

**NOTICE
EQUITY SHAREHOLDERS**



Rane Brake Lining Limited

CIN: L63011TN2004PLC054948

Registered Office: "Maithri", 132, Cathedral Road, Chennai – 600 086

Phone: 044 – 28112472 / 73

E-mail: investorservices@ranegroup.com,

website: www.ranegroup.com

NOTICE OF MEETING OF THE EQUITY SHAREHOLDERS OF RANE BRAKE LINING LIMITED CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, DIVISION BENCH (COURT – I), CHENNAI ('NCLT' OR 'TRIBUNAL')

MEETING	
Day	Wednesday
Date	November 20, 2024
Time	12:00 PM (IST)
Mode	Video Conferencing / Other Audio Visual Means

REMOTE E-VOTING	
Commencing on	November 17, 2024 (Sunday) at 09:00 A.M. (IST)
Ending on	November 19, 2024 (Tuesday) at 05:00 P.M. (IST)

E-VOTING DURING THE MEETING:

E-Voting during the meeting would be available for those Equity Shareholders who had not earlier voted through remote e-voting and this facility would be available for an additional 30 minutes post conclusion of the discussion at the aforesaid Meeting.

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The Notice of the Meeting, Statement under Sections 102, 230 to 232 and other applicable provisions of the Companies Act, 2013 and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 read with applicable SEBI circulars and Annexure A to Annexure M constitute a single and complete set of documents and should be read together as they form an integral part of this document.



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH (COURT – I), CHENNAI**

**FORM NO. CAA. 2
[Pursuant to Section 230(3) and Rule 6 and 7]**

**CA(CAA)/51/(CHE)/2024 read with
IA/CA/190/(CHE)/2024 and IA/CA/191/(CHE)/2024
In the Matter of Section 230 to 232 of The Companies Act, 2013**

**And
In the Matter of Scheme of Amalgamation
Between
Rane Engine Valve Limited
(Applicant Company 1 / Transferor Company 1)
And
Rane Brake Lining Limited
(Applicant Company 2 / Transferor Company 2)
And
Rane (Madras) Limited
(Applicant Company 3 / Transferee Company)
And
Their Respective Shareholders**

**Rane Brake Lining Limited
CIN: L63011TN2004PLC054948**

Having its registered office at
"Maithri", 132, Cathedral Road, Chennai - 600 086,
Tamil Nadu, India

... Applicant Company – 2 / Transferor Company 2

**NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF
RANE BRAKE LINING LIMITED**

To
**The Equity Shareholders of
Rane Brake Lining Limited,**

NOTICE is hereby given that by an Order dated 25/09/2024 read with Order dated 01/10/2024 (the '**Order**'), the Hon'ble National Company Law Tribunal, Chennai Bench, has directed that a meeting of the Equity Shareholders of the Applicant Company be held through "Video Conferencing ('VC') or Other Audio-Visual Means (OAVM), for the purpose of considering, and if thought fit, approving, the Scheme of Amalgamation of Rane Engine Valve Limited ('**Transferor Company 1**'), Rane Brake Lining Limited ('**Transferor Company 2**') and Rane (Madras) Limited ('**Transferee Company**') (collectively referred to as '**Participating Companies**') ('**Scheme**' or '**the Scheme**').

In pursuance of the NCLT Order and as directed therein, the Meeting of the Equity Shareholders of the Transferor Company 2 will be convened and held on **Wednesday, November 20, 2024 at 12:00 P.M. (IST)** through VC / OAVM, at which time you are requested to attend to transact the following business:

To consider and if thought fit, to pass, the following resolution for approval of the Scheme of amalgamation by requisite majority:

"RESOLVED that pursuant to the provisions of Section 230 read with Section 232 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Companies (Compromises,

Arrangements and Amalgamations) Rules, 2016 and other applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (including amendments thereof), read with observation letter(s) issued by BSE Limited and the National Stock Exchange of India Limited, both dated July 18, 2024 and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and subject to the requisite approval(s), consents, sanctions and permissions of the Central Government, other concerned regulatory authorities and the sanction of the National Company Law Tribunal, Chennai Bench (hereinafter also referred to as "NCLT" or "the Tribunal") and/or such other appropriate authority/ies, as may be applicable, if any, and all such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed to by the Board of Directors of the Company, the Scheme of Amalgamation of M/s. Rane Engine Valve Limited ('REVL' / 'Transferor Company 1') and M/s. Rane Brake Lining Limited ('RBL' / 'Transferor Company 2') with and into M/s. Rane (Madras) Limited ('RML' / 'Transferee Company') and their respective shareholders ('Scheme' or 'the Scheme') placed before this meeting, be and is hereby approved.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to take all steps as may be necessary or desirable and to do all such acts, deeds, things and matters, as may be considered necessary to give effect to the aforesaid Scheme and this resolution and to accept such alteration, modification and/or conditions, if any, which may be proposed, required or imposed by the Hon'ble National Company Law Tribunal, Chennai Bench, while sanctioning the said Scheme of Amalgamation.

RESOLVED FURTHER THAT the Board may delegate all or any of its powers herein conferred to any Director(s) and / or officer(s) of the Company, to give effect to this Resolution, if required, as it may in its absolute discretion deem fit, necessary or desirable, without any further approval from equity shareholders of the Company."

The quorum for the Meeting shall be 30 (thirty) members. In case the quorum is not present at the designated time, the Meeting shall be adjourned by half an hour and thereafter, the persons present for voting shall be deemed to constitute the quorum.

Copies of the Scheme and of the Statement under Section 230 of the Companies Act, 2013, and other annexures as stated in the Index are enclosed herewith.

Copies of the Scheme of Amalgamation and of the Statement under Section 230 read with Section 102 of the Companies Act, 2013 can be obtained free of charge at the Registered Office of the Company.

The Hon'ble Tribunal has appointed Mr.P.S.N.Prasad, Former Member(Judicial), as the Chairperson of the said meeting. The Scheme, if approved by the meeting, will be subject to the subsequent approval of the Tribunal. The Chairperson and the Scrutinizer have not verified the correctness and appropriateness of the contents of the notice, explanatory statement and its annexures which is the responsibility of the Company and its officers.

Dated this 10th day of October, 2024

Sd/-
P.S.N.Prasad
**Chairman Appointed for the Meeting
by order of Hon'ble Tribunal dated
25.09.2024**

Rane Brake Lining Limited
CIN: L63011TN2004PLC054948
"Maithri", 132, Cathedral Road, Chennai -
600 086,
Tamil Nadu, India

Enclosure: As above

NOTES:

1. The Ministry of Corporate Affairs ('MCA'), has vide their General Circular No. 09/2024 dated September 19, 2024 read with previous General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 05, 2020 and Securities and Exchange Board of India ("SEBI") has vide their Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 (collectively referred to as '**relevant circulars**'), has permitted Companies to hold the meeting through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), without the physical presence of the Members at a common venue and also granted relaxation from sending physical copy of the notice to shareholders.
2. Accordingly, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), relevant Circulars and as per the direction of the Hon'ble NCLT vide order dated September 25, 2024 passed in CA(CAA)/51/(CHE)/2024 read with order(s) dated October 01, 2024 in IA/CA/190/(CHE)/2024 and IA/CA/191/(CHE)/2024, this meeting is being held through VC / OAVM. Physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies as directed in the NCLT Order will not be applicable for this meeting and hence the Proxy Form, Attendance Slip and route map being not applicable, are not annexed to this Notice.
3. Pursuant to the provisions of Section 112 and Section 113 of the Act, authorised representatives of the Government / Institution(s) / Body Corporate / Companies who are members can attend this meeting through VC / OAVM and cast their votes through e-voting. Such members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by e-mail at albyness@gmail.com (or) the Company by e-mail at investorservices@ranegroup.com.
4. The quorum of meeting shall be 30(thirty) members. Members attending the meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of Section 108, 230(4) of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (as amended), Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, relevant Circulars the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the meeting. The Chairman of the meeting shall, at the meeting, at the end of discussion on the resolution on which voting is to be held, allow voting with the assistance of the Scrutinizer, for all those Members who are present at the meeting and have not cast their votes by availing the remote e-voting facility. In this regard, the Company has an existing agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the meeting will be provided by CDSL.

6. The e-voting facility with CDSL will be available at the link www.evotingindia.com. The remote e-voting period would commence on **Sunday, November 17, 2024 at 09:00 A.M. (IST)** and conclude on **Tuesday, November 19, 2024 at 05:00 P.M. (IST)**. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder cannot change it subsequently.
7. A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the **cut-off date of Wednesday, November 13, 2024** shall only be entitled to avail the facility of remote e-voting / voting at the meeting. However, a person who is not a member as on cut-off date should treat this notice for information purpose only.
8. The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting by way of VC/OAVM but shall not be entitled to cast their vote again. The details indicating the process and manner for voting by electronic means, the time, schedule including the time period during which the votes may be cast by remote e-voting, the details of the login ID, the process and manner for generating or receiving the password and for casting of vote in a secure manner are provided to the shareholders. The procedures and instructions for 'remote e-voting', 'attending the meeting through VC / OAVM' and 'e-voting at the meeting' are furnished as part of this Notice.
9. The Hon'ble Tribunal has appointed Mr. Raymond, Advocate, as the Scrutinizer for conducting the remote e-voting process and voting at the meeting, in a fair and transparent manner.
10. As per the directions of the Hon'ble NCLT, the Scrutinizer shall submit the Scrutinizer's Report of the total votes cast in favour of or against, if any, to the Chairman who shall declare the results of remote e-voting and e-voting during the meeting within a period of 3 days from the conclusion of the meeting. i.e. on or before Saturday, November 23, 2024. The Results declared along with the Report of the Scrutinizer shall be placed on the Company's website at www.ranegroup.com and also be displayed on the website of CDSL at www.evotingindia.com immediately after the results are declared and simultaneously communicated to the Stock Exchanges.
11. The Chairperson of the Meeting shall within one week from the date of holding of the Meeting i.e. the time fixed by the NCLT, submit a report to the NCLT on the result of the Meeting as per Rule 14 of Companies (Compromise, Arrangement and Amalgamation) Rules, 2016.
12. The Notice calling the meeting along with the explanatory statement has been uploaded on the website of the Company at www.ranegroup.com and can also be accessed from the website of National Stock Exchange of India Limited at www.nseindia.com. The Notice of the meeting is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the meeting) at www.evotingindia.com.
13. The Notice of the meeting and the accompanying documents mentioned in the Index are being sent through electronic mode to all Equity shareholders (**as on October 04, 2024**) to the e-mail addresses that are registered with the Company / RTA / Depositories, as permitted by the Order of the NCLT. The physical copies of Notice of the meeting is being sent through permitted mode for those Members whose e-mail addresses are not registered with the Company / RTA / Depositories. The Equity shareholders may note that the

notice is also available on the website of the Company at www.ranegroup.com, websites of the National Stock Exchange of India Limited at www.nseindia.com and on the website of CDSL at www.evotingindia.com.

