ANNEXURE 3.2

Registered Office: " Maithri "

Tel . 91 44 2811 2472 URL: www.ranegroup.com

132. Cathedral Road. Chennai 600 086.

India.

CIN · L63011TN2004PLC054948

Rane Brake Lining Limited



To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001.

BSE Scrip Code - 532987

Dear Madam/ Sir,

Sub: Confirmation by the Company Secretary

Re.: Scheme of Amalgamation of Rane Engine Valve Limited ("REVL" or "Transferor Company 1") and Rane Brake Lining Limited ("RBL" or "Transferor Company 2" or "Company") with and into Rane (Madras) Limited ("RML" or "Transferee Company") and their respective shareholders ("Draft Scheme"), presented under Section 230-232 read with other applicable provisions of the Companies Act, 2013.

This is to certify/confirm that: -

- (i) No material event impacting the valuation has occurred during the intervening period of filing the scheme documents with the Stock Exchange and the period under consideration for valuation; and
- (ii) There are no past defaults of listed debt obligations of the entities forming part of the scheme.

Thanking you,

Yours faithfully,

For Rane Brake Lining Limited

Secreta

Date: February 26, 2024

ANNEWRE-10.1

Tel . 91 44 2811 2472

Registered Office: "Maithri"

" Maithri " URL : www.ranegroup.com

Chennai 600 086.

India.

CIN · L63011TN2004PLC054948

Rane Brake Lining Limited



Declaration with respect to past defaults of listed debt obligations

To,
Manager- Listing Compliance,
National Stock Exchange of India Ltd.
'Exchange Plaza', C-1, Block G
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051

NSE Scrip Code - RBL

Dear Sir / Madam,

Re.: Scheme of Amalgamation of Rane Engine Valve Limited ("REVL" or "Transferor Company 1" or "Company") and Rane Brake Lining Limited ("RBL" or "Transferor Company 2") with and into Rane (Madras) Limited ("RML" or "Transferee Company"), their respective shareholders ("Draft Scheme") pursuant to Section 230 to 232 read with other applicable provisions of the Companies Act, 2013.

We confirm that, there are no debt securities issued by the Company and that there are no past defaults of listed debt obligations of the entities forming part of the scheme.

For Rane Brake Lining Limited

Venkatraman ROAD
Company Secreta

Date: February 26, 2024