



Form of Consent letter

Date: 25th March 2024

To,

Rane Brake Lining Limited ("Transferor Company 2")

CIN : L63011TN2004PLC054948

Maithri

132, Cathedral Road,

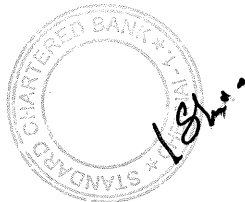
Chennai -600086

Dear Sir,

Re: Consent letter for the proposed 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"), presented under Section 230-232 read with other applicable provisions of the Companies Act, 2013

Sub: Your letter/ email dated 15th February 2024 ('Request Letter')

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 5 below, pursuant to the Finance Documents and in terms of paragraph A.2(k) of Part I of SEBI Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (as amended), we hereby provide our consent/no objection to the Scheme and all transactions therein, and unconditionally confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Finance Documents.
3. The Lender is hereby authorized to make requisite statutory filings, if any, including any forms with the relevant Registrar of Companies, as necessary, to give effect to the Scheme and to complete the consequent transfer of the Debt to Rane (Madras) Limited.



Standard Chartered Bank
Integrated Middle Office (IMO)

Mumbai : Crescenzo, 3A/F Plot No. C - 38 & 39, G-Block, Bandra Kurla Complex, Mumbai - 400 051. Phone: 91 (0) 22 6115 7892/878
Gurgaon : Ground Floor, 7A DLF Building, DLF Cyber City, Sector 24-25 / 25A Gurgaon - 122 002. Phone: 91 (0) 124 487 6438/188
Chennai : 19, Rajaji Salai, 3rd Floor, Chennai - 600 001. Phone: 91 (0) 44 3044 9743, 91 (0) 44 3044 9621
Bangalore : 3rd Floor, Vaishnavi Serenity East Wing, 112 Kormangla Industrial, 5th Block, Kormangala, Bangalore - 560 095 Phone: 91 (0) 44 3044 9621
Hyderabad : 6-3-1090, Ground Floor, SCGB, Raj Bhawan Road, Somajiguda, Hyderabad - 500 082. Phone: 91 (0) 44 3044 9621
Kolkata : 19, Netaji Subhas Road, Kolkata - 700 001. Phone: 91 (0) 33 3912 0433/0262

Standard Chartered Bank is incorporated in England with limited liability by Royal Charter 1853 Reference Number ZC18. The Principal Office of the Company is situated in England at 1 Basinghall Avenue, London, EC2V 5DD. Standard Chartered Bank is authorised by the Prudential Regulation Authority and regulated by the Financial Conduct Authority and Prudential Regulation Authority.

4. We hereby agree that the consent and authorisation provided hereby shall be binding on our successors, endorsees, assigns, and holders in due course.
5. The consent provided in Paragraph 2 above shall be subject to the following conditions:
 - a) all our rights under the Debt and the Finance Documents remaining unchanged and in full force and effect (except as we have otherwise specifically agreed hereunder) vis a vis the Transferee Company, i.e. Rane (Madras) Limited as if it were a party to the same, on the scheme coming into effect; and
 - b) making any requisite statutory filings, including any forms with the relevant Registrar of Companies, as may be required to give effect to the Scheme.
6. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.
7. We further note that, upon filing of the application to the jurisdictional NCLT for sanction of the Scheme by the Company, our consent will also be required for dispensation of the creditors meeting pursuant to Section 230(9) of the Companies Act, 2013 by way of affidavit. We hereby consent to, issue and deliver to the Company such affidavit (duly stamped, executed, and notarized), in such form as may be required by the Company in the future upon request (verbal or written) without the requirement of any additional information to be provided to us or formalities to be complied by the Company.
8. The Company may submit this letter to the stock exchanges, i.e., BSE, NSE, company law tribunals, i.e. NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.

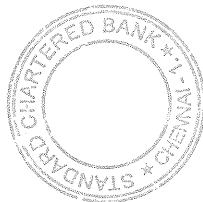
This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Finance Documents. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Thank you.

Yours faithfully,

For Standard Chartered Bank

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Authorised Signatory





We understand your world

8th floor,
Spencer Plaza,
Phase-3, B-Wing,
No.769, Anna Salai,
Chennai - 600002.
Phone No. : 044 - 69039217

Form of Consent letter

Ref no:RBL/ 2024/ Merger

26.03.2024

To,

Rane Brake Lining Limited

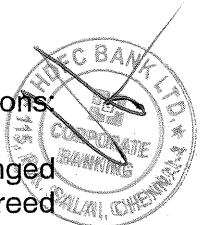
Dear Sir,

Re: Consent letter for the proposed 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"), presented under Section 230-232 read with other applicable provisions of the Companies Act, 2013

Sub: Your letter/ email dated 15.02.2024 ('Request Letter')

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 5 below, pursuant to the Finance Documents and in terms of paragraph A.2(k) of Part I of SEBI Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (as amended), we hereby provide our consent/no objection to the Scheme and all transactions therein, and unconditionally confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Finance Documents.
3. The Lender is hereby authorized to make requisite statutory filings, if any, including any forms with the relevant Registrar of Companies, as necessary, to give effect to the Scheme and to complete the consequent transfer of the Debt to Rane (Madras) Limited.
4. We hereby agree that the consent and authorisation provided hereby shall be binding on our successors, endorsees, assigns, and holders in due course.
5. The consent provided in Paragraph 2 above shall be subject to the following conditions:
 - a) all our rights under the Debt and the Finance Documents remaining unchanged and in full force and effect (except as we have otherwise specifically agreed