14. The Notice convening the Meeting will be published through advertisement in (i) Business Standard (All India Edition) in English language; (ii) Hindu Tamil Thisai (Tamil Nadu Edition) in Tamil language; and (iii) Navbharat Times (Hindi All India Edition) in Hindi language.
15. The material documents referred to in the accompanying Statement shall be open for inspection by the Equity Shareholders at the Registered Office of the Company during working hours between 10:30 A.M. (IST) and 12:30 P.M. (IST) up to 1 (One) day prior to the date of meeting.
16. Members who would like to express their views / ask questions during the

meeting may register themselves as a speaker and send their request mentioning their name, demat account number / folio number, e-mail ID, mobile number to investorservices@ranegroup.com before Friday, November 15, 2024 (05:00 P.M. (IST)). The members who do not wish to speak during the meeting but have queries may also send their queries in the above manner. The Company would endeavour to address these queries suitably. The members who have registered themselves as speaker will only be allowed to express their views/ ask questions during the meeting. The Chairman reserves the right to restrict the number of speakers depending on the availability of time for the meeting.

17. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an e-mail to helpdesk.evoting@cdslindia.com.

INSTRUCTIONS FOR REMOTE E-VOTING & JOINING MEETING THROUGH VC / OAVM

A. The instructions to shareholders for remote e-voting are as under:

- (i) The voting period begins on **Sunday, November 17, 2024 (09:00 hrs IST)** and ends on **Tuesday, November 19, 2024 (17:00 hrs IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Wednesday, November 13, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to Section 230(4) read with Companies (Compromise, Arrangement and Amalgamation) Rules, 2016, Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
- (iii) Currently, there are multiple e-voting Service Providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration of various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but

also enhancing ease and convenience of participating in the e-voting process.

Step 1: Access through Depositories CDSL / NSDL e-voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual

shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode in CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi / Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use “Forget User ID” and “Forget Password” option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022 - 4886 7000 and 022 - 2499 7000.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

B. Login method for e-Voting for Physical shareholders and shareholders other than individual shareholders holding in Demat form:

- (i) The shareholder should log on to the e-voting website www.evotingindia.com.
- (ii) Click on ‘Shareholders’ module.
- (iii) Enter your User ID:
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in physical form should enter Folio Number registered with the Company.
- (iv) Next, enter the Image Verification as displayed and click on ‘Login’.
- (v) If you are holding shares in demat and have already logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on ‘SUBMIT’ tab

Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Company on which you choose to vote.
- (x) On the voting page, you will see ‘RESOLUTION DESCRIPTION’ and against the same, the option ‘YES/NO’ for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and the option NO implies that you dissent to the Resolution.
- (xi) Click on the ‘RESOLUTION FILE LINK’ if you wish to view the entire Resolution details.
- (xii) After selecting the resolution that you have decided to vote on, click on ‘SUBMIT’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘OK’, else to change your vote, click on ‘CANCEL’ and accordingly modify your vote.
- (xiii) Once you ‘CONFIRM’ your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take a printout of the votes cast by clicking on 'CLICK HERE TO PRINT' option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any, which will be made available to scrutinizer for verification.

(xvii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delinked in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution or Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address investorservices@ranegroup.com (designated email address of the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Instructions for shareholders attending the meeting through VC/OAVM & e-Voting during meeting are as under:

- (i) The procedure for attending meeting & e-Voting on the day of the meeting is same as the instructions mentioned above for e-voting.
- (ii) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- (iii) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the meeting.
- (iv) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (v) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (vi) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (vii) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance mentioning their name, demat account number/folio number, email id, mobile number at investorservices@ranegroup.com before Friday, November 15, 2024 (09:00 AM (IST)). The shareholders who do not wish to speak during the meeting but have queries may too send their queries in advance in the above manner. The Company would endeavour to address these queries suitably.
- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

- (ix) Those shareholders, who are present in the meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the meeting.
- (x) If any Votes are cast by the shareholders through the e-voting available during the meeting and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

C. Process for those shareholders whose email / mobile no. are not registered with the company / depositories:

- (i) For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email ID.

- (ii) For Demat shareholders – Please update your email ID & mobile no. with your respective Depository Participant (DP).
- (iii) For Individual Demat shareholders – Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.
- (iv) For Individual Demat shareholders – Please update your email ID & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

Dated this 10th day of October, 2024

Sd/-

P.S.N. Prasad

**Chairman Appointed for the Meeting
by order of Hon'ble Tribunal dated 25.09.2024**

Registered Office:

“Maithri”, 132, Cathedral Road
Chennai - 600 086
CIN: L63011TN2004PLC054948
www.ranegroup.com



**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL
DIVISION BENCH (COURT – I), CHENNAI**

**FORM NO. CAA. 2
[Pursuant to Section 230(3) and Rule 6 and 7]
CA(CAA)/51/(CHE)/2024 read with
IA/CA/190/(CHE)/2024 and IA/CA/191/(CHE)/2024
In the Matter of Section 230 to 232 of The Companies Act, 2013
And
In the Matter of Scheme of Amalgamation
Between
Rane Engine Valve Limited
(Applicant Company 1 / Transferor Company 1)
And
Rane Brake Lining Limited
(Applicant Company 2 / Transferor Company 2)
And
Rane (Madras) Limited
(Applicant Company 3 / Transferee Company)
And
Their Respective Shareholders**

**Rane Brake Lining Limited
CIN: L63011TN2004PLC054948**

Having its registered office at
"Maithri", 132, Cathedral Road, Chennai - 600 086,
Tamil Nadu, India

... Applicant Company 2 / Transferor Company 2

STATEMENT UNDER SECTION 230(3) OF THE COMPANIES ACT, 2013 READ WITH SECTION 102 OF THE COMPANIES ACT, 2013 FOR THE MEETING OF EQUITY SHAREHOLDERS OF RANE (MADRAS) LIMITED CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, CHENNAI BENCH

1. This is an explanatory statement accompanying the notice convening the meeting of Equity Shareholders of Rane (Madras) Limited pursuant to the Order dated September 25, 2024, passed by Hon'ble National Company Law Tribunal, Chennai Bench in the application no. CA(CAA)/51/(CHE)/2024 read with orders no(s). IA/CA/190/(CHE)/2024 and IA/CA/191/(CHE)/2024, which directed the company to convene separate meetings of the Equity Shareholders and Unsecured Creditors of the Applicant Company – 2 / Transferor Company -2. The meeting of equity shareholders is scheduled on Wednesday, November 20, 2024 at 12:00 P.M to obtain their approval to the Scheme of Amalgamation of Rane Engine Valve Limited and Rane Brake Lining Limited with and into Rane (Madras) Limited. ('Scheme' or 'the Scheme').
2. The Hon'ble National Company Law Tribunal, Chennai Bench, has appointed Mr.P.S.N.Prasad, Former Member (Judicial), as the Chairperson of the Meeting. The said Order will be available for inspection at the Registered Office of the Applicant Company – 2 / Transferor Company -2 at "Maithri", 132, Cathedral Road, Chennai - 600 086, Tamil Nadu, India on any working day of the Company up to the date of meeting, after receipt from the Tribunal.
3. Approval of the Equity Shareholders is sought by way of remote e-voting as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circulars and the Companies Act, 2013.
4. This meeting is being held through Video-Conferencing / Other Audio Visual Means.

The deemed venue for the meeting shall be the registered office of the Company.

5. The Scheme, inter-alia, provides for amalgamation of Rane Engine Valve Limited ('Transferor Company 1'), Rane Brake Lining Limited ('Transferor Company 2') and Rane (Madras) Limited ('Transferee Company') (collectively referred to as 'Participating Companies'). The Transferor Company 1 & Transferor Company 2 shall stand dissolved without winding up.
6. The Board of Directors of the Participating Companies had at their respective meetings held on February 09, 2024 approved the Scheme. The proposed scheme is envisaged to be effective from the Appointed Date but shall be made operative from the Effective Date (as defined in the Scheme).

7. Particulars of the Companies

7.1. Rane Engine Valve Limited / Transferor Company 1

7.1.1. Rane Engine Valve Limited, the Transferor Company 1, was incorporated under the Companies Act, 1956 on March 09, 1972 in the State of Tamil Nadu. The Corporate Identity Number of the Transferee Company is L74999TN1972PLC006127 and the PAN is AA ACT1279M. The e-mail address of the Company is investorservices@ranegroup.com. The Transferor Company-1 is engaged in the business of manufacturing and marketing of auto components for transportation industry viz., engine valves, valve guide and tappet and is a publicly listed company whose shares are listed on the National Stock Exchange of India Limited ('NSE'). Further, the Company's equity shares have been permitted for dealings on Bombay Stock Exchange Limited, Mumbai (BSE) and National Stock Exchange of India Limited (NSE) under "Permitted Securities". The registered office of the Transferor Company-1 is at "Maithri", 132, Cathedral Road, Chennai - 600 086, Tamil Nadu, India.

7.1.2. The main objects of the Transferor Company 1 are as follows:

- a. To establish and carry on business as manufacturers of automotive ancillary products, tools, machine tools and machine tool ancillaries.
- b. To carry on all kinds of engineering work, including electrical, mechanical, structural and general engineering, to act as structural and general fabricators and metal workers and metal finishers.
- c. To undertake all kinds of metal finishing such as grinding, machining, welding, riveting, forging, bolting, soldering, brazing, metal powdering, metal spraying, electroforming, electroplating, hot and electro-galvanising, oxidising, anodising, lacquering finishing and polishing, enamelling, thermoplastic coating, metallizing, and engraving.
- d. To establish and work heat treatment shops, smithy and press shops, forging shops, tool rooms, drop stamping works, to manufacture and deal in transmission line materials and structural materials.

