Rane Brake Lining Limited

Rane
Expanding Horizons

Corporate Identity No. (CIN) – L63011TN2004PLC054948; Registered Office: "Maithri" 132, Cathedral Road, Chennai – 600086, India ; Tel: +91 44 2811 2472; Email: investorservices@ranegroup.com; Website: www.ranegroup.com;
Contact Person: Venkatraman (Company Secretary & Compliance Officer)

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF EQUITY SHAREHOLDERS / BENEFICIAL OWNERS OF EQUITY SHARES OF RANE BRAKE LINING LIMITED FOR THE BUYBACK OF EQUITY SHARES FROM THE OPEN MARKET THROUGH STOCK EXCHANGES UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (BUY-BACK OF SECURITIES) REGULATIONS, 2018, AS AMENDED.

This public announcement ("**Public Announcement**") is being made in relation to the Buyback (as defined hereinafter) of Equity Shares (as defined hereinafter) of Rane Brake Lining Limited (the "**Company**") from the open market through BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**" and together with BSE, the "**Stock Exchanges**"), pursuant to Regulation 16(iv) and other applicable provisions of the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, for the time being in force including any statutory modifications and amendments from time to time (the "**Buyback Regulations**"). This Public Announcement contains disclosures as specified in Schedule IV read with Schedule I of the Buyback Regulations.

OFFER TO BUYBACK EQUITY SHARES OF RANE BRAKE LINING LIMITED (THE "COMPANY") OF FACE VALUE OF ₹ 10 EACH (THE "EQUITY SHARES") FROM THE OPEN MARKET THROUGH THE STOCK EXCHANGES.

PART A - DISCLOSURES IN ACCORDANCE WITH SCHEDULE I OF THE BUYBACK REGULATIONS

1. DETAILS OF THE BUYBACK AND OFFER PRICE

1.1. Pursuant to the provisions of Sections 68, 69, 70, and all other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Companies Act**" or "**Act**") read with the Companies (Share Capital and Debentures) Rules, 2014, as amended (the "**Share Capital Rules**") to the extent applicable, and the provisions of the Buyback Regulations, Article 3 of the Articles of Association of the Company, the Board of Directors of the Company (the "**Board**" or the "**Board of Directors**") at their meeting held on October 15, 2020 (the "**Board Meeting**" and such date the "**Board Meeting Date**"), approved the buyback by the Company of its fully paid-up equity shares of the face value of ₹ 10 each (the "**Equity Shares**") from its shareholders/beneficial owners, other than those who are promoters, promoter group or the persons in control of the Company (the "**Promoters**"), from the open market through stock exchange mechanism i.e. using the electronic trading facilities of the Stock Exchanges for a total amount not exceeding ₹ 22,00,00,000 (Rupees Twenty Two Crore Only) (the "**Maximum Buyback Size**"), and at a price not exceeding ₹ 825 (Rupees Eight Hundred Twenty Five only) per Equity Share ("**Maximum Buyback Price**"), payable in cash (the "**Buyback**"). The Maximum Buyback Size and Maximum Buyback Price do not include any expenses incurred for the Buyback such as filing fees paid to SEBI, Buyback tax, advisors' fees, stock exchange fees, brokerage costs, turnover charges, taxes such as Securities Transaction Tax and Goods and Services Tax (if any), stamp duty and other charges (collectively referred to as "**Transaction Costs**").

1.2. The Maximum Buyback Size represents 9.61% of the aggregate of the Company's paid-up equity share capital and free reserves based on the audited financial statements of the Company as at March 31, 2020 (being the latest available audited financial statements of the Company). Further, since the Maximum Buyback Size is less than 10% of the total paid-up equity share capital and free reserves of the Company, in accordance with the proviso to the Section 68(2)(b) of the Act and proviso to Regulation 5(i)(b) of the Buyback Regulations, approval from the shareholders' of the Company is not required.

1.3. At the Maximum Buyback Price and for Maximum Buyback Size, the indicative maximum number of Equity Shares to be bought back are 2,66,666 Equity Shares ("**Maximum Buyback Shares**"), which is 3.37% of the total paid-up equity share capital of the Company. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. Further, the number of Equity Shares to be bought back will not exceed 25% of the total paid-up equity capital of the Company.

1.4. In accordance with Buyback Regulations, the Company shall utilize at least 50% of the amount earmarked as the Maximum Buyback Size for the Buyback, i.e. ₹ 11,00,00,000 (Rupees Eleven crore only) ("**Minimum Buyback Size**") and based on the Minimum Buyback Size and the Maximum Buyback Price, the Company will purchase an indicative minimum of 1,33,333 Equity Shares ("**Minimum Buyback Shares**") in the Buyback.

1.5. The Board (or a committee constituted by the Board to exercise its powers in relation to the Buyback, i.e., the "**Buyback Committee**"), shall determine, at its discretion, the time frame for completion of the Buyback and may close the Buyback (which shall not be longer than six (6) months from the date of opening of the Buyback or such other period as may be permitted under the Act and/or Buyback Regulations or as may be directed by the appropriate authorities) after the Minimum Buyback Size has been reached, and irrespective of whether the Maximum Buyback Size has or has not been reached, after giving appropriate notice for such closure and on completing all formalities in this regard, in accordance with the Act and/or Buyback Regulations.

1.6. In accordance with Section 68(1) of the Act and Regulation 4(ix) of the Buyback Regulations, the Buyback will be implemented by the Company out of its free reserves including securities premium account, and/or such other sources as may be permitted under the Act and the Buyback Regulations. In accordance with Regulation 4(iv)(b)(ii) of the Buyback Regulations, the Buyback is under the open market route through the Stock Exchanges and will be implemented through the order matching mechanism except 'all or none' order matching system, as provided under the Regulation 16(iii) of the Buyback Regulations.

1.7. The Buyback is subject to such sanctions and approvals as may be required under applicable laws and regulations. The Buyback from shareholders who are persons resident outside India, including the foreign portfolio investors / foreign institutional investors, erstwhile overseas corporate bodies and non-resident Indians, shall be subject to such necessary approvals as may be required, including approvals of the Reserve Bank of India, if any, under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, and the same shall be procured by such shareholders, if applicable.

1.8. The Buyback shall be implemented in the manner and following the procedure prescribed in the Companies Act and the Buyback Regulations and as may be determined by the Board (including the Buyback Committee authorized to complete the formalities of the Buyback) and on such terms and conditions as may be permitted by law from time to time.

1.9. A copy of this Public Announcement is available on the Company's website (www.ranegroup.com) and will be available on the website of the Securities and Exchange Board of India ("**SEBI**"), (www.sebi.gov.in) and on the websites of Stock Exchanges (i.e., www.bseindia.com and www.nseindia.com).

2. NECESSITY / RATIONALE FOR BUYBACK AND DETAILS THEREOF

2.1. In continuation of the Company's efforts to effectively utilize its resources, the Company has proposed to buyback its own Equity Shares for an aggregate amount not exceeding the Maximum Buyback Size (being 9.61% of the paid-up equity share capital and free reserves based on the audited financial statements, of the Company as at March 31, 2020) from the open market through Stock Exchanges.

2.2. The Buyback is expected to: (i) reduce outstanding number of Equity Shares and consequently increase earnings per share, based on the assumption that the Company would earn similar profits as in the past, over a period of time; (ii) effectively utilize available cash; and (iii) to improve key return ratios like return on equity capital. The Company believes that the Buyback will create overall shareholder value for continuing shareholders. The Buyback is not likely to cause any material impact on the profitability/ earnings of the Company except a reduction in the investment income, which the Company could have otherwise earned on the amount distributed towards the Buyback.

3. MAXIMUM PRICE FOR THE BUYBACK OF EQUITY SHARES AND BASIS FOR ARRIVING AT THE MAXIMUM BUYBACK PRICE

3.1. The Maximum Buyback Price of ₹ 825 (Rupees Eight Hundred and Twenty Five only) per Equity Share has been decided after considering various factors, including trends in the market price of the Equity Shares of the Company on the Stock Exchanges, the net worth of the Company and the potential impact of the Buyback on the earnings per share and other similar ratios of the Company. The Maximum Buyback Price excludes the Transaction Costs.

