairman Mr. L Ganesh, till March 31, 2024.

Mr. Harish Lakshman has taken over as the Chairman of the Company with effect from April 01, 2024. He has been spearheading the business growth & profitability improvement across various business verticals and guiding the top-level policy framework and systems in promoting the interest of all stakeholders.

Mr. Harish Lakshman holds a Bachelor's degree in Mechanical Engineering from BITS, Pilani, and Master's degree in Business from Krannert School of Management at Purdue University, USA.

He joined Rane Group in 1998 and has successfully been leading portfolios like marketing, operations, export business development besides guiding the corporate functions. He is driving the Rane Group's mission to achieve accelerated profitable growth.

Mr. Harish Lakshman has over 29 years of industrial experience in various domains like engineering, marketing, operations and export business developments.

Mr. Harish Lakshman with this technical and professional experience & expertise leads the business growth & profitability initiatives across various business verticals. He has been guiding and advising the Company on business and policy matters as Chairman of the Company.

Mr. Harish Lakshman's active involvement in the board, complements & guides the top-level policy framework & systems in promoting the interest of all stakeholders and in maintaining and integrated seamless flow of information between the board and management.

From shareholder value enhancement view point, his leadership at the board-level would help the Company in achieving an edge over brand building and corporate culture.

Mr. Harish Lakshman serves as Chairman of all operating companies of the Rane Group and also as an Independent Director on the Boards of other companies such as Oriental Hotels Limited, The KCP Limited and Lumax Industries Limited.

Mr. Harish Lakshman is an active contributor as a member in several industrial associations and government panels he has also played a key role as President of Automotive Component Manufacturers Association of India (ACMA) during 2013-14.

He has also served as Chairman of CII – Young Indians (Chennai Chapter). Mr. Harish Lakshman has been identified and recognized as one among the top 40 India's Business Leaders by Economic Times (2014).

In view of his rich experience, expertise, qualification and immense contributions to the

business and growth of the Company, the Board, after taking into consideration the recommendations of Nomination and Remuneration Committee (NRC), has approved the payment of Commission to Mr. Harish Lakshman, for a period of 2 years with effect from April 01, 2024 to March 31, 2026.

Approval of the shareholder is also being sought under Regulation 17 (6) (ca) of SEBI LODR as the annual remuneration payable to Mr. Harish Lakshman, together with sitting fees which is likely to exceed 50% (fifty percent) of the total annual remuneration payable to all the Non-Executive Directors of the Company during the financial year ending March 31, 2025.

Details as required under the Schedule V to the Companies Act, 2013 along with those required under Secretarial Standard on General Meeting (SS-2) are given below:

I. General information:

The Company is engaged in manufacture of brake linings, disc pads, clutch facings, clutch buttons, brake shoes and railway brake blocks which have applications mainly in automobile industry. The financial performance of the Company for the year ended March 31, 2024 is given below:

Particulars for 2023-24	Rs. in Crores
Sales & Operating Revenue	660.83
Profit Before Tax	55.65
Provision for Tax (net tax expense)	14.15
Profit After Tax	40.28

Nisshinbo Holdings Inc., Japan, Foreign Collaborator and part of the Promoter Group of the Company, holds 20.15% of the equity share capital of the Company. The Company also has a technical collaboration with its group companies for certain formulation technology.

II. Information under Companies Act, 2013 and SS-2:

Name of the Director	Mr. Harish Lakshman
Age (in years)	50
Director Identification Number (DIN)	00012602
Father's Name	Mr. L Lakshman
Date of Birth	February 12, 1974
Educational Qualifications	B.E. – BITS Pilani, MSM - Purdue University, USA

