



Form of Consent letter

Mar 21, 2024

To,
Rane (Madras) Limited
132, Cathedral Rd, Gopalapuram
Chennai, Tamil Nadu 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 Feb 15, 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 hereunder); 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.

DBS Bank India Limited
Regd Office:
Ground Floor Nos.11 & 12, Capitol Point,
Baba Kharak Singh Marg, Connaught Place,
Delhi 110 001
Tel: 91.11.6653 8888
Fax: 91.11.6653 8899
www.dbs.com/in

Incorporated in India
CIN no: U65999DL2018FLC329236

DBS BANK INDIA LIMITED
No. 806, ANNA SALAI,
CHENNAI-600 002.

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,

DBS Bank India Ltd.



Authorised Signatory



Form of Consent letter

Ref no: CIB/RML/NOC/MA/2023-24

14.03.2024

To,
Rane Madras 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

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 credit facilities and securities for the same and 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, without prejudice to the interest of the Bank as the lender.
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, but without prejudice to the interest of the Bank as the lender .
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,

Federal Bank Limited.

Authorised Signatory





We understand your world

Corporate **Banking**

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

Form of Consent letter

Ref no:RML / 2024/ NOC / merger

26.03.2024

To,

Rane (Madras) Limited

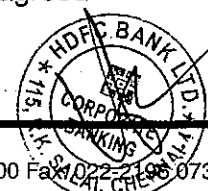
Dear Sir,

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 15.03.2024 ('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 hereunder); and

www.hdfcbank.com



- 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.

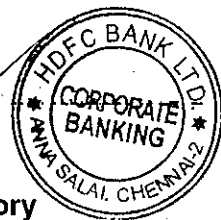
This letter shall be deemed to form a part of and shall not be read in conflict with the terms of the Finance Documents. Capitalised terms used but not defined herein, shall have the meaning ascribed to such terms in the Request Letter or in the Scheme, as the case may be.

Thank you.

Yours faithfully,

HDFC Bank Limited


Authorized Signatory





Kotak Mahindra Bank

Ref no: SES-NOC-100266158

Date : 25-03-2024

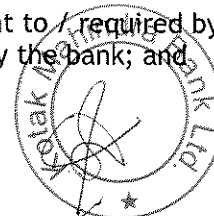
To,
Rane (Madras) Limited
MAITHRI,NO.132,CATHEDRALROAD,
CHENNAI - 600086
Tamil Nadu

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 <07-03-2024> ('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 and securities furnished remaining unchanged and in full force and effect (except as we have otherwise specifically agreed hereunder);
 - b) Copy of connected documents that are relevant to / required by Bank has to be submitted to the bank as and when required by the bank; and





- c) 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.
For Kotak Mahindra Bank Ltd.


Authorised Signatory
Name: Uma G
Deputy Vice President
Wholesale Integrated Service Excellence Group
Email Id: uma.g@kotak.com
Phone: 044-61344553



Form of Consent letter

Date : 25th March 2024

To,

Rane (Madras) Limited (“**Transferee**”)
CIN : L65993TN2004PLC052856
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 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.

sc.com/in



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); 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 Standard Chartered Bank

A. Glava
Authorised Signatory





Form of Consent letter

26th March 2024

To,

Rane (Madras) 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 email dated 15th Feb 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.

TATA CAPITAL LIMITED

Corporate Identity Number U65990MH1991PLC060670

Centennial Square 1st Floor 6A Dr Ambedkar Salai Kodambakkam Chennai 600 024

Tel 91 44 6692 7800 Web www.tatacapital.com

Registered Office: 11th Floor Tower A Peninsula Business Park Ganpatrao Kadam Marg Lower Parel Mumbai 400 013





5. The consent provided in Paragraph 2 above shall be subject to the following conditions:
- 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); and
 - 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 TATA CAPITAL LIMITED


Authorised Signatory
EMP NO: T04144



TATA CAPITAL LIMITED

Corporate Identity Number U65990MH1991PLC060670

Centennial Square 1st Floor 6A Dr Ambedkar Salai Kodambakkam Chennai 600 024

Tel 91 44 6692 7800 Web www.tatacapital.com

Registered Office 11th Floor Tower A Peninsula Business Park Ganpatrao Kadam Marg Lower Parel Mumbai 400 013



Form of Consent letter

Ref no:ICBK/LCG/RML/2023-2024/22330920

30-03-2024

To,

Rane (Madras) 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 15-03-2024 ('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:



ICICI Bank Limited
 Regd. Office: "Landmark",
 Race Course Circle,
 Vadodara 390 007, India
 CIN: L65190GJ1994PLC021012
 Website-www.icicibank.com

• Ahmedabad 33667777 • Andhra Pradesh 7306667777 • Bengaluru 33667777
 • Bhopal 33667777 • Bhubaneshwar 33667777 • Bihar 8102667777 • Chandigarh
 33667777 • Chennai 33667777 • Dehradun 33667777 • Delhi 33667777 • Ernakulam
 33667777 • Gujarat 8000667777 • Gurgaon 33667777 • Haryana 9017667777
 • Himachal Pradesh 9817667777 • Hyderabad 33667777 • Jaipur 33667777
 Karnataka 8088667777 • Kerala 9020667777 • Kolkata 33667777 • Lucknow
 33667777 • Madhya Pradesh 90986 67777 • Maharashtra 9021667777 • Mumbai
 33667777 • Orissa 9692667777 • Panaji 33667777 • Patna 33667777 • Punjab
 7307667777 • Raipur 33667777 • Rajasthan 7877667777 • Ranchi 33667777 • Shimla
 33667777 • Tamil nadu 7305667777 • Uttar Pradesh 8081667777 • West Bengal
 8101667777

- 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); 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.
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Thank you.