3.2. The Maximum Buyback Price represents: (i) a premium of 39.02% and 39.03% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, for three months preceding the date of intimation to the Stock Exchanges for the Board Meeting to consider the proposal of the Buyback, i.e. October 12, 2020 ("**Intimation Date**") (ii) a premium of 46.22% and 45.91% over the volume weighted average market price of the Equity Shares on BSE and NSE, respectively, for two weeks preceding the Intimation Date; and (iii) a premium of 41.98% and 41.42% over the closing price on the Intimation Date on BSE and NSE, respectively.

3.3. The Buyback is proposed to be completed within a maximum period of six (6) months from the date of opening of the Buyback. Subject to the Maximum Buyback Price of ₹ 825 (Rupees Eight Hundred and Twenty Five only) per Equity Share for the Buyback and maximum validity period of six (6) months from the date of opening of the Buyback and achievement of the Minimum Buyback Size, the actual time frame and the price for the Buyback will be determined by the Board or the Buyback Committee, at their discretion, in accordance with the Buyback Regulations.

3.4. The actual number of Equity Shares bought back during the Buyback will depend upon the actual price, excluding the Transaction Costs, paid for the Equity Shares bought back and the aggregate consideration paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in the outstanding number of Equity Shares would depend upon the actual total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period.

4. MAXIMUM NUMBER OF EQUITY SHARES THAT THE COMPANY PROPOSES TO BUYBACK

4.1. At the Maximum Buyback Price and for Maximum Buyback Size, the indicative maximum number of Equity Shares to be bought back are 2,66,666, which is 3.37% of the total paid-up Equity Share capital of the Company. The Maximum Buyback Size (excluding Transaction Costs) is ₹ 22,00,00,000 (Rupees Twenty Two Crore Only) is 9.61% of the fully paid-up Equity Share capital and free reserves (which includes the securities premium account) as per the last audited financial statements as at March 31, 2020 of the Company. The Buyback (excluding the Transaction Costs) would be financed out of free reserves (which includes the securities premium account) of the Company and/or such other sources as may be permitted under the Companies Act and/or the Buyback Regulations, and on such terms and conditions as the Board may deem fit. The Company shall transfer from its free reserves (which includes the securities premium account) a sum equal to the face value of the Equity Shares bought back through the Buyback to the Capital Redemption Reserve Account and the details of such transfer shall be disclosed in the subsequent financial statements of the Company.

4.2. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. Further, the number of Equity Shares to be bought back will not exceed 25% of the total paid-up equity capital of the Company.

5. PROMOTER SHAREHOLDING AND OTHER DETAILS

5.1. Details of aggregate shareholding of (i) the Promoters (ii) directors of the promoter (corporate members), and (iii) directors, key managerial personnel, persons who are in control of the Company, as on the Board Meeting Date is:

Sr. No.	Name	Number of Equity Shares	% of Equity Shares held in the Company
A.	Promoter and Promoter Group		
1.	Rane Holdings Limited	36,87,440	46.59
2.	Nisshinbo Holdings Inc.	15,95,249	20.15
3.	Pushpa Lakshman & Lakshman L	50	0.00
4.	Lakshman L & Pushpa Lakshman	50	0.00
5.	Ganesh L & Meenakshi Ganesh	50	0.00
6.	Lakshman Harish	50	0.00
7.	Vinay Lakshman	50	0.00
8.	Meenakshi Ganesh & Ganesh L	50	0.00
9.	Malavika Lakshman & Harish Lakshman	50	0.00
10.	Aparna Ganesh	50	0.00
11.	Aditya Ganesh	50	0.00
12.	Rekha Sundar	19,400	0.25
B	Directors of the promoter (corporate members), directors, key managerial personnel, persons who are in control of the Company (Other than those mentioned in 'A' above)	Nil	Nil
	Total	**53,02,539**	**66.99**

5.2. The persons mentioned in Paragraph 5.1 above, have not purchased or sold any Equity Shares of the Company during a period of six (6) months preceding the date of the Board Meeting i.e. October 15, 2020 and twelve months preceding the date of this Public Announcement i.e. October 16, 2020.

6. NON - PARTICIPATION OF PROMOTERS AND PROMOTER GROUP

6.1. In accordance with the provisions of Regulation 16(ii) of the Buyback Regulations, the Buyback shall not be made by the Company from the Promoters or persons in control of the Company. Further, in compliance with Regulation 24(i)(e) of the Buyback Regulations, the Promoters, have not dealt in and will not deal in Equity Shares of the Company on the Stock Exchanges or any on-market or off-market transactions including inter-se transfer of Equity Shares amongst them during the period from the Board Meeting Date till the closure of Buyback.

7. SUBSISTING DEFAULTS

7.1. The Company confirms that there are no defaults subsisting in the repayment of deposits or interest payable thereon, redemption of debentures or preference shares, payment of dividend to any shareholder or repayment of any term loan or interest payable thereon to any financial institution or banking company.

8. CONFIRMATIONS FROM THE COMPANY AS PER THE PROVISIONS OF THE BUYBACK REGULATIONS AND THE ACT

8.1. All the Equity Shares for Buy Back are fully paid-up;

8.2. The Company shall not issue and allot any Equity Shares including by way of bonus or convert any outstanding ESOPs/outstanding instruments into Equity Shares, till the expiry of the Buyback period (i.e. the date on which the last payment of consideration to shareholders who have accepted the Buy Back is made in accordance with the Act and the Buyback Regulations);

8.3. As per provisions of Section 68(8) of the Act, the Company shall not make further issue of the same kind of shares or other specified securities within a period of six months after the completion of the Buyback except by way of a bonus issue or in discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares;

8.4. The Company shall not Buyback its Equity Shares from any person through negotiated deals whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buyback;

8.5. Funds borrowed from banks and financial institutions, if any, will not be used for the Buyback;

8.6. The aggregate amount of the Buyback i.e. ₹22,00,00,000 (Rupees Twenty Two Crore Only) does not exceed 10% of the total paid-up Equity Share capital and free reserves of the Company on the basis of audited financials as on March 31, 2020;

8.7. The maximum number of Equity Shares proposed to be purchased under the Buyback shall not exceed 25% of the total number of outstanding Equity Shares of the Company;

8.8. The ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the total paid-up Equity Share capital and free reserves after the Buyback based on, audited financials of the Company;

8.9. The Company shall not Buyback, locked-in Equity Shares or non-transferable Equity Shares, if any, till the pendency of the lock-in or till the Equity Shares become transferable;

8.10. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act;

8.11. The Company shall pay the consideration only by way of cash;

8.12. The Company shall not withdraw the Buyback after the Public Announcement is made and published in the newspaper;

8.13. Except in discharge of its subsisting obligations, the Company shall not raise further capital for either a period of 6 months or 1 year after the expiry of the Buyback period (i.e. the date on which the last payment of consideration to shareholders who have accepted the Buyback is made in accordance with the Act and the Buyback Regulations), as may be applicable in accordance with the Buyback Regulations or any circulars or notifications issued by SEBI in connection therewith;

8.14. The Company shall comply with the statutory and regulatory timelines in respect of the Buyback, on the terms and conditions as may be decided by the Board and in such manner as prescribed under the Act, the Buyback Regulations and any other applicable laws;

8.15. The Company shall not Buyback the Equity Shares unless such Equity Shares are held in dematerialised form;

8.16. The Buyback shall not result in the delisting of the Equity Shares from the Stock Exchanges;

8.17. The Company shall submit the information regarding the Equity Shares bought back by it to the Stock Exchanges on a daily basis in accordance with the Buyback Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website on a daily basis;

8.18. The Company shall transfer from its free reserves and/or such sources as may be permitted by law, a sum equal to the nominal value of the Equity Shares purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited balance sheet;

8.19. The Buyback will be implemented by the Company by way of Open Market purchases through the Stock Exchanges, through the order matching mechanism except "all or none" order matching system, as provided under the Buyback Regulations;

8.20. As per Regulation 16(ii) of the Buyback Regulations, the Buyback shall not be made from Promoters, members of the Promoter Group or persons in control of the Company. Further, as per Regulation 24(i)(e) of the Buyback Regulations, neither the Promoters and members of the Promoter Group nor their associates shall deal in the Equity Shares or other specific securities of the Company either through the Stock Exchanges or off-market transactions (including inter-se transfer of Equity Shares among the Promoters and members of the Promoter Group and person acting in concert) from the Board Meeting Date till closure of the Buyback; and

8.21. Mr. Ganesh Lakshminarayan, Mr. Lakshman Lakshminarayan and Mr. Harish Lakshman, being Promoter Directors of the Company and Mr. Yasuji Ishii, Nominee Director of Nisshinbo Holdings Inc, (Promoter of the Company), did not participate in the voting of the resolution for the Buyback at the Board Meeting approving the Buyback.

