

KRM Tower, 1st and 2nd Floor
No.1, Harrington Road, Chetpet
Chennai - 600 031, India.

Telephone +91 44 4608 3100
Fax +91 44 4608 3199

The Board of Directors
Rane Brake Lining Limited
132, Cathedral Road,
Chennai – 600086

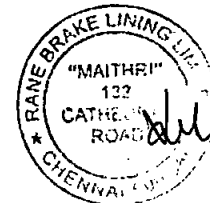
9 February 2024

Independent Auditor's Certificate in relation to proposed accounting treatment in the books of Rane Brake Lining Limited as specified in the Proposed Scheme of Amalgamation of Rane Brake Lining Limited and Rane Engine Valve Limited with Rane (Madras) Limited and their respective shareholders pursuant to provisions of Sections 230 to 232 of the Companies Act, 2013

1. This certificate is issued in accordance with the terms of our engagement letter dated 08 February 2024.
2. We have been requested by the management of Rane Brake Lining Limited ("the Company" or "Transferor Company") to issue a certificate in relation to the proposed accounting treatment specified in Clause 13(i) of the proposed Scheme of Amalgamation of Rane Brake Lining Limited and Rane Engine Valve Limited with the Rane (Madras) Limited ("Transferee Company") and their respective shareholders ("Proposed Scheme"), as reproduced in Annexure A to this certificate, in terms of the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 ("the Act") with reference to its compliance with the applicable Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act read with relevant Rules issued thereunder and other Generally Accepted Accounting Principles in India.
3. The Proposed Scheme is approved by the Board of Directors of the Transferee Company and the Transferor Company on 9 February 2024 and is subject to approval of the respective Shareholders, the National Company Law Tribunal ("NCLT") and Statutory and Regulatory Authorities, as applicable. The appointed date for the purpose of the Proposed Scheme is 1 April 2024.
4. Pursuant to approval of the Proposed Scheme, the Transferor Company will be merged with the Transferee Company as a going concern and will accordingly cease to exist. Hence, no accounting treatment shall apply for the transferor company on account of the Proposed Scheme.

Management's Responsibility

5. The preparation of the Proposed Scheme as reproduced in the Annexure A and its compliance with the relevant provision of the Act, laws and regulations, including the applicable Ind AS read with the Rules made, issued thereunder and the Generally Accepted Accounting Principles in India is the responsibility of the management of the Companies involved, including the preparation and maintenance of all accounting and other relevant supporting records and documents.
6. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Proposed Scheme as reproduced in Annexure A and applying an appropriate basis of preparation and making estimates that are reasonable in the circumstances.



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7. The Company's management is also responsible for ensuring that the Company complies with the requirements of Companies Act, 2013 and providing all relevant information with respect to the Proposed Scheme to the NCLT.

Auditor's Responsibility

8. Pursuant to the requirements of provisions of Section 232 of the Companies Act, 2013, our responsibility is to provide a reasonable assurance whether the proposed accounting treatment specified in Clause 13(i) as per the proposed scheme of amalgamation and as reproduced in Annexure A to this certificate is in conformity with the Ind AS prescribed under Section 133 of the Act read with the rules issued thereunder and other Generally Accepted Accounting Principles in India.
9. We conducted our examination of the proposed accounting treatment referred to in Clause 13(i) of the Proposed Scheme and as reproduced in Annexure A in accordance with the Guidance Note on Reports or Certificates for Special Purposes ('Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
10. 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

11. Based on our examination and according to the information and explanations provided and representations given to us by the Management of the Transferor Company, read with paragraph 4 above, we report that no accounting treatment has been specified for the Transferor Company in Clause 13(i) to the Proposed Scheme as reproduced in Annexure A to this certificate, initialled and stamped by us for the purpose of identification only which is in accordance with applicable Accounting Standards specified under Section 133 of the Act and other generally accepted accounting principles in India.



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Restriction on use

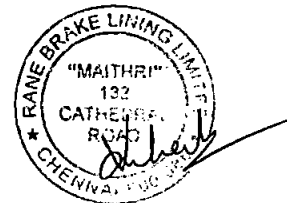
12. This certificate is issued at the request of the management of the Transferor Company solely for the purpose of onward submission to NCLT and any other regulatory authority in relation to the Proposed Scheme pursuant to the requirements of Sections 230 to 232 of the Act and relevant Rules thereunder. Our certificate should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No. - 101248W/W-100022

Harsh. Vardhan. Lakhotia

Harsh Vardhan Lakhotia
Partner
Membership No. 222432
UDIN : 24222432BKGUDD9502

Place: Chennai
Date: 9 February 2024



Registered Office: Tel : 91 44 2811 2472
" Maithri " URL : www.ranegroup.com
132, Cathedral Road,
Chennai 600 086.
India.
CIN : L63011TN2004PLC054948

Rane Brake Lining Limited



Annexure-A

Relevant extract of Clause 13(i) as per Draft scheme of amalgamation of Rane Brake Lining Limited and Rane Engine Valves Limited with Rane (Madras) Limited

Clause 13(i) – Accounting treatment

Transferor company will cease to exist pursuant to the scheme coming into effect and consequently no accounting will be required in the books of transferor company. Accordingly, no accounting treatment in the books of the transferor company is stated in the scheme.

Certified to be true copy

For Rane Brake Lining Limited

A handwritten signature in black ink, appearing to read "J. Ananth".

Name: J Ananth
Designation: Chief Financial Officer

Signed for identification purposes only

A handwritten signature in black ink, appearing to read "BSR & Co. LLP", with a circular stamp below it.