Yours faithfully,

ICICI Bank Limited



Authorised Signatory



ICICI Bank Limited
Regd. Office: "Landmark",
Race Course Circle,
Vadodara 390 007, India
CIN: L65190GJ1994PLC021012
Website-www.icicibank.com

● Ahmedabad 33667777 ● Andhra Pradesh 7306667777 ● Bengaluru 33667777
● Bhopal 33667777 ● Bhubaneswar 33667777 ● Bihar 8102667777 ● Chandigarh
33667777 ● Chennai 33667777 ● Dehradun 33667777 ● Delhi 33667777 ● Ernakulam
33667777 ● Gujarat 8000667777 ● Gurgaon 33667777 ● Haryana 9017667777
● Himachal Pradesh 9817667777 ● Hyderabad 33667777 ● Jaipur 33667777
Karnataka 8088667777 ● Kerala 9020667777 ● Kolkata 33667777 ● Lucknow
33667777 ● Madhya Pradesh 90986 67777 ● Maharashtra 9021667777 ● Mumbai
33667777 ● Orissa 9692667777 ● Panaji 33667777 ● Patna 33667777 ● Punjab
7307667777 ● Raipur 33667777 ● Rajasthan 7877667777 ● Ranchi 33667777 ● Shimla
33667777 ● Tamil nadu 7305667777 ● Uttar Pradesh 8081667777 ● West Bengal
8101667777

Form of Consent letter

Ref no:RML/2024/NOC/Merger

30/03/2024

To,

Rane (Madras) 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 15/03/2024 (‘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 hereunder); 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 INDUSIND BANK LIMITED



Authorised Signatory





Form of Consent letter

Ref no: RBL/ NOC/RML/002/2024

27th March 2024

To,

Rane (Madras) 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 15th Feb 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 hereunder); 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.

www.rblbank.com

RBL Bank Ltd.

Branch Office : 7th Floor, Bannari Amman Towers, No.29, Dr. Radhakrishnan Salai, Mylapore, Chennai – 600 004, Tamil Nadu, Tel : 044 - 46701111

Registered Office : 1st Lane, Shahupuri, Kolhapur - 416001, India | Tel.: +91 2316650214 | Fax : +91 2312657386

CIN : U65191PN1943PLC007308 . E-mail: customercare@rblbank.com



Ref.: Axis/NOC/2024-25

Dt.:5th March,2024

To,
Rane (Madras) Limited
132, Maithri,
Cathedral Road
Chennai – 600086.

Dear Sir,

Kind Attn – Gnanasambandam. B, CFO

Reg: 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 <4th March, 2024>

==X==

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 hereunder); and

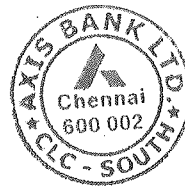


- b) making any requisite statutory filings, including any forms with the relevant Registrar of Companies, as may be required to give effect to the Scheme.
6. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set 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.

Thanking You,

Yours faithfully,
For **Axis Bank Ltd**



Varthini Ganesan

Authorised Signatory



03-04-24

To,

Rane (Madras) Limited
 Ganapathi Buildings,154(O.no.61),
 Velachery Road, Velachery,
 Chennai-600 042.

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 request letter dated 15-02-24

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 (which term shall mean and include all documents executed between RML and Bajaj Finance Limited or executed by RML or other obligors in favour of Bajaj Finance Limited, in relation to the credit facilities granted to RML) 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 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.
3. The Borrower 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:

all our rights under the Finance Documents remaining unchanged and in full force and effect (except as we have otherwise specifically agreed hereunder); and

- a) keep BFL informed at all times about the development related to the Scheme.

BAJAJ FINANCE LIMITED

www.bajajfinserv.in/corporate-bajaj-finance

4th Floor, Bajaj Finserv Corporate Office, mannagar, Pune - 411014. Maharashtra

Corporate Office Extn.: 3rd Floor, Panchshil Tech Park, Viman Nagar, Pune - 411 014, Maharashtra, India
 Tel: +91 20 7157 6403 | Fax: +91 20 7157 6364

Registered Office: C/o Bajaj Auto Limited complex, Mumbai - Pune Road, Akurdi, Pune - 411 035, Maharashtra, India

Corporate ID No.: L65910MH1987PLC042961

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- b) making any requisite statutory filings, including any forms with the relevant Registrar of Companies, amendment/modifications to the constitutional documents within the timelines prescribed under the applicable laws, as may be required to give effect to the Scheme. These changes shall not adversely impact the interest of BFL.
6. 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 in the form set out in Exhibit A to the Request Letter. We hereby consent to issue and deliver to the Company such affidavit (duly stamped, executed, and notarized), in such form as may be agreed between the Company and BFL 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.
7. 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 no objection certificate is being issued without any risk or responsibility on the part of Bajaj Finance Limited and without prejudice to the Company's repayment obligations and Bajaj Finance Limited's rights under any Finance Documents executed with the Company or other. This no objection is subject to the maintenance of the minimum asset cover, financial covenants and the shareholding and management covenants by the Company as stipulated by Bajaj Finance Limited in the sanction letter or any other Finance Documentation.