7.1.3. There has been no change in the name, registered office address or in the main objects clause of the Transferor Company – 1 in the last five years.

7.1.4. The authorised, issued, subscribed and paid up capital of the Transferor Company 1 as on September 30, 2024 is as follows:

Particulars	Amount in Rs.
Authorised Share Capital:	
1,23,50,000 Equity Shares of Rs.10/- each	12,35,00,000/-
1,50,000 Preference Shares of Rs.10/- each	15,00,000/-
Total	12,50,00,000/-
Issued, Subscribed and Paid Up:	
72,34,455 Equity Shares of Rs.10/- each fully paid-up	7,23,44,550/-
Total	7,23,44,550/-

There has been no change in the authorized, issued, subscribed and paid up share capital of the Transferee Company, from September 30, 2024 till date.

7.1.5. The details of the directors and Promoters of the Transferor Company 1, as on September 30, 2024, along with their addresses are as follows:

Details of Directors

Sl. No.	Name	DIN	Category	Address
1.	Harish Lakshman	00012602	Chairman, Non-Executive Director	6/17, Crescent Street, ABM Avenue, Raja Annamalaipuram, Chennai – 600 028
2.	Ganesh Lakshminarayan	00012583	Non-Executive Director	'Lakshmi Nivas', No.14C, Boat Club Road, Raja Annamalaipuram, Chennai – 600 028
3.	Ramesh Rajan Natarajan	01628318	Independent Director	12, Tarapore Avenue, Harrington Road, Chetpet, Chennai - 600031
4.	Vikram Taranath Hosangady	09757469	Non-Executive Director	Flat A 801, Laurels, No. 81-83, C P Ramaswamy Road, Alwarpet, Chennai - 600018
5.	Pradip Kumar Bishnoi	00732640	Independent Director	01031, ATS Advantage, Indirapuram, Delhi NCR, Ghaziabad 201014
6.	Vasudha Sundararaman	06609400	Independent Director	18/7, 25 th Cross Street, Indira Nagar, Adyar, Chennai – 600020

Details of Promoters / Promoter Group

Sl. No.	Name	Category	Address
1.	Rane Holdings Limited	Promoter	"Maithri", 132, Cathedral Road, Chennai – 600 086
2.	Lakshman Harish	Promoter	6/17, Crescent Street, ABM Avenue, Raja Annamalaipuram, Chennai – 600 028
3.	Malavika Lakshman (jointly with Harish Lakshman)	Promoter	6/17, Crescent Street, ABM Avenue, Raja Annamalaipuram, Chennai – 600 028
4.	Malavika Lakshman	Promoter	6/17, Crescent Street, ABM Avenue, Raja Annamalaipuram, Chennai – 600 028
5.	Ganesh L (Jointly With Meenakshi Ganesh)	Promoter	'Lakshmi Nivas', No.14C, Boat Club Road, Raja Annamalaipuram, Chennai – 600 028
6.	Meenakshi Ganesh (jointly with Ganesh L)	Promoter	'Lakshmi Nivas', No.14C, Boat Club Road, Raja Annamalaipuram, Chennai – 600 028
7.	Lakshman L (jointly with Pushpa Lakshman)	Promoter	GB No.11, Prithvi Avenue, 2 nd street, Teynampet, Chennai – 600 018
8.	Pushpa Lakshman (jointly with Lakshman L)	Promoter	GB No.11, Prithvi Avenue, 2 nd street, Teynampet, Chennai – 600 018
9.	Vinay Lakshman	Promoter	3/3-1, George Avenue, Teynampet, Chennai – 600 018
10.	Narayanaswamy Sundaresan	Promoter	No. 6/5 Royal Villa, F-4 Main Road Extn, Kotturpuram, Chennai – 600 085
11.	Aparna Ganesh	Promoter	Lakshmi Nivas, Plot No 14 C Boat Club Road, Raja Annamalaipuram, Chennai – 600 028
12.	Aditya Ganesh	Promoter	Lakshmi Nivas, Plot No 14 C Boat Club Road, Raja Annamalaipuram, Chennai – 600 028
13.	Sumant Narayan	Promoter Group	1832, Ballinger Way, Allen, TX 75013, United States
14.	Suchitra Narayan	Promoter Group	Block 519 Bedok Reservoir Road, #03-70, Archipelago Condo, Singapore - 479276

7.2. Rane Brake Lining Limited / Transferor Company 2

7.2.1 Rane Brake Lining Limited, the Transferor Company 2, was incorporated under the Companies Act, 1956 on December 17, 2004 in the State of Tamil Nadu. The Corporate Identity Number of the Transferee Company is L63011TN2004PLC054948 and the PAN is AADCR7688H. The e-mail address of the Company is investorservices@ranegroup.com. The Transferor Company-2 is engaged in the business of manufacturing and marketing of auto components for transportation industry viz., friction material (Disc Pads, Brake Shoes, Clutch Facings, Clutch Buttons, Brake Linings and Brake Blocks) and is a publicly listed company whose shares are listed on the National Stock Exchange of India Limited ('NSE'). Further, the Company's equity shares have been permitted for dealings on Bombay Stock Exchange Limited, Mumbai (BSE) and National Stock Exchange of India Limited (NSE) under "Permitted Securities". The registered office of the Transferor Company 2 is at "Maithri", 132, Cathedral Road, Chennai - 600 086, Tamil Nadu, India.

7.2.2 The main objects of the Transferor Company 2 are as follows:

- a. To establish and carry on the business of manufacturers and dealers in all types of (Moulded) Brake Linings and Clutch Facings, Friction materials, Springs, machinery, component parts, accessories, spares and fittings of all kinds for motor vehicles, railways, aeroplanes and other conveyances of all types and descriptions and all articles and things used in or capable of being used in connection with the manufacture, maintenance and working thereof.
- b. To carry on the business of manufacturers of, dealers in, hirers, repairers, cleaners, and storers of motor cars, motor cycles, scooters, bicycles and carriages, launches, vans,

aeroplanes, hydroplanes and other conveyances of all descriptions, whether propelled or assisted by petrol, oil, spirit, steam, gas, electrical, animal, manual or other power and of all component parts of and other things used in connection therewith.

- c. To carry on the business of Forge Masters and Drop Stampers and to manufacture every type of Forgings and Drop Stampings for all trades and Industry.
- d. To carry on the business or businesses of manufacturers, importers and exporters of all kinds of brake linings, clutch facings, friction materials and dealers in ferrous and non-ferrous castings of all kinds including chilled and malleable castings, special alloy castings, steel castings, gun metal, copper, brass and aluminium castings and foundry work of all kinds.

7.2.3 There has been no change in the name, registered office address or in the main objects clause of the Transferor Company 2 in the last five years.

7.2.4 The authorised, issued, subscribed and paid up capital of the Transferor Company 2 as on September 30, 2024 is as follows:

Particulars	Amount in Rs.
Authorised Share Capital:	
1,00,00,000 Equity Shares of Rs. 10/- each	10,00,00,000/-
Total	10,00,00,000/-
Issued, Subscribed and Paid Up:	
77,29,871 Equity Shares of Rs. 10/- each fully paid-up	7,72,98,710/-
Total	7,72,98,710/-

There has been no change in the authorized, issued, subscribed and paid up share capital of the Transferee Company, from September 30, 2024 till date.

7.2.5 The details of the directors and Promoters of the Transferor Company 2, as on September 30, 2024, along with their addresses are as follows:

Details of Directors:

Sl. No.	Name	DIN	Category	Address
1.	Harish Lakshman	00012602	Chairman, Non-Executive Director	6/17, Crescent Street, ABM Avenue, Raja Annamalaipuram, Chennai – 600 028
2.	Ganesh Lakshminarayan	00012583	Non-Executive Director	'Lakshmi Nivas', No.14C, Boat Club Road, Raja Annamalaipuram, Chennai – 600 028
3.	Ashok Malhotra*	00029017	Independent Director	Flat No.2053, Prestige Wellington Park Apartments, 1/2, IAF Main Road, Gangama Circle, Jalahalli, Bangalore – 560 013.
4.	Ramesh Rajan Natarajan#	01628318	Independent Director	12, Tarapore Avenue, Harrington Road, Chetpet, Chennai - 600031
5.	C N Srivatsan	00002194	Independent Director	A 47, May Flower Sakthi Gardens, Nanjundapuram Road, Coimbatore – 641 036
6.	Brinda Jagirdar	06979864	Independent Director	1104, Serenity Heights, Mindspace, Malad (W), Mumbai – 400064
7.	Yasuji Ishii	08078748	Nominee Director	1-5-26 Sugito Sugito, Kitakatsushika, Saitama, Japan

Note:

- Ashok Malhotra (DIN: 00029017) ceased to be Director of Transferor Company 2 w.e.f. closure of business hours on October 08, 2024 as per retirement policy of the Company on attaining 75 years.
- Ramesh Rajan Natarajan (DIN: 01628318) was appointed as an Independent Director w.e.f. July 22, 2024.