9. CONFIRMATION BY THE BOARD OF DIRECTORS OF THE COMPANY

9.1. The Board has confirmed on the date of the Board Meeting, i.e. October 15, 2020, that they have made full inquiry into the affairs and prospects of the Company and that they have formed the opinion:

i. that immediately following the date of the Board Meeting at which the proposal for Buyback was approved i.e. October 15, 2020, there will be no grounds on which the Company can be found unable to pay its debts;

ii. as regards the Company's prospects for the year immediately following the Board Meeting Date at which the proposal for the Buyback was approved and declared by the Board and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of 1 year from the Board Meeting Date at which the proposal for Buyback was approved by the Board; and

iii. in forming an opinion as aforesaid, the Board has taken into account the liabilities including prospective and contingent liabilities, as if the Company was being wound up under the provisions of the Companies Act or the Insolvency and Bankruptcy Code 2016, as amended, as the case may be, including prospective and contingent liabilities.

10. REPORT BY COMPANY'S AUDITORS

The text of the report dated October 15, 2020 received from M/s Varma & Varma, Chartered Accountants, the statutory auditors of the Company, addressed to the Board of Directors is reproduced below:

Quote

To,
The Board of Directors,
Rane Brake Lining Limited
"MAITHRI", 132,
Cathedral Road
Chennai 600 086, India
Phone: +91-44-26250566/42215501
Fax: +91-44-26258883/26250769

Statutory Auditor's Report on the proposed buyback of equity shares by Rane Brake Lining Limited (the "Company") pursuant to the requirements of Clause (xi) of Schedule I to the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018, as amended ("Buyback Regulations").

1. This report is issued in accordance with the terms of our engagement letter dated 15th October, 2020.

2. The Board of Directors of the Company have approved a proposal for buyback of equity shares by the Company at its meeting held on October 15, 2020 in pursuance of the provisions of Section 68, 69 and 70 of the Companies Act, 2013 as amended (the "**Act**") and the Buyback Regulations.

3. The accompanying "Statement of Computation of amount of Permissible Capital Payment" (hereinafter referred to as the "Statement") has been prepared by Company. We have signed the Statement for identification purposes only.

Management's Responsibility

4. The preparation of the accompanying Statement in accordance with Section 68(2)(c) of the Act and Regulation 4(i) of the Buyback Regulations and maintenance of all accounting and other relevant supporting records and documents is the responsibility of the management of the Company. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

5. The Company's management is also responsible to make a full inquiry into the affairs and prospects of the Company and to form an opinion on reasonable grounds that the Company will be able to pay its debts and will not be rendered insolvent within a period of one year from the date of meeting at which the proposal for buy-back was approved by the Board of Directors of the Company, and in forming the opinion as above, to take into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act or the Insolvency and Bankruptcy Code 2016. The management shall also ensure that the Company complies with the requirements of the Act and the Buyback Regulations including providing all relevant information to the Securities and Exchange Board of India.

Auditor's Responsibility

6. Pursuant to the requirements of the Buyback Regulations, it is our responsibility to provide reasonable assurance that:

i. we have inquired into the state of affairs of the Company in relation to the audited financial statements as at and for the year ended 31st March, 2020.

ii. the amount of permissible capital payment for the proposed buyback of equity shares as stated in the Statement, has been properly determined in accordance with Section 68(2) of the Act, considering the audited financial statements as at and for the year ended 31st March, 2020; and

iii. the Board of Directors of the Company, in their meeting held on October 15, 2020 have formed the opinion as specified in Clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date.

7. The financial statements referred to in paragraph 6 above, have been audited by us, on which we issued an unmodified audit opinion vide our report dated 17th June, 2020. We conducted our audit of the financial statements in accordance with the Standards on Auditing and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the "**ICAI**"). Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

8. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (the "Guidance Note"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI. The above procedures performed for issuing this report does not constitute either an audit or a review in accordance with the generally accepted auditing standards in India and hence, we do not express any audit / review opinion thereon.

9. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

10. Based on our examination, as above, and the information and explanations given to us, we report that:

i. We have enquired into the state of affairs of the Company in relation to its audited financial statements as at and for the year ended 31st March, 2020 which has been approved by the Board of Directors of the Company on 17th June, 2020

ii. The amount of permissible capital payment towards the proposed Buyback of equity shares as computed in the Statement attached herewith is properly determined in our view in accordance with Section 68 (2) of the Act. The amounts of share capital and free reserves have been extracted from the audited financial statements of the Company as at and for the period ended 31st March, 2020.

iii. The Board of Directors of the Company, in their meeting held on 15th October, 2020 have formed their opinion as specified in clause (x) of Schedule I to the Buyback Regulations, on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing the Board meeting resolution dated 15th October, 2020.

Restrictions on Use

11. This report has been issued at the request of the Company solely for use of the Company (i) in connection with the proposed buyback of equity shares of the Company in pursuance to the provisions of Sections 68 and other applicable provisions of the Act and the Buyback Regulations, (ii) to enable the Board of Directors of the Company to include in the Public Announcement and other documents pertaining to buy-back to be sent to the shareholders of the Company or filed with (a) the Registrar of Companies, Securities and Exchange Board of India, stock exchanges, public shareholders and any other regulatory authority as per applicable law and (b) the Central Depository Services (India) Limited, National Securities Depository Limited and (iii) for providing to the Manager/Registrar, each for the purpose of extinguishment of equity shares in pursuance to the provisions of Section 68 and other applicable provisions of the Act and the Buyback Regulations and may not be suitable for any other purpose.

Accordingly, we do not accept or assume any liability for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

We are also not responsible for changes, events and circumstances occurring after the date of this report which may require an updation of this report.

For Varma & Varma
Chartered Accountants
(Firm's Registration No. 004532S)
Georgy Mathew
Partner
Membership No. 209645
UDIN:20209645AAAAHT7576

Place: Bangalore
Date: 15th October, 2020

Statement of Computation of amount of Permissible Capital Payment of Rane Brake Lining Limited

Computation of amount of permissible capital payment (including premium) towards proposed Buyback of equity shares in accordance with section 68(2) of the Act:

Particulars		Amount (₹ in crore)
Paid-up Equity Share capital as at 31 March 2020 (79,14,980 Equity Shares of ₹10 each fully paid up) #	(A)	7.91
Free reserves as at March 31, 2020*#		
Securities premium reserve		2.80
General reserve		175.77
Retained earnings		42.34
Total free reserves	(B)	**220.91**
Total Paid-up equity capital and free reserves as at March 31, 2020.	C = (A+B)	**228.82**
Permissible capital payment in accordance with proviso to Section 68(2)(b) of the Act requiring Board Resolution (10% of total paid-up Equity Share capital and free reserves)		22.88

* Free reserves as defined in Section 2(43) of the Companies Act, 2013 read along with Explanation II provided in Section 68 of the Act.

