

Rane (Madras) Limited



Compliance Report

It is hereby certified that the draft Scheme of Amalgamation of Rane Engine Valve Limited ("REVL" or "Transferor Company 1") and Rane Brake Lining Limited ("RBL" or "Transferor Company 2") with and into Rane (Madras) Limited ("RML" or "Transferee Company") and their respective shareholders ("Draft Scheme"), does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchanges and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and SEBI Master Circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 as amended ("SEBI Circular"), including the following:

Sr. No.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, complied.
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, complied. We confirm that the Scheme does not in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchanges.
Requirements of SEBI Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, submitted. Necessary documents have been submitted.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Not Applicable.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes, complied.
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, complied.
(e)	Para (I)(A)(9)	Explanatory Statement or notice or proposal accompanying resolution sent to shareholders for seeking approval of Scheme	Yes, the company shall comply with the provision while seeking shareholders' approval.
(f)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	Yes, the company shall comply with the provision while seeking shareholders' approval.

For Rane (Madras) Limited

S Subha Shree
Company Secretary

Gowri Kailasam
Manager




Certified that the transactions / accounting treatment provided in the draft Scheme of Amalgamation involving Rane Engine Valve Limited, Rane Brake Lining Limited with and into Rane (Madras) Limited and their respective shareholders, are in compliance with all the Accounting Standards applicable to a listed entity.

For Rane (Madras) Limited



B Gnanasambandam
Chief Financial Officer



Gowri Kailasam
Manager

Date: February 26, 2024