Details of Promoters / Promoter Group

Sl. No.	Name	Category	Address
1.	Rane Holdings Limited	Promoter	"Maithri", 132, Cathedral Road, Chennai – 600 086
2.	Nisshinbo Holdings Inc.	Promoter	2-31-11, Ningyocho, Nihonbashichuo-Ku, Tokyo, Japan
3.	Lakshman Harish	Promoter	6/17, Crescent Street, ABM Avenue, Raja Annamalaipuram, Chennai – 600 028
4.	Malavika Lakshman (jointly with Harish Lakshman)	Promoter	6/17, Crescent Street, ABM Avenue, Raja Annamalaipuram, Chennai – 600 028
5.	Ganesh L (Jointly With Meenakshi Ganesh)	Promoter	'Lakshmi Nivas', No.14C, Boat Club Road, Raja Annamalaipuram, Chennai – 600 028
6.	Meenakshi Ganesh (jointly with Ganesh L)	Promoter	'Lakshmi Nivas', No.14C, Boat Club Road, Raja Annamalaipuram, Chennai – 600 028
7.	Lakshman L (jointly with Pushpa Lakshman)	Promoter	GB No.11, Prithvi Avenue, 2 nd street, Teynampet, Chennai – 600 018
8.	Pushpa Lakshman (jointly with Lakshman L)	Promoter	GB No.11, Prithvi Avenue, 2 nd street, Teynampet, Chennai – 600 018
9.	Vinay Lakshman	Promoter	3/3-1, George Avenue, Teynampet, Chennai – 600 018
10.	Aparna Ganesh	Promoter	'Lakshmi Nivas', No.14C, Boat Club Road, Raja Annamalaipuram, Chennai – 600 028
11.	Aditya Ganesh	Promoter	'Lakshmi Nivas', No.14C, Boat Club Road, Raja Annamalaipuram, Chennai – 600 028
12.	Rekha Sundar	Promoter Group	19963 Winter LN, Saratoga CA 95070

7.3. Rane (Madras) Limited / Transferee Company

7.3.1 Rane (Madras) Limited, the Transferee Company, was incorporated under the Companies Act, 1956 on March 31, 2004 in the State of Tamil Nadu. The Corporate Identity Number of the Transferee Company is

L65993TN2004PLC052856 and the PAN is AACCR9772M. The e-mail address of the Company is investorservices@ranegroup.com. The Transferee Company is engaged in the business of manufacturing and marketing of auto components for transportation industry

viz., steering and suspension systems, linkage products, steering gear products and aluminium alloy based high pressure die-casting products and is a publicly listed company whose shares are listed on the National Stock Exchange of India Limited ('NSE'). Further, the Company's equity shares have been permitted for dealings on Bombay Stock Exchange Limited, Mumbai (BSE) and National Stock Exchange of India Limited (NSE) under "Permitted Securities".

7.3.2 The registered office of the Transferee Company is at "Maithri", 132, Cathedral Road, Chennai - 600 086, Tamil Nadu, India.

7.3.3 The main objects of the Transferee Company are as follows:

- a. To carry on the business of an Investment Company in all its aspects; without prejudice to the generality of the foregoing, to invest in, and acquire and hold, sell, buy or in any manner deal in shares, debentures, debenture-stocks, bonds, units, obligations and securities including but not limited to shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by Indian or Foreign Governments, States, Dominions, Sovereigns, Municipalities or Public Authorities or public bodies or by any Company, corporation, firm or person whether incorporated or established in India or elsewhere, and to guarantee the subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
- b. To carry on the business of providing financial assistance of all kinds, to finance Industrial Enterprises and to promote Companies and to provide advisory and consultancy services, of all kinds including but not limited to the fields of general administrative, managerial, technical commercial, financial, investment, legal, investor relations, direct and indirect taxation and other levies, statistical, accountancy and data processing ; to carry on the business of owning and licensing of trade marks,

patents and other intellectual property rights, to act as Registrars and Share Transfers Agents, Financial Advisers or in any other capacity to companies and all kinds of organisations.

- c. To manage investments in mutual funds, shares, stocks, securities, finance and real estate.
- d. To design, manufacture, buy, sell, exchange, alter, improve and deal in all types of motors, steering systems, steering gears, linkage products, joints, intermediate shafts, universal joint assemblies, pre-tensioners, vehicle safety systems, transmission components, pumps and vehicles of any kind operate by means of automatic power, whether by means of oil, electricity, steam, gas, solar or otherwise including technological variations, innovations and advances of the aforesaid products and things.
- e. To carry on the business as manufacturers of and consultants for or relating to automotive ancillary products, components, accessories, tools, machine tools, their ancillaries, scientific instruments of any kind, all types of forgings and drop stampings for all trades and industry and engineering works including electrical, mechanical, structural and general engineering and import, export and transport all kinds of produce, articles and merchandise and also carry on the business as contractors in respect of these activities.

7.3.4 There has been no change in the name, registered office address or in the main objects clause of the Transferor Company – 2 in the last five years.

7.3.5 The authorised, issued, subscribed and paid up capital of the Transferee Company as on September 30, 2024 is as follows:

Particulars	Amount in Rs.
Authorised Share Capital:	
2,50,00,000 Equity Shares of Rs. 10/- each	25,00,00,000/-
1,05,00,000 preference shares of Rs. 10/- each	10,50,00,000/-
Total	35,50,00,000/-
Issued, Subscribed and Paid Up:	
1,62,65,267 Equity Shares of Rs. 10/- each fully paid-up	16,26,52,670/-
Total	16,26,52,670/-

There has been no change in the authorized, issued, subscribed and paid up share capital of the Transferee Company, from September 30, 2024 till date.

7.3.6 The details of the directors and Promoters of the Transferor Company 1, as on September 30, 2024, along with their addresses are as follows:

Details of Directors

Sl. No.	Name	DIN	Category	Address
1.	Harish Lakshman	00012602	Chairman, Non-Executive Director	6/17, Crescent Street, ABM Avenue, Raja Annamalaipuram, Chennai – 600 028
2.	Ganesh Lakshminarayan	00012583	Non-Executive Director	'Lakshmi Nivas', No.14C, Boat Club Road, Raja Annamalaipuram, Chennai – 600 028
3.	Ramesh Rajan Natarajan	01628318	Independent Director	12, Tarapore Avenue, Harrington Road, Chetpet, Chennai - 600031
4.	Vikram Taranath Hosangady	09757469	Non-Executive Director	Flat A 801, Laurels, No. 81-83, C P Ramaswamy Road, Alwarpet, Chennai - 600018
5.	Pradip Kumar Bishnoi	00732640	Independent Director	01031, ATS Advantage, Indirapuram, Delhi NCR, Ghaziabad 201014
6.	Vasudha Sundararaman	06609400	Independent Director	18/7, 25 th Cross Street, Indira Nagar, Adyar, Chennai – 600020

Details of Promoters / Promoter Group

Sl. No.	Name	Category	Address
1.	Rane Holdings Limited	Promoter	"Maithri", 132, Cathedral Road, Chennai – 600 086
2.	Harish Lakshman	Promoter	6/17, Crescent Street, ABM Avenue, Raja Annamalaipuram, Chennai – 600 028
3.	Malavika Lakshman	Promoter	6/17, Crescent Street, ABM Avenue, Raja Annamalaipuram, Chennai – 600 028
4.	Meenakshi Ganesh (jointly with Ganesh L)	Promoter	'Lakshmi Nivas', No.14C, Boat Club Road, Raja Annamalaipuram, Chennai – 600 028
5.	Vinay Lakshman	Promoter	3/3-1, George Avenue, Teynampet, Chennai – 600 018
6.	Aparna Ganesh	Promoter	'Lakshmi Nivas', No.14C, Boat Club Road, Raja Annamalaipuram, Chennai – 600 028
7.	Aditya Ganesh	Promoter	'Lakshmi Nivas', No.14C, Boat Club Road, Raja Annamalaipuram, Chennai – 600 028
8.	Shanthi Narayan	Promoter	Flat 2B Nithya Sree Apartments, No 51 Chamiers Road, Raja Annamalai Puram, Chennai – 600 028
9.	Narayanaswamy Sundaresan	Promoter	NO 6/5 Royal Villa, F- 4 Main Road Extn, Kotturpuram, Chennai - 600085
10.	Vanaja Aghoram	Promoter	No 802, Sriram Ideal Homes, Township Kenchana Halli, Bangalore - 560098
11.	Raman T G G	Promoter Group	225 Main Street, APT 506, Roselle, Illinois 60172, USA
12.	Rathika R Sundaresan	Promoter Group	1574 Rachel Road, Stroudsburg PA 18360 7026, USA
13.	Geetha Raman Subramanyam	Promoter Group	300 East 23rd Street, Apartment 8D New York, NY 10010, USA
14.	Ranjini R Iyer	Promoter Group	305 Quincy Court, Schaumburg Illinois 60193, USA

Sl. No.	Name	Category	Address
15.	Rama R Krishnan	Promoter Group	1401 Soldiers Field DR APT 108, Sugar Land, Texas, USA - 700000000
16.	Rekha Sundar	Promoter Group	19963 Winter LN, Saratoga CA 95070
17.	Suchitra Narayan	Promoter Group	1832, Ballinger Way, Allen, TX 75013, United States
18.	Sumant Narayan	Promoter Group	Block 519 Bedok Reservoir Road, #03-70, Archipelago Condo, Singapore - 479276

8. Relationship subsisting between the Companies who are parties to the Scheme of Amalgamation

The Transferor Companies 1 & 2 and Transferee Company are fellow subsidiaries of Rane Holdings Limited, the Holding Company and belong to Rane Group of Companies, Chennai.

9. Corporate Approvals

Transferor Company 1

- a. The Scheme was placed before the Audit Committee and Committee of Independent Directors of the Transferor Company - 1 at their respective meeting held on February 09, 2024. The Audit Committee and Committee of Independent Directors, recommended the Scheme, to the Board of Directors of the Transferor Company.
- b. Upon the recommendation of the Audit Committee and Committee of Independent Directors of the Transferor Company - 1, the Board of Directors of the Transferor Company -1 at its meeting held on February 09, 2024, approved the Scheme. All the Directors, namely, Mr. Ganesh Lakshminarayan (DIN:00012583), Mr. Harish Lakshman (DIN:00012602), Mr. Ramesh Rajan Natarajan (DIN:01628318), Mr. Vikram Taranath Hosangady (DIN:09757469), Mr. Pradip Kumar Bishnoi (DIN:00732640) and Ms. Vasudha Sundararaman (DIN:06609400), voted in favour of the Scheme.

Transferor Company 2

- a. The Scheme was placed before the Audit Committee and Committee of Independent Directors of the Transferor Company - 2 at their respective meeting held on February 09, 2024. The Audit Committee and Committee of Independent Directors, recommended the

Scheme, to the Board of Directors of the Transferor Company.

- b. Upon the recommendation of the Audit Committee and Committee of Independent Directors of the Transferor Company - 2, the Board of Directors of the Transferor Company - 2 at its meeting held on February 09, 2024, approved the Scheme. All the Directors, namely, namely, Mr. Ganesh Lakshminarayan (DIN:00012583), Mr. Harish Lakshman (DIN:00012602), Mr. Ashok Malhotra (DIN:00029017), Mr. C N Srivatsan (DIN: 00002194), Dr. Brinda Jagirdar (DIN:06979864) and Mr. Yasuji Ishii (DIN:08078748), voted in favour of the Scheme.