# The above calculation of the paid-up Equity Share Capital and Free Reserves as at March 31, 2020 for Buyback of equity shares is based on the amounts appearing in the audited financial statements of the Company for the year ended March 31, 2020. These financial statements of the Company are prepared in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

	Signed for Identification by:
For Rane Brake Lining Limited	**For Varma & Varma** **Chartered Accountants** **(Firm's Registration No. 004532S)**
Authorised Signatory **Name: M.A.P. Sridhar Kumar** **Designation:Senior Vice President - Finance**	**Georgy Mathew** **Partner** **Membership No. 209645**
Place: Chennai **Date: 15th October, 2020**	**Place: Bangalore** **Date: 15th October, 2020**

Unquote

PART B - DISCLOSURES IN ACCORDANCE WITH SCHEDULE IV OF THE BUYBACK REGULATIONS

1. DATE OF BOARD APPROVAL

1.1. The Buyback has been approved by the Board in its meeting held on the Board Meeting Date. Further, since the Maximum Buyback Size is less than 10% of the total paid-up equity capital and free reserves of the Company, in accordance with the proviso to the Section 68(2)(b) of the Act and proviso to Regulation 5(i)(b) of the Buyback Regulations, approval from the shareholders' of the Company is not required.

2. MINIMUM AND MAXIMUM NUMBER OF EQUITY SHARES PROPOSED TO BE BOUGHT BACK, SOURCES OF FUNDS AND COST OF FINANCING THE BUYBACK

2.1. Based on Maximum Buyback Size and the Maximum Buyback Price, the indicative maximum number of Equity Shares bought back would be 2,66,666 Equity Shares.

2.2. The actual number of Equity Shares bought back will depend upon the actual price paid for the Buyback, excluding the Transaction Costs paid for the Equity Shares bought back, and the aggregate amount paid in the Buyback, subject to the Maximum Buyback Size. The actual reduction in outstanding number of Equity Shares would depend on the total number of Equity Shares bought back by the Company from the open market through the Stock Exchanges during the Buyback period. If the Equity Shares are bought back at a price below the Maximum Buyback Price, the actual number of Equity Shares bought back could exceed the indicative Maximum Buyback Shares (assuming full deployment of Maximum Buyback Size) but will always be subject to the Maximum Buyback Size. Further, the Maximum Buyback Shares will not exceed 25% of the total paid-up equity capital of the Company.

2.3. Further, in accordance with Buyback Regulations the Company shall utilize at least 50% of the Maximum Buyback Size i.e. ₹ 11,00,00,000 (Rupees Eleven Crore Only) towards the Buyback and the Company will accordingly purchase an indicative minimum of 133,333 Equity Shares, based on the Maximum Buyback Price.

2.4. The Company proposes to implement the Buyback out of its free reserves (including securities premium account). The amount required by the Company for the Buyback (including Transaction Costs) will be funded from the internal accruals or cash balance available with the Company and/or from liquidation of financial instruments or any other sources available with the Company as permitted by the Buyback Regulations and on such terms and conditions as the Board may decide from time to time at its absolute discretion. In terms of Section 69 of the Act, the Company shall transfer from its free reserves and/or securities premium account a sum equal to the nominal value of the Equity Shares which are purchased through the Buyback to the capital redemption reserve account and the details of such transfer shall be disclosed in its subsequent audited financial statements.

3. PROPOSED TIMETABLE FOR BUYBACK

Activity	Date
Date of receipt of Board approval	October 15, 2020
Date of publication of the Public Announcement	October 19, 2020
Date of commencement of the Buyback	October 27, 2020
Acceptance of Equity Shares in dematerialised mode	Upon the relevant pay-out by the Stock Exchanges
Extinguishment of Demat Equity Shares	Equity Shares bought back in dematerialized form will be extinguished in the manner specified in the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018, as amended and the bye-laws framed thereunder.
Last Date for the Buyback	Earliest of: (a) April 26, 2021(that is 6 months from the date of the opening of the Buyback); or (b) when the Company completes the Buyback by deploying the amount equivalent to the Maximum Buyback Size; or (c) at such earlier date as may be determined by the Board or the Buyback Committee, after giving notice of such earlier closure, subject to the Company having deployed an amount equivalent to the Minimum Buyback Size (even if the Maximum Buyback Size has not been reached or the Maximum Buyback Shares have not been bought back), however, that all payment obligations relating to the Buyback shall be completed before the last date for the Buyback.

4. PROCESS AND METHODOLOGY TO BE ADOPTED FOR THE BUYBACK

4.1. The Buyback is open to all beneficial owners holding Equity Shares in dematerialised form ("**Demat Shares**"). Shareholders holding Equity Shares in the physical form can participate in the Buyback only after such Equity Shares are in dematerialized. In accordance with Regulation 16(ii) of the Buyback Regulations, the Promoters shall not participate in the Buyback.

4.2. Further, as required under the Companies Act and Buyback Regulations, the Company shall not purchase locked-in Equity Shares or non-transferable Equity Shares, in the Buyback, or until the pendency of the lock-in, or until the Equity Shares become transferable, as applicable. The Company has no partly paid shares or Equity shares with call in arrears.

4.3. The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges, through the order matching mechanism except "all or none" order matching system, as provided under the Buyback Regulations.

4.4. For the implementation of the Buyback, the Company has appointed Ambit Capital Private Limited as the registered broker ("**Company's Broker**") through whom the purchases and settlements on account of the Buyback would be made by the Company. The contact details of the Company's Broker are as follows:

AMBIT
Acumen at work

Ambit Capital Private Limited
Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
Tel: + 91 22 30433000; Fax: + 91 22 30433100; Contact Person: Mr. Sameer Parkar
SEBI Registration No.: INB231247637 (NSE), INB011247633(BSE)
Website: www.ambit.co; Email: sameer.parkar@ambit.co
Corporate Identity Number: U74140MH1997PTC107598

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திருவண்ணாமலை அழகானந்தல், வெறையூர் ஏரிகள் புனரமைக்கும் பணி: கண்காணிப்பு அலுவலர் தீரஜ்குமார் நேரில் ஆய்வு

திருவண்ணாமலை, அக்.19–

திருவண்ணாமலை அழகானந்தல், வெறையூர் ஏரிகளில் புனரமைப்பு பணிகளை பள்ளிக் கல்வித் துறை அரசு முதன்மைச் செயலாளரும் மாவட்ட கண்காணிப்பு அலுவலருமான தீரஜ்குமார் நேரில் சென்று பார்வையிட்டு ஆய்வு மேற்கொண்டார்.

தமிழக முதலமைச்சர் தமிழகத்தில் உள்ளபொதுப்பணித்துறையின்நீர்வள ஆதார அமைப்பை சார்ந்த ஏரிகளை அந்தந்த பகுதி விவசாயிகளின் பங்களிப்புடன் குடிமராமத்து திட்டம் செயல்படுத்தப்படுத்தி வருகிறார்கள்.

இத்திட்டத்தின் கீழ் திருவண்ணாமலை மாவட்டத்தில் 2020–2021–ம் ஆண்டில் ரூ.31.20 கோடி மதிப்பீட்டில் 59 ஏரிகள் புனரமைக்கும் பணிகள் நடைபெற்று வருகிறது. இந்த பணிகளை செய்தியாளர்களுடன் சுற்றுப் பயணம் மேற்கொண்டு பள்ளிக் கல்வித் துறை அரசு முதன்மைச் செயலாளரும் மாவட்ட கண்காணிப்பு அலுவலருமான தீரஜ்குமார் நேரில் சென்று பார்வையிட்டு ஆய்வு மேற்கொண்டார்.

அப்போது அவர் கூறியதவாது: இதன் மூலம் 6034.81 ஹெக்டேர் விவசாய பாசன நிலங்கள் பயன்பெறும். இதன்படி, திருவண்ணாமலை மத்திய பெண்ணை ஆறு வடிநில கோட்டம் மூலமாக 54 ஏரிகள் ரூ.28.89 கோடி மதிப்பீட்டிலும், காஞ்சிபுரம் கீழ்பாலாறு வடிநில கோட்டம் மூலமாக வெம்பாக்கம் வட்டத்தில் 5 ஏரிகள் ரூ.2.31 கோடி மதிப்பீட்டிலும் புனரமைக்கும் பணிகள் தற்போது நடைபெற்று வருகிறது. குடிமராமத்துப் பணிகள் நீரினை பயன்படுத்தும் சங்கங்கள் மூலமாக நியமன முறையில் விவசாயிகளின் 10 பங்களிப்புடன் மேற்கொள்ளப்பட்டு வருகிறது. இதன் மூலம் தண்ணீர் வீனாவதை தடுத்தும், தண்ணீரினை சேமித்தும், பாசன உறுதியளிக்கவும், நீர் ஆதாரத்தை பெருக்கவும் நடவடிக்கை எடுக்கப்பட்டுள்ளது.