Name of the Director	Mr. Harish Lakshman
Experience	Mr. Harish Lakshman has over 29 years of industrial experience in various domains like marketing, operations, export business developments and other corporate functions. He spearheads the Rane Group's initiative to achieve accelerated profitable growth. He serves as Vice – Chairman and Joint Managing Director of Rane Holdings Limited and as a Chairman in Rane Brake Lining Limited, Rane Brake Lining Limited, ZF Rane Automotive India Private Limited and Rane Steering Systems Private Limited.
Nature of expertise	Industrial, technical and managerial expertise in automotive and driving business across geographies, governance practices and expertise in allied disciplines.
Job Profile and his suitability	Overall management of Rane Group. Given his qualification, technical expertise and experience, Mr. Harish Lakshman is considered well suited for the position.
Recognition / Awards	Economic Times recognized him as one of the top 40 India's Business Leaders in 2014.
Date of first appointment on the board	July 22, 2008
Terms and Conditions of appointment	Payment of Commission for a period of 2 years from April 01, 2024 to March 31, 2026 subject to shareholders approval as detailed in the resolution
Past Remuneration (2023-24)	Remuneration for FY 2023-24 - Rs.0.03 Crores (being sitting fees paid for attending the Board and Committee Meetings)
Remuneration Proposed	Commission not exceeding 2% of the net profits of the Company subject to a minimum remuneration of Rs.1,12,00,000/- in the event of loss or inadequacy of profits in any financial years. The proposed remuneration is commensurate with the responsibilities and is in line with the remuneration practices in the auto component industry.
Comparative remuneration profile with respect to the industry	The proposed remuneration package is in line with the prevailing remuneration package in the industry, size of the Company and profile of the position.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	<p>Apart from receiving remuneration including sitting fees and corporate benefits as a shareholder of the Company, he has no other pecuniary relationship.</p> <p>Mr. Harish Lakshman is not related to any other managerial personnel of the Company.</p>
Other Directorships	<p>Chairman: Rane Brake Lining Limited Rane Engine Valve Limited Rane (Madras) Limited ZF Rane Automotive India Private Limited Rane Steering Systems Private Limited</p> <p>Vice Chairman: Rane Holdings Limited</p> <p>Director: The KCP Limited Oriental Hotels Limited Lumax Industries Limited Young Presidents Organisation (Chennai Chapter) ACMA Mobility Foundation</p>

Name of the Director	Mr. Harish Lakshman
Committee Memberships in other Boards	<p>Chairman:</p> <p>Audit Committee: ZF Rane Automotive India Private Limited</p> <p>Stakeholders' Relationship Committee: Rane Brake Lining Limited Rane (Madras) Limited</p> <p>Corporate Social Responsibility Committee: Rane Brake Lining Limited Rane (Madras) Limited Rane Engine Valve Limited ZF Rane Automotive India Private Limited</p> <p>Nomination and Remuneration Committee: Lumax Industries Limited</p> <p>Risk Management Committee: Rane Brake Lining Limited Rane (Madras) Limited</p> <p>Member:</p> <p>Audit Committee: Oriental Hotels Limited</p> <p>Nomination & Remuneration Committee: Rane Brake Lining Limited Rane (Madras) Limited Rane Engine Valve Limited</p> <p>Corporate Social Responsibility Committee: Rane Holdings Limited</p>
Listed entities from which Director has resigned in the past three years	Nil
Number of meetings of the Board attended during the year (FY 23-24)	6
Number of equity shares held including joint holdings	100
Number of equity shares held as beneficial holders	Nil

III. Other Information:

Reasons for loss or inadequacy of profits – Not applicable.

Steps taken or proposed to be taken for improvement – Not applicable.

Expected increase in productivity and profit in measurable terms – Not applicable.

The minimum remuneration proposed to be paid to Mr. Harish Lakshman, in the event of there being loss or inadequacy of profits, is in accordance with the provisions of Companies Act, 2013.

IV. Other Disclosures:

The Company has not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2023-24.

Mr. Harish Lakshman satisfies requisite criteria laid down in Schedule V to the Companies Act, 2013. He holds 100 equity shares of the Company (including joint holdings).

Mr. Harish Lakshman is interested in the resolution as it relates to his own remuneration. None of the other Directors and Key Managerial Personnel (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 of Directors recommends the special resolution as set out at item no. 1 of this notice for your approval.

Item No.2: To approve re-appointment and remuneration of Mr. R Balakrishnan, as Manager

The shareholders of the Company at the 15th Annual General Meeting of the Company held on August 05, 2020 appointed R Balakrishnan, President as Manager of the Company for a period of 5 years from January 24, 2020 to January 22, 2025.