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hereunder) vis a vis the Transferee Company, i.e. Rane (Madras) Limited as if it were a party to the same, on the scheme coming into effect; and

- b) making any requisite statutory filings, including any forms with the relevant Registrar of Companies, as may be required to give effect to the Scheme.
6. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.
7. We further note that, upon filing of the application to the jurisdictional NCLT for sanction of the Scheme by the Company, our consent will also be required for dispensation of the creditors meeting pursuant to Section 230(9) of the Companies Act, 2013 by way of affidavit. We hereby consent to, [forthwith **OR** within 10 (ten) working days], issue and deliver to the Company such affidavit (duly stamped, executed, and notarized), in such form as may be required by the Company in the future upon request (verbal or written) without the requirement of any additional information to be provided to us or formalities to be complied by the Company.
8. The Company may submit this letter to the stock exchanges, i.e., BSE, NSE, company law tribunals, i.e. NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.

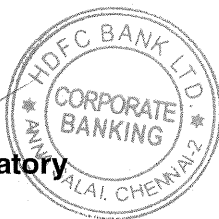
This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Finance Documents. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Thank you.

Yours faithfully,

For HDFC Bank

Authorised Signatory



To,

Rane Brake Lining Limited
Plot No.30, Industrial Estate,
Ambattur,
Chennai – 600 058.

CB-CHE/AMT-I/2024-25/25

17.04.2024

Dear Sir,

**NOC FOR THE PROPOSED SCHEME OF AMALGAMATION OF
RANE ENGINE VALVE LTD (Transferor Company 1) and RANE BRAKE LINING LTD
(Transferor Company 2) with and into RANE (MADRAS) LTD**

With reference to the captioned subject and your letter dated 15.02.2024, we have to advise that the credit facilities sanctioned by State Bank of India to the Company have been fully repaid and closed on 17.04.2024.

02. On account of closure of the entire facilities, we wish to state that SBI is now not a Secured Creditor to the Company with effect from 17.04.2024 and hence we don't have any objection for the proposed scheme of amalgamation.

03. The NOC for the Scheme of Amalgamation, in the desired format is enclosed along with this letter.

Yours faithfully,



Assistant General Manager & Relationship Manager – I

Encl: NOC for the proposed scheme of amalgamation of Rane Engine Valve Ltd (Transferor Company 1) and Rane Brake Lining Ltd (Transferor Company 2) with and into Rane (Madras) Ltd.

வணிக கிளை,
232, என்.எஸ்.சி.போஸ் ரோடு,
சென்னை-600 001.

वाणिज्यिक शाखा,
232, ने.सु.च.बोस रोड,
चेन्नई-600 001.

COMMERCIAL BRANCH
232, N.S.C.Bose Road,
Chennai - 600 001.

Consent letter

To,

Rane Brake Lining Limited
Plot No.30, Industrial Estate,
Ambattur,
Chennai – 600 058.

Dear Sir,

Re: Consent letter for the proposed 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"), presented under Section 230-232 read with other applicable provisions of the Companies Act, 2013

Sub: Your letter / email dated 15.02.2024 ('Request Letter')

1. We refer to your Request Letter requesting consent/no objection in respect of the Scheme.
2. Subject to Paragraph 5 below, pursuant to the Finance Documents and in terms of paragraph A.2(k) of Part I of SEBI Circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (as amended), we hereby provide our consent/no objection to the Scheme and all transactions therein, and unconditionally confirm that the Company may implement the Scheme and undertake all such acts and things as may be required and expedient to give effect to the Scheme, notwithstanding the terms of the Finance Documents.
3. The Lender is hereby authorized to make requisite statutory filings, if any, including any forms with the relevant Registrar of Companies, as necessary, to give effect to the Scheme and to satisfy the charge as the credit limits sanctioned by State Bank of India, Commercial Branch have been fully closed on 17.04.2024.
4. We hereby agree that the consent and authorisation provided hereby shall be binding on our successors, endorsees, assigns, and holders in due course.
5. The consent provided in Paragraph 2 above shall be subject to the following conditions:
 - a) all our rights under the Debt and the Finance Documents remaining unchanged and in full force and effect (except as we have otherwise specifically agreed hereunder) till date of closure of the credit facilities ie., till 17.04.2024; and
 - b) making any requisite statutory filings, including any forms with the relevant Registrar of Companies, as may be required to give effect to the Scheme.
6. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set out in this letter.



7. In the event of our consent required for dispensation of the creditors meeting pursuant to Section 230(9) of the Companies Act, 2013 by way of affidavit, we hereby consent to, [forthwith **OR** within 10 (ten) working days], issue and deliver to the Company such affidavit (duly stamped, executed, and notarized), in such form as may be required by the Company in the future upon request (written) without the requirement of any additional information to be provided to us or formalities to be complied by the Company .
8. The Company may submit this letter to the stock exchanges, i.e., BSE, NSE, company law tribunals, i.e. NCLT and other regulatory authorities, as may be required, to evidence our consent/no objection to the Scheme and the transactions contemplated therein.

This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Finance Documents. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Thank you.

Yours faithfully,



Authorised Signatory