முதலமைச்சருக்கு நன்றி

அழகானந்தல் ஏரி குடிமராமத்து திட்டத்தின் கீழ் ரூ.53.50 லட்சம் மதிப்பீட்டில் புனரமைக்கப்பட்டு வருகிறது. அழகானந்தல் ஏரியில் குடிமராமத்து திட்டம் செயல்படுத்துவதால் இப்பகுதிக்கு உட்பட்ட 101.35 ஹெக்டேர் நிலங்கள் பாசன உறுதி பெறும். வெறையூர் ஏரியில் குடிமராமத்து திட்டம் செயல்படுத்துவதால் இப்பகுதிக்கு உட்பட்ட 120.93 ஹெக்டேர் நிலங்கள் பாசன உறுதி பெறும்.

தங்கள் பகுதிகளில் முதலமைச்சரின் குடிமராமத்து திட்டத்தின் கீழ் புனரமைப்பு பணிகள் மேற்கொள்ளப்பட்டு வருவது குறித்து விவசாயிகள் மற்றும் பொதுமக்கள் மிகுந்த மகிழ்ச்சியாக உள்ளதாகவும், இதற்காக தமிழக அரசுக்கும், தமிழ்நாடு முதலமைச்சருக்கு நன்றியினை தெரிவித்துக் கொள்கிறோம்' என்றனர்.

ஆய்வின் போது, மாவட்ட வருவாய் அலுவலர் பொ.ரத்தினசாமி, மாவட்ட ஊரக வளர்ச்சி முகமை திட்ட இயக்குநர் பா.ஜெயசுதா, மத்திய பெண்ணையாறு வடிநில கோட்ட செயற்பொறியாளர் ஏ.மகேந்திரன், உதவி செயற்பொறியாளர் ஏ.அறிவழகன், உதவி ஆட்சியர் அமித்குமார், துணை ஆட்சியர் அஜீதாபேகம், திருவண்ணாமலை தாசில்தார் பி.வெங்கடேசன், பாசன சங்க தலைவர்கள், உறுப்பினர்கள், விவசாயிகள், பொதுமக்கள், செய்தியாளர்கள் உடன் இருந்தனர்.

மகளிர் ஆணைய தலைவர் துறை அலுவலர்களுடன் ஆய்வு

விழுப்புரம், அக். 19–

விழுப்புரம் மாவட்ட கலெக்டர் அலுவலக கூட்டரங்கில் சமூக நலத்துறை சார்பில் தமிழ்நாடு மாநில மகளிர் ஆணைய தலைவர் கண்ணகி பாக்கியநாதன் (ஓய்வு) தலைமையில் துறைசார்ந்த அலுவலர்களுடன் ஆய்வுக்கூட்டம் நேற்று நடைபெற்றது.

இக்கூட்டத்தில் தமிழ்நாடு மாநில ஆணையத்திற்கு வரப்பெற்ற மனுக்கள் தொடர்பாக ஆய்வு மேற்கொள்ளப்பட்டது. மேலும்,விழுப்புரம் மாவட்ட கலெக்டர் ஆ.அண்ணாதுரை, விழுப்புரம் மாவட்டத்தில் பெண்கள் மற்றும் குழந்தைகள் நிலை குறித்து எடுத்துரைத்தார்.

இந்த ஆய்வுக்கூட்டத்தில் மாவட்ட கலெக்டர் ஆ.அண்ணாதுரை, மாவட்ட காவல் கண்காணிப்பாளர் எஸ்.ராதா கிருஷ்ணன், மகளிர் ஆணையத்தின் இணை இயக்குநர் ரேவதி, துணைகாவல் கண்காணிப்பாளர் பாலசுந்தர், மாவட்டசமூகநல அலுவலர் விஜயலட்சுமி, மகளிர்திட்ட அலுவலர்கள், மாவட்டகுழந்தைகள் பாதுகாப்பு அலுவலர்கள், அனைத்து மகளிர் காவல் நிலைய ஆய்வாளர்கள், கலைச்செல்வி கருணாலயா தொண்டு நிறுவனங்கள் மற்றும் துறை சார்ந்த அலுவலர்கள் கலந்து கொண்டனர்.

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4.5. The Equity Shares are regularly traded in compulsory dematerialized mode under the scrip code 532987 at BSE and under the symbol code RBL at NSE. The ISIN of the Equity Shares of the Company is INE244J01017.

4.6. The Company, shall, commencing from October 27, 2020 (i.e., the date of opening of the Buyback), place "buy" orders on the BSE and/or NSE on the normal trading segment to Buyback its Equity Shares through the Company's Broker in such quantity and at such price, not exceeding the Maximum Buyback Price of ₹ 825 (Rupees Eight Hundred and Twenty Five Only) per Equity Share, as it may deem fit, depending upon the prevailing market price of the Equity Shares on the Stock Exchanges. When the Company has placed an order for Buyback of Equity Shares, the identity of the Company as a purchaser shall appear on the electronic screen of the Stock Exchanges.

4.7. **Procedure for Buyback of Demat Shares**: Beneficial owners holding Demat Shares who desire to sell their Equity Shares in the Buyback, would have to do so through their stock broker, who is a registered member of the Stock Exchanges by indicating to their broker the details of the Equity Shares they intend to sell whenever the Company has placed a "buy" order for Buyback of the Equity Shares. The Company shall place a "buy" order for Buyback of Demat Shares, by indicating to the Company's Broker, the number of Equity Shares it intends to buy along with a price for the same. The trade would be executed at the price at which the order matches the price tendered by the beneficial owners and that price would be the Buyback price for that beneficial owner. The execution of the order, issuance of contract note and delivery of the stock to the member and receipt of payment would be carried out by the Company's Broker and the shareholder/beneficial owner's broker, as applicable, in accordance with the requirements of the Stock Exchanges and SEBI. Orders for Equity Shares can be placed on the trading days of the Stock Exchanges. The Company is under no obligation to place "buy" order on a daily basis.

4.8. It may be noted that a uniform price may not be paid to all the shareholders/beneficial owners pursuant to the Buyback and that the same would depend on the price at which the trade with that shareholder/beneficial owner will be executed.

4.9. **Procedure to be followed by Shareholders holding Equity Shares in the Physical form**: As per the proviso to Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018) read with SEBI press release dated December 3, 2018 effective from April 1, 2019, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Hence, public shareholders of the Company desirous of tendering their Equity Shares held in physical form can do so only after the shares are dematerialized and are advised to approach the concerned depository participant to have their Equity Shares dematerialized

ACCORDINGLY, ALL SHAREHOLDERS HOLDING EQUITY SHARES IN THE PHYSICAL FORM AND DESIROUS OF PARTICIPATING IN THE BUYBACK ARE ADVISED TO APPROACH THE CONCERNED DEPOSITORY PARTICIPANT TO HAVE THEIR EQUITY SHARES DEMATERIALIZED. IN CASE ANY ELIGIBLE SHAREHOLDER HAS SUBMITTED EQUITY SHARES IN PHYSICAL FORM FOR DEMATERIALIZATION, SUCH ELIGIBLE SHAREHOLDERS SHOULD ENSURE THAT THE PROCESS OF DEMATERIALIZATION IS COMPLETED WELL IN TIME SO THAT THEY CAN PARTICIPATE IN THE BUYBACK BEFORE THE CLOSURE OF THE BUYBACK.

4.10. Shareholders are requested to get in touch with the Merchant Banker to the Buyback or the Company's Broker or the Investor Service Centre of the Company to clarify any doubts in the process.