Transferee Company

- a. The Scheme was placed before the Audit Committee and Committee of Independent Directors of the Transferee Company at their respective meeting held on February 09, 2024. The Audit Committee and Committee of Independent Directors, recommended the Scheme, to the Board of Directors of the Transferee Company.
- b. Upon the recommendation of the Audit Committee and Committee of Independent Directors of the Transferee Company, the Board of Directors of the Transferee Company at its meeting held on February 09, 2024, approved the Scheme. All the Directors, namely, Mr. Ganesh Lakshminarayan (DIN:00012583), Mr. Harish Lakshman (DIN:00012602), Mr. Ramesh Rajan Natarajan (DIN:01628318), Mr. Vikram Taranath Hosangady (DIN:09757469), Mr. Pradip Kumar Bishnoi (DIN:00732640) and Ms. Vasudha Sundararaman (DIN:06609400), voted in favour of the Scheme.

10. Salient Features of the Scheme

10.1. Appointed date, Effective date, Record date and Share Exchange Ratio

1. **Appointed date:** Appointed date means April 01, 2024 or such other date as may be approved by the Hon'ble Tribunal.
2. **Effective date:** Effective date means the last of the dates on which all the conditions and matters referred to in Clause 3.3. of the Scheme have been fulfilled. References in the Scheme to the date of "coming into effect of this Scheme" or "effectiveness of this Scheme" shall mean the Effective date.
3. **Record date (Specified date):** Specified date means the date to be fixed by the Board of Directors of the Transferee Company for the purpose of determining the shareholders of the Transferor Company, to whom equity shares of the Transferee Company will be allotted pursuant to the Scheme.

4. Share exchange ratio

Upon the coming into effect of the Scheme and in consideration for amalgamation of the Transferor Company 1 and Transferor Company 2 with the Transferee Company, the Transferee Company shall issue and allot to every member of the Transferor Company 1 and Transferor Company 2 holding equity shares in the Transferor Company and whose names appear in the Register of Members of the Transferor Company on the Specified Date in the following ratio:

For Transferor Company 1

'9 (Nine) equity share of RML having face value of INR 10 each fully paid up shall be issued for every 20 (Twenty) equity shares held having face value of INR 10 each fully paid up in REVL.'

For Transferor Company 2

'21 (Twenty-one) equity share of RML having face value of INR 10 each fully paid up shall be issued for every 20 (Twenty) equity shares held having face value of INR 10 each fully paid up in RBL.'

10.2. Extract of the Salient Features of the Scheme

PART - II

DEFINITIONS, SHARE CAPITAL AND TAKING EFFECT OF SCHEME

3. Definitions

- 3.3. **"Appointed Date"** means 1st day of April, 2024, or such other date as may be fixed or approved by the National Company Law Tribunal, being the date with effect from which this Scheme shall be deemed to be operative and effective;
- 3.6. **"Effective Date"** means the last of the dates on which the authenticated copies or certified copies of the Order of NCLT under Sections 230 to 232 of the Act sanctioning the Scheme is filed with Registrar of Companies by the Transferor Companies and Transferee Company. References in this Scheme to date of "coming into effect of the Scheme" or "upon the Scheme becoming effective", or "effectiveness of the Scheme" and other similar expressions shall mean the Effective Date
- 3.11. **"Record Date"** means the date to be fixed by the Board of Directors of the Transferee Company or a committee thereof, in consultation with the Board of Directors of the Transferor Companies for the purpose of determining the members of the Transferor Companies to whom new shares in the Transferee Company shall be allotted under Part III of the Scheme;
- 3.13. **"Scheme" or "the Scheme" or "this Scheme"** means this Scheme of Amalgamation, as amended or modified, in its present form submitted to the NCLT for approval, with or without any modifications, as may be approved or imposed or directed by the NCLT or any other Appropriate Authority;

PART III

AMALGAMATION OF TRANSFEROR COMPANIES WITH AND INTO THE TRANSFEE COMPANY

AMALGAMATION AND VESTING OF THE UNDERTAKING OF THE TRANSFEROR COMPANIES WITH AND INTO THE TRANSFEE COMPANY

- 6.1. With effect from the Appointed Date and upon the Scheme becoming effective, the Undertakings of the Transferor Companies, along with all the assets, liabilities, contracts, employees, licences, records, approvals, etc. being integral part of the Transferor Companies shall, without any further act, instrument or deed, stand amalgamated with and be vested in

or be deemed to have been vested in the Transferee Company on a going concern basis so as to become as and from the Appointed Date, the undertaking of the Transferee Company by virtue of and in the manner provided in this Scheme.

6.2. Without prejudice to the generality of the above clauses and to the extent applicable, unless otherwise stated herein, upon the coming into effect of this Scheme and with effect from the Appointed Date.

6.2.1. All the properties and assets of the Undertakings of the Transferor Companies, tangible or intangible, balance in bank, cash or investments (including investment in subsidiaries) and other assets of whatsoever nature and tax credits including under GST law, quotas, rights; consents, entitlements, licenses, certificates, permits, and facilities of every kind and description whatsoever for all intents and purposes, permissions under any Tax laws, incentives, if any, whether or not included in the books of the Transferor Companies; without any further act or deed so as to become the business, properties and assets of the Transferee Company. Provided that for the purpose of giving effect to the vesting, the Transferee Company shall at any time pursuant to the orders under this Scheme be entitled to get the recordal of the change in the title and the appurtenant legal right(s) upon the vesting of such assets of the Transferor Companies in accordance with the provisions of Sections 230 to 232 of the Act.

6.2.2. All the movable assets of the Transferor Companies or assets otherwise capable of transfer by manual delivery or by endorsement and delivery, including cash in hand, whether or not included in the books of the Transferor Companies, shall be physically handed over by manual delivery or by endorsement and delivery, to the Transferee Company to the end and intent that the property therein passes to the Transferee Company on such manual delivery or endorsement and delivery, without requiring any deed or instrument of conveyance for the same and shall become the property of the Transferee Company accordingly

6.2.3. All other movable properties of the Transferor Companies, mutual funds, bonds and any other securities, sundry debtors, outstanding

loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, semi government, local and other authorities and bodies, customers and other persons, whether or not included in the books of the Transferor Companies, shall without any further act, instrument or deed, pursuant to the orders of this Scheme becoming effective and by operation of law become the properties of the Transferee Company, and the title thereof together with all rights, interests or obligations therein shall be deemed to have been mutated and recorded as that of the Transferee company. All investments of the Transferor Companies shall be recorded in the name of the Transferee Company by operation of law as transmission in favour of the Transferee Company as a successor in interest and any documents of title in the name of the Transferor Companies shall also be deemed to have been mutated and recorded in the name of the Transferee Company to the same extent and manner as originally held by the Transferor Companies and enabling the ownership, right, title and interest therein as if the Transferee Company was originally the Transferor Companies. The Transferee Company shall subsequent to this Scheme becoming effective be entitled to the delivery and possession of all documents of title of such movable property in this regard.

6.2.4. Any money lying in the unpaid dividend account of the respective Transferor Companies, remaining unpaid or unclaimed for a period of 7 years from the date of such transfer shall be transferred by the Transferee Company along with interest accrued, if any, to the Investor Education and Protection Fund upon the Scheme coming into effect. For the purpose of computation of the period of 7 years as mentioned above, the same shall be calculated from the original date of transfer to the unpaid dividend account by the respective Transferor Companies.

6.2.5. Without prejudice to the aforesaid, all the immovable properties (including but not limited to the land, buildings, offices, sites, tenancy rights related thereto, and other immovable property, including accretions and appurtenances), whether or not included in the books of the Transferor Companies, whether freehold or leasehold (including but not limited to any other document of title, rights, interest and easements in relation thereto, and any shares in cooperative housing societies

associated with such immoveable property) shall stand transferred to and be vested in the Transferee Company, as successor to each of the Transferor Companies respectively, without any act or deed to be done or executed by the REVL and/ or RBL and/ or RML, as the case may be; each of the immovable properties, only for the purposes of the payment of stamp duty, registration fees or other similar taxes or fees (if required under applicable law), shall be deemed to be conveyed at the applicable circle rates/guideline values applicable to the respective immovable properties as determined by the relevant authorities at the time of registration. Provided that, at the discretion of the Transferee Company, separate instruments/ affidavits/ declarations be executed setting out the particulars of the properties or deeds of assignment of lease, as the case may be, by the Transferee Company in respect of such immovable properties of the Transferor Companies, whether owned or leased, by the Transferor Companies for the purpose of transfer and vesting unto Transferee Company under this Part III of this Scheme. The execution of such instruments / affidavits / declarations only for the purpose of payment of stamp duty and registration fees (if applicable) shall form an integral part of the Scheme.

- 6.2.6. *Any floating charges created by the Transferor Companies in favour of their bankers on any of the movable assets, documents of title to goods, receivables, claims and other current assets that are acquired by the Transferor Companies from the Appointed Date till the Effective Date, shall be deemed to be the security and shall be available as security for the loans, cash credit and other working capital facilities, both fund based and non-fund based, which were sanctioned by the bankers of the Transferor Companies, either utilised fully or partly or unutilised by the Transferor Companies subject to the limits sanctioned by their bankers, so transferred and vested in the Transferee Company pursuant to the Scheme.*
- 6.2.7. *The Transferor Companies shall give notice in such form as it may deem fit and proper, to each person, debtor, loanee or depositee as the case may be, belonging to or related to the Transferor Companies, that pursuant to the NCLT having sanctioned the Scheme, the said debts, loans, advances, bank balances or deposits be paid or made good or held on account of the Transferee*

Company as the person entitled thereto to the end and intent that the right of the respective Transferor Companies to recover or realise the same stands extinguished and that appropriate entry should be passed in its books to record the aforesaid change.