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.

Thanking you,

Yours faithfully,

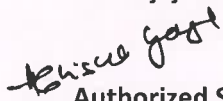
For Bajaj Finance Limited



Authorized Signatory



For Bajaj Finance Limited



Authorized Signatory

BAJAJ FINSERV LIMITED

www.bajajfinserv.in/corporate-bajaj-finance

4th Floor, Bajaj Finserv Corporate Office, mannagar, Pune - 411014, Maharashtra

Corporate Office Extn.: 3rd Floor, Panchshil Tech Park, Viman Nagar, Pune - 411 014, Maharashtra, India
Tel: +91 20 7157 6403 | Fax: +91 20 7157 6364

Registered Office: C/o Bajaj Auto Limited complex, Mumbai - Pune Road, Akurdi, Pune - 411 035, Maharashtra, India

Corporate ID No.: L65910MH1987PLCO42961

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FORM OF CONSENT LETTER

Ref no: LOMG:RML:2024-25:PEFP-:10

April 04, 2024

To,
Rane (Madras) Limited

Dear Sir,

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 February 15, 2024 ('Request Letter')

1. We, Export Import Bank of India, a corporation established under the Export-Import Bank of India Act, 1981 and having its Head Office at Centre One Building, Floor 21, World Trade Centre Complex, Cuffe Parade, Mumbai 400 005 ("the Lender"), refer to your Request Letter dated February 15, 2024, 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:

Page 1 of 2



भारतीय निर्यात-आयात बैंक | Export-Import Bank of India

केन्द्र एक भवन, 21वीं मंजिल, विश्व व्यापार केन्द्र संकुल, कफ परेड, मुंबई 400005
Centre One Building, Floor 21, World Trade Centre Complex, Cuffe Parade, Mumbai 400 005.

फोन / Phone: +91-22 2217 2600 फैक्स / Fax: +91-22-22182572

वेबसाइट / Website: www.eximbankindia.in, www.eximmitra.in ईमेल / Email: lomg@eximbankindia.in



- 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); 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.

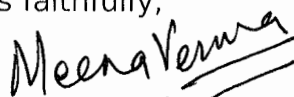
7. We further note that, upon filing of the application to the jurisdictional NCLT for sanction of the Scheme by the Company, our consent will also be required for dispensation of the creditors meeting pursuant to Section 230(9) of the Companies Act, 2013 by way of affidavit. We hereby consent to, within 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,


(Meena Verma)
General Manager
Head Office, Mumbai

Rane (Madras) Limited,
"Maitri" No.132,
Cathedral Road
Chennai – 600 086.

CAG/CHE/AMT-I/2024-25/2

03rd April 2024

Dear Sir,

NOC FOR THE PROPOSED SCHEME OF AMALGAMATION OF RANE ENGINE VALVE LIMITED AND RANE BRAKE LINING LIMITED WITH RANE (MADRAS) LIMITED

With reference to your letter dated 15.02.2024, on the captioned subject, seeking NOC for the scheme of amalgamation, we wish to inform that the appropriate authority has accorded its approval for the issuance of NOC for the Scheme of Amalgamation.

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

Please note that the issuance of NOC to the Scheme of Amalgamation is subject to issuance of similar NOC for the said scheme by other secured lenders in the MBA.

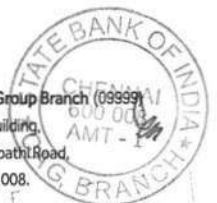
Please acknowledge the receipt of this letter.

Yours faithfully,


Relationship Manager

Encl: NOC for the proposed scheme of amalgamation of Rane Engine Valve Limited and Rane Brake Lining Limited with Rane (Madras) Limited.

25



Form of Consent letter

CAG/CHE/AMT-I/2024-25/2

03.04.2024

To,

Rane (Madras) Limited,
"Maitri" No.132,
Cathedral Road
Chennai – 600 086

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 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 hereunder); and

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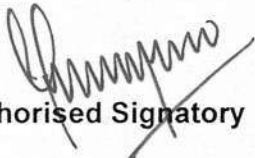


- b) making any requisite statutory filings, including any forms with the relevant Registrar of Companies, as may be required to give effect to the Scheme.
6. We confirm that we are agreeable to sign such notices, affidavits, deeds and agreements as may be required to give effect to the consents set 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,


Authorised Signatory