4.11. Subject to the Company purchasing Equity Shares for an amount equivalent to the Minimum Buyback Size, nothing contained herein shall create any obligation on the part of the Company or the Board to Buyback any additional Equity Shares or confer any right on the part of any shareholder of the Company to have any Equity Shares bought back, even if the Maximum Buyback Size has not been reached, and/or impair any power of the Company or the Board to terminate any process in relation to the Buyback, to the extent permissible by law. The Company is under no obligation to utilize the entire amount of Maximum Buyback Size or buy all the Maximum Buyback Shares. However, if the Company is not able to complete the Buyback equivalent to the Minimum Buyback Size, except for the reasons mentioned in Buyback Regulations, the amount held in the Escrow Account (up to a maximum of 2.5% of the Maximum Buyback Size), may be liable to be forfeited in accordance with Regulation 20 (viii) of the Buyback Regulations and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the Buyback Regulations.

4.12. The Company shall submit the information regarding the Equity Shares bought back by it, to the Stock Exchanges on a daily basis in accordance with the Buyback Regulations. The Company shall also upload the information regarding the Equity Shares bought back by it on its website www.ranegroup.com on a daily basis.

5. METHOD OF SETTLEMENT

5.1. **Settlement of Demat Shares**: The Company will pay consideration for the Buyback to the Company's Broker on or before every pay-in date for each settlement, as applicable to the respective Stock Exchanges where the transaction is executed. The Company has opened a depository account titled **"Rane Brake Lining Limited Buyback Escrow Account"** with the Company's Broker (**"Buyback Demat Escrow Account"**). Demat Shares bought back by the Company will be transferred into the Buyback Demat Escrow Account by the Company's Broker, on receipt of such Demat Shares and after completion of the clearing and settlement obligations of the Stock Exchanges. Beneficial owners holding Demat Shares would be required to transfer the number of such Demat Shares sold to the Company pursuant to the Buyback, in favour of their stock broker through whom the trade was executed, by tendering the delivery instruction slip to their respective depository participant ("**DP**") for debiting their beneficiary account maintained with the DP and crediting the same to the broker's pool account as per procedure applicable to normal secondary market transactions. The beneficial owners would also be required to provide to the Company's Broker or the Registrar to the Buyback, copies of all statutory consents and approvals required to be obtained by them for the transfer of their Equity Shares to the Company.

5.2. **Extinguishment of Demat Shares**: The Demat Shares bought back by the Company shall be extinguished in the manner specified in the Securities and Exchange Board of India (Depository and Participants) Regulations, 2018, as amended and its bye-laws, in the manner specified in the Buyback Regulations and the Companies Act. The Equity Shares lying in credit in the Buyback Demat Escrow Account will be extinguished in accordance with Regulation 21 of the Buyback Regulations.

5.3. Consideration for the Equity Shares bought back by the Company shall be paid only by way of cash.

6. BRIEF INFORMATION ABOUT THE COMPANY

6.1. Rane Brake Lining Limited, is a public limited company incorporated under the laws of India having its registered office at "Maithri" 132, Cathedral Road, Chennai – 600086, India Telephone: +91 44 2811 2472. The CIN of the company is L63011TN2004PLC054948. The Company was originally incorporated as a Private Limited Company under the provisions of Companies Act, 1956 as "EMS Logistics (India) Private Limited", on December 17, 2004. On September 20, 2005 the name of the company was changed to Richfield Logistics Line Private Limited. The name of the company was changed to Rane Brake Products Private Limited w.e.f. September 24, 2007. Subsequently, the company became a public limited company on September 26, 2007 and the name was changed to Rane Brake Products Limited, effective October 12, 2007. In terms of the Scheme of arrangement of transfer of the manufacturing undertaking of erstwhile Rane Brake Linings Limited, as approved by the Hon'ble High Court of Judicature at Madras vide its order dated December 20, 2007, the name of the Company was changed to Rane Brake Lining Limited w.e.f. February 06, 2008 and a fresh certificate of incorporation was issued by Registrar of Companies, Tamil Nadu, Chennai, Andaman and Nicobar Islands. Subsequently, the equity shares of the Company were listed on the Stock Exchanges with effect from June 20, 2008.

6.2. The Company is engaged in the business of manufacturing and marketing auto components viz., safety critical friction material products such as brake linings, disc pads, clutch facings, clutch buttons, brake shoes and railway brake blocks for passenger cars, utility vehicles, commercial vehicles, two wheelers and railways.

7. FINANCIAL INFORMATION ABOUT THE COMPANY

Financial Statements of the Company

7.1. The Company prepares its financial statements in accordance with Indian Accounting Standards prescribed under Section 133 of the Act, read with the relevant rules issued thereunder ("**Ind AS**"). Financial information on the basis of audited financial statements of the Company for the last three financial years ended March 31, 2020, March 31, 2019 and March 31, 2018 along with the unaudited financial statements for 6 months ended September 30, 2020 is provided hereunder:

(₹ in Crore)

Key Financials	Unaudited	Audited		
	6 Months ended 30th September, 2020	Year ended 31st March, 2020	Year ended 31st March, 2019	Year ended 31st March, 2018
Revenue from Operations	142.30	470.98	513.89	482.29
Other Income	6.56	10.45	7.08	4.92
Total Expense (excluding Interest, Depreciation, Tax and Exceptional Items)	129.85	410.44	446.11	406.81
Interest Expense / (Income)	-	0.02	0.39	0.16
Depreciation & Amortization	12.30	26.29	24.25	23.71
Exceptional Items	-	-	0.91	1.64
Profit Before Tax	6.71	44.68	49.31	54.89
Provision for Tax (including Deferred Tax)	2.07	10.34	12.78	19.14
Profit After Tax	4.64	34.34	36.53	35.75
Other Comprehensive Income/(Loss) for the year net of tax	0.21	(0.98)	(0.19)	0.46
Total Comprehensive income for the period	4.85	33.36	36.34	36.21

	Unaudited	Audited		
	As on 30th September, 2020	As on 31st March, 2020	As on 31st March, 2019	As on 31st March, 2018
Paid-up Equity Share Capital (A)	7.91	7.91	7.91	7.91
Reserves & Surplus* (B)	217.06	220.91	201.86	180.30
Net worth excluding Revaluation reserves(A+B)	224.97	228.82	209.77	188.21
Total Debt excluding Working Capital Loans	-	-	-	-

* Reserves and Surplus as per Section 68 of the Companies Act, 2013 read along with Section 2 (43) of the Companies Act, 2013.

Key Ratios	Unaudited	Audited		
	6 Months ended 30th September, 2020	Year ended 31st March, 2020	Year ended 31st March, 2019	Year ended 31st March, 2018
Earnings Per Equity Share (₹)				
Basic	5.86*	43.39	46.15	45.17
Diluted	5.86*	43.39	46.15	45.17
Book Value (₹ per Equity Share)	284.23	289.10	265.03	237.80
Return on Net Worth excluding Revaluation reserves (%)	2.05*	15.66	18.36	20.14
Total Debt / Net Worth	-	-	-	-

*not annualized

The key ratios have been computed as below:

Ratios	Basis
Earnings Per Equity Share (₹)	Net Profit attributable to equity shareholders / Weighted average number of Equity Shares outstanding during the year
Book Value per Equity Share (₹)	(Paid up Equity Share Capital + Free Reserves and Surplus) / No. of Equity Shares subscribed
Return on Net Worth excluding revaluation reserves (%)	Net Profit After Tax / Average Net Worth excluding revaluation reserves
Total Debt / Net Worth	Total Debt / Net Worth excluding revaluation reserves

8. DETAILS OF ESCROW ACCOUNT

8.1. In accordance with Regulation 20 of the Buyback Regulations and towards security for performance of its obligations under the Buyback Regulations, the Company has entered into an escrow agreement dated October 15, 2020 (**"Escrow Agreement"**) with the Merchant Banker and HDFC Bank Limited (**"Escrow Bank"**) pursuant to which the Company has opened an escrow account titled **'Rane Brake Lining Ltd. Buy Back 2020-Escrow'**(the **"Escrow Account"**). The Company has authorized the Merchant Banker to operate the Escrow Account in compliance with the Buyback Regulations and the Escrow Agreement. The Company will deposit in the Escrow Account cash aggregating to ₹5,50,00,000 (Rupees Five Crores Fifty Lakhs only), being 25% of the Maximum Buyback Size; (**"Cash Escrow"**) in accordance with the Buyback Regulations, before opening of the Buyback.