The Board of Directors after considering his qualification, experience and expertise and taking into consideration the recommendation of the Nomination and Remuneration Committee has re-appointed Mr. R Balakrishnan as 'Manager' (KMP) under the Companies Act, 2013 for a further period of two years (2 years) from January 24, 2025 to January 23, 2025 or upto the effective date of amalgamation, whichever is earlier on the current terms of remuneration i.e., Rs1,09,05,578/- (being cost to company and excluding performance pay).

Mr. R Balakrishnan holds mechanical engineering degree and has over 34 years of work experience in manufacturing, operations and technical areas. He has worked for Rane (Madras) Limited and Godrej & Boyce before joining our Company

Details as required under the Schedule V to the Companies Act, 2013 and under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with those required under Secretarial Standard on General Meeting (SS-2) are given below:

I. General information:

The Company is engaged in manufacture of brake linings, disc pads, clutch facings, clutch buttons, brake shoes and railway brake blocks which have applications mainly in automobile industry. The financial performance of the Company for the year ended March 31, 2024 is given below:

Particulars for 2023-24	Rs. in Crores
Sales & Operating Revenue	660.83
Profit Before Tax	55.65
Provision for Tax (net tax expense)	14.15
Profit After Tax	40.28

Nisshinbo Holdings Inc., Japan, Foreign Collaborator and part of the Promoter Group of the Company, holds 20.15% of the equity share capital of the Company. The Company also has a technical collaboration with its group companies for certain formulation technology.

II. Information about the appointee under Companies Act, 2013 and SS-2:

Name of the Manager	Mr. R Balakrishnan
Age	59 Years
Director Identification Number (DIN)	-
Father's Name	Mr. Manghat Padath Prabhakaran
Date of Birth	May 08, 1965
Educational Qualifications	B.Tech (Mechanical)
Experience	Mr. R Balakrishnan has over 36 years of industrial experience and has held various positions in the areas of marketing operations, business development overseas and other corporate functions
Job Profile and his suitability	Head the overall operations and is responsible for achieving the operating and strategic business plans of the Company. Given his qualification, technical expertise and experience, Mr. R Balakrishnan is considered well suited for the position.
Recognition / Awards	-
Date of first appointment on the board / company	March 23, 2006
Terms and Conditions of appointment	Appointment as Manager of the Company for two years (2 years) from January 24, 2025 or till the effective date of merger whichever is earlier
Past Remuneration (2023-24)	Remuneration for FY 2023-24 - Rs.1,36,84,247/-
Remuneration Proposed	Rs.1,09,05,578/- (being cost to company and excluding performance pay)
Comparative remuneration profile with respect to the industry	The proposed remuneration package is in line with the prevailing remuneration package in the industry, size of the Company and profile of the position.

Name of the Manager	Mr. R Balakrishnan
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Apart from receiving remuneration he has no other pecuniary relationship with the Company. Mr. R Balakrishnan is not related to any other Managerial Personnel of the Company
Other Directorships	-
Committee Memberships in other Boards	-
Listed entities from which Director has resigned in the past three years	-
Number of meetings of the Board attended during the year (FY 23-24)	-
Number of equity shares held including joint holdings	-
Number of equity shares held as beneficial holders	-

III. Other Information:

Other information such as reasons for loss or inadequacy of profits, steps taken or proposed to be taken for improvement, expected increase in productivity and profit in measurable terms are not applicable as the Company is currently profitable.

IV. Other Disclosures:

The Company has not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2023-24. Mr. R Balakrishnan satisfies all the conditions laid down in Schedule V to the Companies Act, 2013. He holds no equity shares of the Company (including joint holdings).

Mr. R Balakrishnan is interested in the resolution as it relates to his own re-appointment. None of the directors and other Key Managerial Personnel (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.

In view of on-going scheme of amalgamation of the Company into Rane (Madras) Limited, the re-appointment term proposed has been as two years or up to the effective date of amalgamation, whichever is earlier.

The Board recommends passing the resolution as set out at item no. 2 of this notice as a **special resolution**.

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

Chennai
October 25, 2024

Venkatraman
Secretary

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