- 6.2.8. *All the consents, permissions, licenses, certificates, insurance covers, clearances, authorities, power of attorneys given by, issued to or executed in favour of the Transferor Companies, shall stand vested in or transferred automatically to the Transferee Company without any further act or deed and shall be appropriately mutated by the authorities concerned therewith in favour of the Transferee Company as if the same were originally given by, issued to or executed in favour of the Transferee Company and the Transferee Company shall be bound by the terms thereof, the obligations and duties thereunder and the rights and benefits under the same shall be available to the Transferee Company. The benefit of all statutory and regulatory permissions including the statutory or other licenses, Tax registrations, permits, permissions or approvals or consents required to carry on the operations of the Transferor Companies shall automatically and without any other order to this effect, vest into and become available to the Transferee Company pursuant to this Scheme becoming effective in accordance with the terms thereof. Without prejudice to the provisions of the above clauses, in respect of such of the assets and properties of the Transferor Companies, as are movable in nature or are otherwise capable of transfer by manual delivery or by endorsement and/or delivery, the same shall be so transferred by the Transferor Companies and shall upon such transfer become the assets and properties of the Transferee Company without requiring any deed or instrument or conveyance for the same.*
- 6.2.9. *All the Insurance policies registered in the name of the Transferor Companies which are active as on the date of approval of the Scheme by the Tribunal and which can be transferred/assigned shall pursuant to the provisions of Section 232 of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and or be deemed to have been transferred to and vested in and be available to the benefit of the Transferee*

Company and accordingly, the insurance companies shall record the name of the Transferee Company in all the insurance policies registered in the name of the Transferor Companies so as to ensure that all the rights and privileges under all such policies available to the Transferor Companies and/ or to any other person/director/employee of such Transferor Companies, whether in the capacity of the Policy Holder or Owner or Insured or the Beneficiary, as the case may be, be available to the benefit of the Transferee Company and / or to any other person/director/employee of Transferee Company, as the case may be, on the same terms and conditions as they were applicable to the Transferor Companies concerned and upon such transfer/assignment, all such policies shall be effective in favour of the Transferee Company as if instead of the Transferor Companies, the Transferee Company had been a party or beneficiary thereto.

6.2.10. All debts, liabilities, contingent liabilities, duties, Taxes (including any advance taxes paid, MAT credit, TDS deducted on behalf of the Transferor Companies, etc.), GST liabilities, and obligations of the Undertaking of the Transferor Companies, as on the Appointed Date, whether provided for or not, in the books of accounts of the Transferor Companies, and all other liabilities which may accrue or arise after the Appointed Date shall, pursuant to this Scheme becoming effective as per the order of the NCLT or such other competent authority, as may be applicable under Section 233 and other applicable provisions of the Act, and without any further act or deed, be vested or deemed to be vested in and be assumed by the Transferee Company, so as to become as from the Appointed Date the debts, liabilities, contingent liabilities, Taxes, duties and obligations of the Transferee Company on the same terms and conditions as were applicable to the Transferor Companies.

6.2.11. All intangible assets including various business or commercial rights, pre-qualification for past projects/ sales, customer-base, etc. belonging to but not recorded in books of the Transferor Companies shall be transferred to and vested with the Transferee Company and shall include all letters of intent, request for proposal, prequalification, permits,

registrations, bid acceptances, tenders, technical experience (including experience in executing projects), goodwill earned in execution of the projects, technical know-how, contracts, deeds, memorandum of understanding, bonds, agreements, track record, brand usage rights (or any other nomenclature called) and all other rights claims, powers in relation to or enjoyed by or granted in favour of the Transferor Companies, and the historical financial strength including turnover, profitability, performance, market share, net-worth, liquid/ current assets and reserves of the previous years and all empanelment's, accreditations, recognitions as approved vendors for undertaking any jobs.

6.2.12. The transfer and vesting of the assets pursuant to the Scheme, as aforesaid, shall be, subject to existing charges/ hypothecation / mortgage (if any as may be subsisting) over or in respect of the assets or any part thereof in favour of Banks and Financial Institutions. Provided, however, that any reference in any security documents or arrangements to which the Transferor Companies are a party, to such assets of the Transferor Companies offered or agreed to be offered as security for any financial assistance both availed and to be availed up to any limit for which sanctions have already been obtained by the Transferor Companies shall be construed as references only to the assets pertaining to the Transferor Companies as are vested in the Transferee Company under this Clause, to the end and intent that such security, mortgage and or charge shall not extend or be deemed to extend, to any of the assets or to any of the other units or divisions of the Transferee Company, unless specially agreed to by the Transferee Company with such secured creditors and subject to the consents and approvals of the existing secured creditors of the Transferee Company.

6.2.13. In so far as the various incentives, indirect tax benefits, subsidies, grants, special status and other benefits or privileges enjoyed, granted by any government body, local authority or by any other person, or availed of by the Transferor Companies are concerned, the same shall, without any further act or deed, vest with and be available to the Transferee Company on the same terms and conditions on and

from the Appointed Date. Any conditions already fulfilled by the Transferor Companies before the Effective Date shall be deemed to have been fulfilled by the Transferee Company. Any fulfilment of conditions to be met by the Transferor Companies shall be fulfilled by the Transferee Company after the Effective Date.

6.2.14. The investments held by the Transferor Companies in Captive Generating Power Plants and the related consumption of electricity (renewable energy), shall stand automatically transferred to and in the name of the Transferee Company upon the Scheme coming into effect. Any conditions already fulfilled by the Transferor Companies before the Effective Date under the Electricity Act, 2003 and the rules framed thereunder shall be deemed to have been fulfilled by the Transferee Company.

6.2.15. The Transferee Company, may, at any time after this Scheme coming into effect, if required under law or otherwise, execute deeds of confirmation in favour of secured creditors of the Transferor Companies or any other party with which the Transferor Companies have a contract or arrangement, or give any such writing or do any such things, as may be necessary, to give effect to the above. The Transferee Company shall under the provisions of the Scheme be deemed to be authorized to execute any such writings on behalf of the Transferor Companies to implement or carry out all such formalities or compliances referred to above on the part of the Transferor Companies to be carried out or performed.

6.2.16. In so far as loans and borrowings of the Transferor Companies pertaining to the loans and liabilities, which are to be vested to the Transferee Company shall, without any further act or deed, become loans and borrowings of the Transferee Company, and all rights, powers, duties and obligations in relation thereto, be and stand vested in and shall be exercised by or against the Transferee Company as if it had entered into such loans and incurred such borrowings. Thus, the primary obligation to redeem or repay such liabilities upon the Scheme becoming effective shall be that of the Transferee Company. However, without prejudice to such vesting of liability amount, where considered necessary for the sake of convenience and towards facilitating

single point creditor discharge, the Transferee Company may discharge such liability (including accretions thereto) by making payments on the respective due dates to the Transferor Companies, which in turn shall make payments to the respective creditors.

6.2.17. The vesting of the assets of the Undertakings comprised in the Transferor Companies to the Transferee Company under this Scheme shall be subject to the mortgages and charges, if any, affecting the same as hereinafter provided:

(i) The existing securities, mortgages, charges, Encumbrances or liens, if any, created by the Transferor Companies after the Appointed Date, in terms of this Scheme, over the assets comprised in the Transferor Companies, or any part thereof, shall be vested in the Transferee Company by virtue of this Scheme, and such Encumbrances shall not relate or attach to any of the other assets, of the Transferor Companies.

(ii) In so far as the existing Encumbrances, if any, in respect of the loans, borrowings, debts, liabilities, is concerned, such Encumbrance shall, without any further act, instrument or deed be modified and shall be extended to and shall operate only over the assets comprised in the Transferor Companies which have been Encumbered in respect of the transferred liabilities as transferred to the Transferee Company pursuant to this Scheme. Provided that if any of the assets comprised in the Undertakings of the Transferor Companies which are being transferred to the Transferee Company pursuant to this Scheme have not been Encumbered in respect of the transferred liabilities, such assets shall remain unencumbered and the existing Encumbrance referred to above shall not be extended to and shall not operate over such assets. The absence of any formal amendment which may be required by a lender or third party shall not affect the operation of the above.

6.2.18. In so far as the existing security in respect of the loans or borrowings of the Transferor Companies and other liabilities relating to the Transferor Companies are concerned, such security shall, without any further act, instrument or deed be continued with the Transferee Company. The Transferor Companies and the Transferee Company shall file necessary particulars and/or modification(s) of

charge, with the Registrar of Companies to give formal effect to the above provisions, if required.

- 6.2.19. *The foregoing provisions insofar as they relate to the vesting of liabilities with the Transferee Company shall operate, notwithstanding anything to the contrary contained in any deed or writing or the terms of sanction or issue or any security documents, all of which instruments shall stand modified and/or superseded by the foregoing provisions.*
- 6.2.20. *Upon the coming into effect of this Scheme, the limits approved by the shareholders/ board of directors of the Transferee Company, as the case may be, for borrowing, lending, providing loans and advances, investments or providing guarantees or giving donations, shall without further act or deed stand enhanced by an amount equivalent to the aggregate of the respective authorised limits of the Transferor Companies, such limits being incremental to the existing limits of the Transferee Company. For the avoidance of doubt, for the purposes of reckoning the aforesaid limits of the respective Transferor Companies to the extent computed using the paid up capital and free reserves, the same shall be computed on the basis of the last audited financial statements of the relevant Transferor Company, immediately preceding the Effective Date.*
- 6.2.21. *Upon this Scheme coming into effect, any loan or liabilities other obligations due and all the interparty transactions or commitments between or amongst the Transferor Companies and the Transferee Company shall stand discharged and shall stand cancelled and there shall be no liability in that behalf.*
- 6.2.22. *The Scheme shall not operate to enlarge the Encumbrances in respect of the liabilities of the Undertakings of the Transferor Companies over the properties, assets, rights, benefits and interest of the Transferee Company (as existing immediately prior to the effectiveness of the Scheme) nor shall Transferee Company be obliged to create any further or additional security after the Scheme has become effective or otherwise. The absence of any formal amendment which may be*

required by a lender or trustee or third party shall not affect the operation of the above.