8.2. The funds in the Escrow Account may be released for making payment to the shareholders subject to at least 2.5% of the Maximum Buyback Size remaining in the Escrow Account at all points in time.

8.3. If the Company is not able to complete Buyback equivalent to Minimum Buyback Size, except for the reasons mentioned in the Buyback Regulations, the amount held in the Escrow Account (upto a maximum of 2.5% of the Maximum Buyback Size), may be liable to be forfeited and deposited in the Investor Protection and Education Fund of SEBI or as directed by SEBI in accordance with the Buyback Regulations.

8.4. The balance lying to the credit of the Escrow Account will be released to the Company on completion of all obligations in accordance with the Buyback Regulations.

9. LISTING DETAILS AND STOCK MARKET DATA

9.1. The Equity Shares are currently listed on the BSE and the NSE.

9.2. The high, low and average market prices in preceding three financial years and the monthly high, low and average market prices for the six months preceding the date of publication of Public Announcement and the corresponding volumes on the NSE (stock exchange where Company's shares are most frequently traded) are as follows:

Period	High~ (₹)	Date of High	No. of Equity Shares traded on that date	Low@ (₹)	Date of Low	No. of Equity Shares traded on that date	Average price# (₹)	No. of Equity Shares traded in the period
Preceding 3 years								
FY 2017-18	1,450.00	16-Jun-17	235,373	899.00	26-Mar-18	25,181	1,165.02	6,332,217
FY 2018-19	1,200.00	13-Apr-18	51,216	500.75	26-Oct-18	8,543	707.69	2,640,366
FY 2019-20	784.90	27-Dec-19	1,429,326	288.05	24-Mar-20	13,378	552.66	7,962,972
Preceding 6 months								
Apr 1, 2020 – Apr 30, 2020	479.95	20-Apr-20	28,564	345.00	01-Apr-20	10,029	416.74	417,626
May 1, 2020 – May 31, 2020	465.00	29-May-20	30,211	400.30	22-May-20	6,431	422.49	228,794
Jun 1, 2020 – Jun 30, 2020	634.30	24-Jun-20	135,772	443.35	12-Jun-20	22,528	498.99	889,233
Jul 1, 2020 – Jul 31, 2020	604.80	02-Jul-20	187,707	517.00	31-Jul-20	5,484	549.40	537,519
Aug 1, 2020 – Aug 31, 2020	669.70	28-Aug-20	111,058	512.25	03-Aug-20	45,036	574.46	1,543,332
Sep 1, 2020 – Sep 30, 2020	625.00	08-Sep-20	54,837	521.05	24-Sep-20	6,705	573.98	303,455

~ High is the highest price recorded for the equity share of the Company during the said period
@ Low is the lowest price recorded for the equity share of the Company during the said period
# Average Price is the arithmetical average of closing prices during the said period

Note: If two days having the same high or low prices, then the day with the higher volume has been chosen.

9.3. The high, low and average market prices in preceding three financial years and the monthly high, low and average market prices for the six months preceding the date of publication of Public Announcement and the corresponding volumes on the BSE are as follows:

Period	High~ (₹)	Date of High	No. of Equity Shares traded on that date	Low@ (₹)	Date of Low	No. of Equity Shares traded on that date	Average price# (₹)	No. of Equity Shares traded in the period
Preceding 3 years								
FY 2017-18	1,447.00	16-Jun-17	42,499	890.00	26-Mar-18	1,112	1,165.39	893,283
FY 2018-19	1,195.00	13-Apr-18	4,916	483.00	10-Oct-18	879	708.08	322,831
FY 2019-20	783.60	27-Dec-19	136,808	294.00	25-Mar-20	673	552.82	654,524
Preceding 6 months								
Apr 1, 2020 – Apr 30, 2020	534.35	20-Apr-20	1,002	331.00	01-Apr-20	653	416.90	42,978
May 1, 2020 – May 31, 2020	467.90	14-May-20	3,395	402.25	22-May-20	745	422.47	24,975
Jun 1, 2020 – Jun 30, 2020	635.00	24-Jun-20	10,414	440.60	17-Jun-20	2,408	498.85	65,123
Jul 1, 2020 – Jul 31, 2020	605.00	02-Jul-20	12,038	514.35	31-Jul-20	398	549.40	41,390
Aug 1, 2020 – Aug 31, 2020	669.70	28-Aug-20	12,910	514.00	03-Aug-20	917	573.77	105,329
Sep 1, 2020 – Sep 30, 2020	624.35	08-Sep-20	2,757	522.90	24-Sep-20	1,286	573.81	36,665

~ High is the highest price recorded for the equity share of the Company during the said period
@ Low is the lowest price recorded for the equity share of the Company during the said period
# Average Price is the arithmetical average of closing prices during the said period

Note: If two days having the same high or low prices, then the day with the higher volume has been chosen.

9.4. The closing market price of the Equity Shares on the BSE and the NSE as on October 16, 2020, being the working day after the day of resolution of the Board approving the proposal for Buyback, was ₹ 660.35 and ₹ 660.80 respectively.

10. PRESENT CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

10.1. The capital structure of the Company, as on the date of the Public Announcement and the proposed capital structure of the Company post completion of the Buyback is provided herein. The capital structure of the Company is as follows:

(₹ in lakhs)

Sr. No.	Particulars	Pre Buyback	Post Buyback
1	**Authorized Share Capital:**		
	1,00,00,000 Equity Shares of ₹10/- each	1,000.00	1,000.00
2	**Issued, Subscribed and Paid-up Equity Share Capital:**		
	79,14,980 Equity Shares of ₹ 10/- each fully paid up	791.50	764.83

Note: Assuming that the indicative Maximum Buyback Shares are bought back, the post Buyback issued, subscribed and paid-up capital will differ depending upon the actual number of Equity Shares bought back.

10.2. As on the date of this Public Announcement, there are no Equity Shares which are partly paid-up, or with call-in-arrears and there are no outstanding instruments convertible into Equity Shares.

10.3. The shareholding pattern of the Company pre Buyback as on Board Meeting Date and the post Buyback shareholding pattern assuming full Acceptance, is as follows:

Category of the Shareholder	Pre Buy Back		Post Buy Back*	
	No. of Equity Shares	% of Outstanding Shares	No. of Equity Shares	% of Outstanding Shares
(A) Promoter & Promoter Group	53,02,539	66.99	53,02,539	69.33
(B) Public	26,12,441	33.01	23,45,775	30.67
(C1) Shares underlying DRs	–	–		
(C2) Shares held by Employee Trust	–	–		
(C) Non Promoter-Non Public	–	–		
Total	**79,14,980**	**100.00**	**76,48,314**	**100.00**

*Note: Assuming that the indicative Maximum Buyback Shares are bought back. However, the post Buyback issued, subscribed and paid-up capital may differ depending upon the actual number of Equity Shares bought back.

10.4. As per Regulation 16(ii) of the Buyback Regulations, the Buyback shall not be made from Promoters, Promoter group and persons in control of the Company, and such individuals/ entities will not participate in the Buyback. Further, as per Regulation 24(1)(e) of the Buyback Regulations, the Promoters, Promoter group and persons in control of the Company will not deal in Equity Shares on the Stock Exchange or off-market, including inter se transfer of Equity Shares among themselves, until the closure of the Buyback.

10.5. For the aggregate shareholding of the Promoters and promoter group as on the Board Meeting Date, please refer to paragraph 5.1 of Section titled "Part A - Disclosures in accordance with Schedule I of the Buyback Regulations".

10.6. For the details of the transactions made by the persons mentioned in paragraph 10.5, please refer to paragraph 5.2 of Section titled "Part A - Disclosures in accordance with Schedule I of the Buyback Regulations".

