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132, Cathedral Road,
Chennai 600 086.
India.
CIN : L65993TN2004PLC052856

Rane (Madras) Limited



RML/SE/029/2024-25

July 04, 2024

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

BSE Scrip Code – 532661

Dear Sir / Madam,

Sub: Our application number 196203 dated February 28, 2024 under Regulation 37 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 for obtaining No-Objection Certificate towards the Draft Scheme of Amalgamation of Rane Engine Valve Limited and Rane Brake Lining Limited with and into Rane (Madras) Limited and their respective shareholders, under Section 230-232 and other applicable provisions of the Companies Act, 2013 ('Scheme').

Ref: 1. BSE e-mail dated July 04, 2024;
2. Company letter no. RML/SE/028/2024-25 dated July 04, 2024;
3. Company letter no. RML/SE/021/2024-25 dated June 12, 2024;
4. Company letter no. RML/SE/010/2024-25 dated May 07, 2024;
5. Company letter no. RML/SE/006/2024-25 dated April 23, 2024;
6. Company letter no. RML/SE/005/2024-25 dated April 10, 2024;
7. Company letter no. RML/SE/001/2024-25 dated April 01, 2024;
8. Company letter no. RML/SE/71/2023-24 dated March 11, 2024; and
9. Company letter no. RML/SE/067/2023-24 dated February 26, 2024.

This is further to our aforesaid application seeking NOC in relation to the scheme.

We hereby undertake that any change in capital structure during the pendency of the scheme will be appropriately disclosed to stock exchanges and SEBI and impact of the same on the share swap ratio will be considered and adjusted accordingly.

We further confirm that there has been no change in capital structure from the date of filing the scheme up to date this confirmation (i.e. July 04, 2024).

We request you to kindly take the above on record and grant No-Objection Certificate towards the Draft Scheme.

Thanking you,

For Rane (Madras) Limited

S Subha Shree
Company Secretary



Encl. as above.