- 6.2.23. *Upon the coming into effect of the Scheme and with effect from the Appointed Date, in so far as the existing Encumbrances over the assets and other properties of the Transferee Company or any part thereof which relate to the liabilities of the Transferee Company prior to the Effective Date are concerned, such Encumbrance shall, without any further act, instrument or deed continue to relate to only such assets and properties and shall not extend or attach to any of the assets and properties of the Undertakings of the Transferor Companies transferred to and vested in the Transferee Company by virtue of the Scheme.*
- 6.2.24. *The foregoing provisions shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security documents, all of which instruments, deeds or writings shall be deemed to have been modified and/ or superseded by the foregoing provisions. Any reference in any security documents or arrangements (to which either of the Transferor Companies is a party) to the respective Transferor Companies and its assets and properties, which relate to the Undertaking(s) of the respective Transferor Companies, shall be construed as a reference to the Transferee Company and the assets and properties of the Transferor Companies transferred to the Transferee Company by virtue of the Scheme.*
- 6.2.25. *Without prejudice to the provisions of the foregoing Clauses, the Transferor Companies and the Transferee Company may enter into and execute such other deeds, instruments, documents and/ or writings and/ or do all acts and deeds as may be required, including the filing of necessary particulars and/ or modification(s) of charge, with the Registrar of Companies to give formal effect to the provisions of this Clause and foregoing Clauses, if required.*
- 6.2.26. *With effect from the Appointed Date, subject to the other provisions of the Scheme, all approvals, quotas, rights,*

consents, entitlements, licenses, certificates, permits, and facilities of every kind and description whatsoever, privileges, deeds, bonds, quality certifications and approvals, powers of attorneys, agreements and other instruments of whatsoever nature in relation to the Transferor Companies, as the case may be, is a party, or the benefit to which the Transferor Companies may be eligible, subsisting or operative immediately on or before the Effective Date, shall be in full force and effect against or in favour of the Transferee Company and may be enforced fully and effectively as if instead of the Transferor Companies, the Transferee Company had been a party or beneficiary thereto for continuation of operations of the Transferor Companies by the Transferee Company without any hindrance or disruption. The Transferee Company shall enter into and/or issue and/or execute deeds, writings, endorsements or confirmation or enter into any tripartite agreement, confirmations or novations to which the Transferor Companies will, if necessary, also be a party, in order to give formal effect to the provisions of this Scheme, if so required or if it becomes necessary. Further, the Transferee Company shall be deemed to be authorized to execute any such deeds, writings, endorsements or confirmations on behalf of the Transferor Companies and to implement or carry out all formalities required on the part of the Transferor Companies to give effect to the provisions of this Scheme.

6.2.27. With effect from the Appointed Date and upon the Scheme becoming effective, the entitlement to various benefits under incentive schemes and policies, if any, in relation to the Transferor Companies shall stand vested in and/or be deemed to have been vested in the Transferee Company together with all benefits and entitlements of any nature whatsoever. Such entitlements shall include Taxes benefits under the Tax Laws in the nature of exemption, deferment, refunds and incentives in relation to the Transferor Companies to be claimed by the Transferee Company with effect from the Appointed Date as if the Transferee Company was originally entitled to all such benefits under such scheme and/or

policies, subject to continued compliance by the Transferee Company of all the terms and conditions subject to which the benefits and entitlements under such incentive schemes were made available to the Transferor Companies. The Transferee Company shall be entitled to such benefits in its name, without any additional liabilities or expenses whatsoever.

6.2.28. Taxes as per the Tax Laws of the Transferor Companies to the extent not provided for or covered by the Tax provision in the accounts made as on the date immediately preceding the Appointed Date related to the Transferor Companies shall be vested with/be the responsibility of the Transferee Company.

6.2.29. All Taxes paid or payable by the Transferor Companies in respect of the operations and/ or the profits of Transferor Companies before the Appointed Date shall be on account of the Transferor Companies and in so far as it relates to the Tax payment whether by way of deduction at source, collection at source, advance tax or otherwise howsoever, by the Transferor Companies in respect of the profits or activities or operations of the Transferor Companies after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company and shall in all proceedings be dealt with accordingly.

6.2.30. The Transferee Company is expressly permitted to revise its financial statements and returns along with prescribed forms, filings and annexures under the Tax Laws (including for the purpose of re-computing minimum alternative tax, and claiming other tax benefits), Service Tax law, VAT law, Goods and Service Tax law and other tax laws, and to claim refunds and/ or credits for taxes paid (including tax on book profits, MAT credit and foreign tax credit) and to claim tax benefits etc. and for matters incidental thereto, if required, to give effect to the present Scheme from the Appointed Date.

6.2.31. On and from the Appointed Date, if any Certificate for Tax Deducted at Source, Tax collected at source or any other tax credit certificate relating to the Transferor Companies is received in the name of the Transferor Companies, it shall be deemed to have been received by the Transferee Company, which alone shall be entitled to claim credit for such tax deducted or paid.

- 6.2.32. *On and from the Appointed Date, the benefit of all balances relating to Taxes under the Tax Laws being balances pertaining to the Transferor Companies, if any, shall stand vested in the Transferee Company as if the transaction giving rise to the said balance or credit was a transaction carried out by the Transferee Company. The liabilities of the Transferor Companies as on the Appointed Date shall stand vested in the Transferee Company.*
- 6.2.33. *All deductions, otherwise admissible to the Transferor Companies including payment admissible on actual payment or on deduction of appropriate taxes or on payment or tax deducted at source (such as u/s 40, 40A, 43B, etc. of the Income Tax Act, 1961), shall be available for deduction to the Transferee Company, as it would have been available to the Transferor Companies.*
- 6.2.34. *Any obligations met by the Transferor Companies under the Companies (Corporate Social Responsibility Policy) Rules, 2014 before the Effective Date shall be deemed to have been met by the Transferee Company upon the Scheme coming into effect. Any contribution in excess of the prescribed limits under the aforesaid rules by the companies shall be available for setoff against the obligations of the Transferee Company under the above mentioned rules after the Effective Date.*
- 6.2.35. *Upon the coming into effect of this Scheme and notwithstanding the other provisions of this Scheme, all contracts, deeds, agreements, licenses, engagements, certificates, permissions, consents, approvals, concessions and incentives, remissions, remedies, subsidies, guarantees, etcetera of whatsoever nature except any shareholders agreements to which the Transferor Company(ies) is a party or to the benefit of which the Transferor Companies or any project owned or promoted by the Transferor Companies may be eligible and which have not lapsed and are vested, subsisting or having effect on the Effective Date shall be in full force and effect in favour of the*
- Transferee Company, as the case may be, and may be enforced by the Transferee Company as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party thereto or beneficiary thereof. Any shareholders agreement to which the Transferor Company(ies) is a party shall lapse and stand terminated upon the Scheme coming into effect. The Transferee Company may enter into and/or issue and/or execute deeds, writings or confirmations, or enter into any bipartite or multipartite arrangements, confirmations or novations, in order to give formal effect to the provisions of this Scheme, if so required or if so considered necessary. The Transferee Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of the Transferor Companies and to implement or carry out all formalities required on the part of the Transferor Companies to give effect to the provisions of this clause. The Transferee Company shall perform the Transferor Companies' obligations under all such existing contracts, deeds, agreements, licenses, and other such instruments, as the new obliger replacing the original obliger, i.e., the relevant Transferor Companies.*
- 6.2.36. *On and from the Effective Date, and till such time that the name of the bank accounts of the Transferor Companies have been replaced with that of the Transferee Company, the Transferee Company shall be entitled to maintain and operate the bank accounts of the respective Transferor Companies in the name of the Transferor Companies and for such time as may be determined to be necessary by the Transferee Company. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Companies after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of Transferee Company, if presented by the Transferee Company.*
- 6.2.37. *The resolutions, if any, of the Board of Directors, or Committees thereof, shareholders of the Transferor Companies which are valid and subsisting on the Effective Date shall be continued to be valid and subsisting and be considered as resolutions of the Transferee Company and if any such resolutions have upper*

monetary or other limits being imposed under the provisions of the Act, or any other applicable legislations then said limits shall be added and shall constitute the aggregate of the said limits of the Transferee Company.

7. STAFF & EMPLOYEES

7.1. On Part III of the Scheme becoming operative, all the executives, staff, workmen and employees in the service of the Transferor Companies immediately preceding Effective Date, and that they shall become the executives, staff, workmen and employees, of the Transferee Company on the basis that their services shall be deemed to have been continuous and not have been interrupted by reasons of the said transfer. The terms and conditions of service applicable to such executives, staff, workmen and employees after such transfer shall not in any way be less favourable to them than those applicable to them immediately preceding the transfer. In the event of retrenchment of such employees, the Transferee Company shall be liable to pay compensation in accordance with law on the basis that the services of the employees shall have been continuous. and shall not have been interrupted by reason of such transfer.

7.2. The equitable interest in accounts/funds of the employees and staff, if any, whose services are vested with the Transferee Company, relating to superannuation, provident fund and gratuity fund, if any, shall be identified, determined and vested with the respective trusts/funds of the Transferee Company and such employees shall be deemed to have become members of such trusts/funds of Transferee Company. Until such time, the Transferor Companies may, subject to necessary approvals and permissions, if any, continue to make contributions pertaining to the employees of the Transferor Companies to the relevant funds of the Transferor Companies. In the event that the Transferee Company does not have its own fund, in respect of any of the aforesaid matters, the Transferee Company may, subject to approvals and permissions, if required, continue to contribute to the relevant funds of the Transferor Companies until such time that the Transferee Company creates its own fund, at which time the contributions pertaining to the employees of the Transferor Companies shall be transferred to the funds created by the Transferee Company. Provided however that, the Transferee Company shall be at liberty to

form or restructure its provident fund trusts, gratuity fund and pension and/or superannuation fund trusts in such manner as may be decided by its Board of Directors, subject to compliance of relevant labour laws and any other allied laws for the purpose.

7.3. The Transferee Company, at any time after the Scheme becoming effective in accordance with the provisions hereof, if so required under any law or otherwise, will execute deeds of confirmation or other writings or arrangements with any party to any contract or arrangement in relation to the Transferor Companies to which the Transferor Companies are parties in order to give formal effect to the provisions of the Scheme. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the respective Transferor Companies and to carry out or perform all such formalities or compliances, referred to above, on behalf of the Transferor Companies.