10.7. While the Promoters, Promoters group and persons in control of the Company are not eligible to participate in the Buyback, depending on the number of Equity Shares bought back by the Company, their effective shareholding percentage in the Company will increase marginally consequent to the Buyback. Any increase in the percentage holding/voting rights of the Promoters, Promoter Group and persons in control of the Company is not an active acquisition and is incidental to the Buyback and falls within the limits prescribed under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.

10.8. There is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Act.

11. MANAGEMENT DISCUSSION AND ANALYSIS ON THE LIKELY IMPACT OF THE BUYBACK ON THE COMPANY

11.1. The Buyback is expected to enhance overall shareholders' value for continuing shareholders, as well as provide an exit opportunity to the public shareholders. The Buyback is not likely to cause any material impact on the profitability / earnings of the Company except a reduction in the investment income, which the Company could have otherwise earned on the amount distributed towards Buyback. The Company will also bear the cost of the Buyback.

11.2. The amount required by the Company for the Buyback (including the transaction costs) will be funded from the securities premium account, free reserves, internal accruals or cash balance available with the Company and/or from liquidation of financial instruments or any other sources available with the Company as permitted by the Buyback Regulations and the Act and on such terms and conditions as the Board may decide from time to time at its absolute discretion.

11.3. The Buyback may lead to reduction in outstanding Equity Shares, improvement in 'earnings per share' and enhanced return on equity, assuming that the Company would earn similar profits as in the past.

11.4. Pursuant to Regulation 16(ii) of the Buyback Regulations, the Promoters, Promoter Group and persons in control of the Company shall not participate under the Buyback. The Buyback of Equity Shares will not result in a change in control or otherwise affect the existing management structure of the Company.

11.5. Consequent to the Buyback and based on the number of Equity Shares bought back from the shareholders excluding the Promoters, Promoter Group and persons in control of the Company, the shareholding pattern of the Company would undergo a change, however public shareholding shall not fall below 25% of the total fully paid up equity share capital of the Company.

11.6. As required under Section 68(2)(d) of the Companies Act, the ratio of the aggregate of secured and unsecured debts owed by the Company shall not be more than twice the paid-up equity share capital and free reserves post the Buyback.

11.7. Unless otherwise determined by the Board or the Buyback Committee, or as may be directed by the appropriate authorities, the Buyback will be completed within a maximum period of six (6) months from the date of opening of the Buyback. The Company shall not withdraw the Buyback after this Public Announcement has been made.

11.8. The Company shall not issue any shares or other specified securities including by way of bonus or convert any outstanding instruments into Equity Shares till the date of expiry of the Buyback period. Except in discharge of its subsisting obligations, the Company shall not raise further capital for either a period of 6 months or 1 year after the expiry of the Buyback period, as may be applicable in accordance with the Buyback Regulations or any circulars or notifications issued by SEBI in connection therewith. The Company will not issue same kind of shares including allotment of new shares under clause (a) of sub-section (1) of section 62 of the Companies Act or other specified securities within a period of six (6) months after the completion of the Buyback except by way of bonus issue or in the discharge of subsisting obligations such as conversion of warrants, stock option schemes, sweat equity or conversion of preference shares or debentures into Equity Shares. Further, the Company has not undertaken a buyback of any of its securities during the period of one year immediately preceding the date of the Board Meeting, which was held on October 15, 2020, and shall not make any offer of buyback within a period of one year from the date of expiry of the Buyback period.

11.9. The Company shall not undertake Buyback through negotiated deals whether on or off the Stock Exchanges or through spot transactions or through any private arrangements. The equity shares bought back by the Company shall be compulsorily extinguished and destroyed and will not be held for re-issue at a later date. The Company is not undertaking the Buyback to delist its equity shares from the Stock Exchanges.

12. STATUTORY APPROVALS

12.1. Pursuant to Sections 68, 69, 70 and other applicable provisions of the Companies Act and the applicable rules, if any, thereunder and the Buyback Regulations and Article 3 of the Articles and Association of the Company, the Company has obtained the Board approval as mentioned above

12.2. The Buyback is subject to receipt of such sanctions and approvals from statutory, regulatory or governmental authorities as may be required under applicable laws, including the Reserve Bank of India, SEBI, and the Stock Exchanges on which the Equity Shares are listed.

12.3. The shareholders shall be solely responsible for obtaining all such statutory consents and approvals (including, without limitation the approvals from the RBI, if any) as may be required by them in order to sell their Equity Shares to the Company pursuant to the Buyback. Shareholders would be required to provide copies of all such consents and approvals obtained by them to the Company's Broker.

12.4. The Buyback shall be subject to such necessary approvals as may be required and the Buyback from overseas corporate bodies and other applicable categories shall be subject to such approvals of the RBI, if any, under the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder

12.5. To the best of the knowledge of the Company, no statutory approvals are required by it for the Buyback, as on the date of this Public Announcement. Subject to the obligation of the shareholders to obtain the consents and approvals necessary for transfer of their Equity Shares to the Company as set out in Paragraph 12.3 and 12.4 of Part B above, the Company shall obtain such statutory approvals as may be required, from time to time, if any, for completion of the Company's obligations in relation to the Buyback.

13. COLLECTION AND BIDDING CENTER

13.1. The Buyback will be implemented by the Company by way of open market purchases through the Stock Exchanges using their nationwide trading terminals. Therefore, the requirement of having collection centers and bidding centers is not applicable.

14. COMPLIANCE OFFICER

Equity shareholders of the Company may contact the Compliance Officer or the investor relations team of the Company for any clarifications or to address their grievances, if any, from 10:00 a.m. (IST) to 05:00 p.m. (IST), on any day except Saturday, Sunday and Public holidays at the following address:

Venkatraman
Company Secretary and Compliance Officer
Rane Brake Lining Limited
Maithri, 132, Cathedral Road, Chennai, Tamil Nadu, 600086
Tel: 044-28112472; **Email**: investorservices@ranegroup.com; **Website**: www.ranegroup.com

15. DETAILS OF INVESTOR SERVICE CENTRE / REGISTRAR TO THE BUYBACK

In case of any query, the equity shareholders may contact the Buyback Registrar, from 10:00 a.m. (IST) to 05:00 p.m. (IST), on any day except Saturday, Sunday and Public holidays at the following address:

Integrated
Corporate Solutions Simplified

Integrated Registry Management Services Private Limited
2nd Floor, Kences Towers,
No.1, Ramakrishna Street, North Usman Road,
T. Nagar, Chennai – 600 017
Contact Person: Mr. K Suresh Babu, Director
Phone: 044 2814 0801; Fax: 044 2814 2479
Email: corpserv@integratedindia.in; Website: www.integratedindia.in
SEBI Registration: INR000000544
Corporate Identity Number:U74900TN2015PTC101466

16. MERCHANT BANKER / MANAGER TO THE BUYBACK

The Company has appointed the following as Merchant Banker / Manager to the Buyback:

AMBIT
Acumen at work

AMBIT PRIVATE LIMITED
Ambit House,
449, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013
Tel: (022) 39821819; **Fax**: (022) 39823020
Contact Person: Mr. Praveen Sangal
Email: rbl.buyback@ambit.co; **Website**: www.ambit.co
SEBI Registration Number: INM000010585
Corporate Identity Number: U65923MH1997PTC109992

17. DIRECTORS' RESPONSIBILITY

As per Regulation 24(i)(a) of the Buyback Regulations, the Board accepts responsibility for the information contained in this Public Announcement and for the information contained in all other advertisements, circulars, brochures, publicity materials etc. which may be issued in relation to the Buyback and confirm that the information in such documents contain and will contain true, factual and material information and does not and will not contain any misleading information.

For and on behalf of the Board of Directors of Rane Brake Lining Limited

Sd/-	Sd/-	Sd/-
Ganesh Lakshminarayan Chairman DIN: 00012583	**Harish Lakshman** Director DIN: 00012602	**Venkatraman** Company Secretary & Compliance Officer ICSI Membership Number: ACS: 24699

Date: October 16, 2020
Place: Chennai

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