7.4. The Transferee Company undertakes that for the purpose of payment of any retrenchment compensation, gratuity and other terminal benefits to the employees of the Transferor Companies, the past services of such employees with the Transferor Companies shall also be taken into account and it shall pay the same accordingly, as and when such amounts are due and payable. Upon this Scheme becoming effective, the Transferor Companies will transfer/handover to the Transferee Company, copies of employment information, including but not limited to, personnel files (including hiring documents, existing employment contracts, and documents reflecting changes in an employee's position, compensation, or benefits), payroll records, medical documents (including documents relating to past or ongoing leaves of absence, on the job injuries or illness, or fitness for work examinations), disciplinary records, supervisory files relating to its and all forms, notifications, orders and contribution/identity cards issued by the concerned authorities relating to benefits transferred pursuant to this sub-clause.

7.5. The Transferee Company shall continue to abide by any agreement(s)/ settlement(s) entered into by the Transferor Companies with any of its employees prior to Appointed Date and from Appointed Date till the Effective Date.

10. CONSIDERATION/ ISSUE OF SHARES

10.1. Upon coming into effect of the Scheme and in consideration for transfer and vesting of the Undertakings of the Transferor Companies with and into the Transferee Company, the Transferee Company shall, without any further application or deed and without any further payment, issue and allot to all the equity shareholders of Transferor Companies (whose names appear in the register of members as on the Record Date) in the following manner:

For Transferor Company 1

'9 (Nine) equity shares of RML having face value of INR 10/- each fully paid up shall be issued for every 20 (Twenty) equity shares held in REVL having face value of INR 10/- each fully paid up.'

For Transferor Company 2

'21 (Twenty-one) equity shares of RML having face value of INR 10/- each fully paid up shall be issued for every 20 (Twenty) equity shares held in RBL having face value of INR 10/- each fully paid up.'

10.2. Upon the Scheme becoming effective, the equity shares of the Transferee Company to be issued and allotted pursuant to Clause 10.1 above shall be subject to the provisions of the Memorandum and Articles of Association of the Transferee Company and shall rank *pari passu* from the date of allotment in all respects with the existing equity shares of the Transferee Company, including entitlement in respect of dividend and voting rights. Such issue and allotment of equity shares by the Transferee Company as provided in this Scheme is an integral part hereof and be deemed to have been carried out pursuant to the orders passed by the Tribunal without requiring any further act on the part of the Transferee Company or its shareholders and as if the procedure laid down under the provisions of the Act, as may be applicable, and such other statutes and regulations as may be applicable were duly complied with. It is clarified that the approval of members of Transferee Company to the Scheme shall be deemed to be their consent/ approval for issuance and allotment of shares of Transferee Company pursuant to the Scheme.

10.3. In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Transferor Companies, the Board of the Transferee Company at its sole discretion, shall be empowered, prior to or even after the Effective Date, as the case may be, to effectuate such a transfer in the Transferor Companies as if such changes in registered holder were operative as on the Effective Date in order to remove any difficulties in relation to the issuance of the shares of the Transferee Company after the Scheme becomes effective and the Board of the Transferee Company shall be empowered to remove such difficulties as may arise in the course of implementation of the Scheme and registration of new members in the Transferee Company on account of difficulties faced in the transition period.

10.4. Subject to applicable Laws, the equity shares that are to be issued in terms of this Scheme shall be issued in dematerialised form. The register of members maintained by the Transferee Company and/ or, other relevant records, whether in physical or electronic form, maintained by the Transferee Company, the relevant depository and registrar and transfer agent in terms of Applicable Laws shall (as deemed necessary by the Board of the Transferee Company) be updated to reflect the issue of the shares in terms of this Scheme. The shareholders of the Transferor Companies who hold shares in physical form, should provide the requisite details relating to his/ her/ its account with a depository participant or other confirmations as may be required, to the Transferee Company, prior to the Record Date to enable it to issue the shares.

10.5. However, if no such details have been provided to the Transferee Company by the shareholders holding shares in physical share certificates on or before the Record Date, the Transferee Company shall deal with the relevant equity shares in such manner as may be permissible under the Applicable Law, including by way of issuing the corresponding shares in dematerialised form to a trustee nominated by the Board of Transferee Company ("Trustee of Transferee Company")-who shall hold these equity shares in trust for the benefit of such shareholder. The equity shares of

Transferee Company held by the Trustee of Transferee Company for the benefit of the shareholder shall be transferred to the respective shareholder once such shareholder provides details of his/her/its demat account to the Trustee of Transferee Company, along with such other documents as may be required by the Trustee of Transferee Company. The respective shareholders shall have all the rights of the shareholders of the Transferee Company, including the right to receive dividend, voting rights and other corporate benefits, pending the transfer of equity shares from the Trustee of Transferee Company. All costs and expenses incurred in this respect shall be borne-by Transferee Company.

10.6. *For the purpose of the allotment of the shares pursuant to this Scheme, in case any shareholder's holding in the Transferor Companies is such that the shareholder becomes entitled to a fraction of a share of the Transferee Company, the Transferee Company shall not issue fractional shares to such shareholder and shall consolidate all such fractions and round up the aggregate of such fractions to the next whole number and issue consolidated shares, in dematerialised form, to a trustee (nominated by the Transferee Company in that behalf), who shall within a period of 90 days from the date of allotment and receipt of consequent listing and trading approval in respect of such shares sell the shares in the market and distribute the net sale proceeds (after deduction of the expenses incurred and applicable income tax) to the respective shareholders in the same proportion of their fractional entitlements. The Transferee Company would within a period of 7 days of compensating the eligible shareholders, submit to the Stock Exchange a report from the Audit Committee and the Independent Directors stating that the eligible shareholders have been compensated. Any fractional entitlements from such net proceeds shall be rounded off to the next Rupee. In the event of any amount remaining unpaid, the same shall, at the end of 7 (seven) years, be transferred to Investor Education and Protection Fund.*

10.7. *In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the respective Transferor Companies, the Board of the Transferee Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in the registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor*

or transferee of equity shares in the Transferor Companies, after the effectiveness of this Scheme.

10.8. *The shares to be issued pursuant to this Scheme in respect of any equity shares of the Transferor Companies which are held in abeyance under the provisions of Section 126 of the Act or otherwise shall pending allotment or settlement of dispute by order of court or otherwise, be held in abeyance.*

10.9. *The shares to be issued by the Transferee Company in lieu of the shares of the Transferor Companies held in the respective unclaimed suspense account of the Transferor Companies shall be issued to a new unclaimed suspense account created for shareholders of the Transferor Companies.*

10.10. *In the event, any or both the Parties restructure their share capital by way of share split/ consolidation / issue of bonus shares during the pendency of the Scheme, the share exchange-ratio stated in Clause 10.1 above shall be adjusted accordingly, to consider the effect of any such corporate actions undertaken by such Party.*

10.11. *If necessary, the Transferee Company shall before allotment of the equity shares in term of the Scheme, increase, reclassify, and/or restructure its authorized share capital in such manner and by such amount as may be necessary to satisfy its obligation under the provisions of the Scheme in compliance with the applicable provisions of the Act and the Rules thereunder.*

10.12. *The Transferee Company shall apply for listing of the Transferee Company new equity shares on the Stock Exchanges in terms of and in compliance of SEBI Circular and other relevant provisions as may be applicable. The new equity shares allotted by the Transferee Company, pursuant to the Scheme, shall remain frozen in the depository system till listing/ trading permission is given by the designated Stock Exchange.*

10.13. *The Transferee Company shall enter into such arrangements and give such confirmations and / or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges and SEBI Circular.*

11. INCREASE IN THE AUTHORISED SHARE CAPITAL

- 11.1. Upon the Scheme becoming fully effective, the authorised share capital of the Transferor Companies shall stand combined with the authorised share capital of the Transferee Company without any further act, deed, matter or thing.
- 11.2. Clause V of the Memorandum of Association of the Transferee Company shall, with effect from the Appointed Date and upon the Scheme becoming effective and without any further act, deed, matter or thing be replaced by the following clause: "V. The Authorised Share Capital of the Company is Rs. 58,00,00,000 (Rupees Fifty Eight Crores only) divided into 4,73,50,000 (Four Crores Seventy Three Lakhs Fifty Thousand) Equity shares of face value of Rs.10/- (Rupees Ten only) each and 1,06,50,000 (One Crore Six Lakhs Fifty Thousand) Preference shares of face value of Rs.10/- (Rupees Ten only) each carrying such rate of dividend and other rights as may be decided by the company in general meeting from time to time."
- 11.3. Filing fees and stamp duty, if any, paid by the Transferor Companies on its authorised share capital shall be set off and be deemed to have been so paid by the Transferee Company on the combined authorised share capital. The Transferee Company shall not be required to pay the stamp duty to the extent set off for its increased authorised share capital and accordingly, the Transferee Company shall be required to pay only the balance fee stamp duty in relation to its increased authorised share capital after setting off the fees and stamp duty already paid by the Transferor Companies on its authorised share capital. If any further increase of authorised capital is required to issue any shares by the Transferee Company pursuant to the Scheme, the Transferee Company agrees to pass all resolutions as may be necessary for the said purpose in accordance with law and pay all stamp duty and fee in relation to such increase.
- 11.4. The approval of this Scheme under Sections 230 to 232 of the Act by the shareholders of the Transferee Company, whether at a meeting or otherwise, shall be deemed to be and have the approvals under Section 13, 14, 61, 64 of the Act and other applicable provisions of the Act and other consents

and approvals required in this regard to give effect to the increase in authorized capital as contemplated in Clause 11.1.

13. ACCOUNTING TREATMENT

Amalgamation of Transferor Companies with the Transferee Company:

Upon the Scheme becoming effective and with effect from the Appointed Date, the Transferee Company shall account for the transfer and vesting of the assets, liabilities and reserves of the Transferor Companies in its books of accounts as a common control business combination as per "Pooling of Interest Method" prescribed under the Indian Accounting Standard Ind-AS 103 - "Business Combination" notified under Section 133 of the Act read with relevant rules issued thereunder and other applicable Accounting Standards provided under the Act, specifically:

- a. All the income, expenses, assets, liabilities and reserves in the books of the Transferor Companies shall stand transferred to and vested in the Transferee Company pursuant to the scheme and shall be recorded at their carrying amounts as appearing in the books of the Transferor Companies, from the earliest period presented in the financial statements i.e. the financial information in the financial statements in respect of prior periods will be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination.
- b. The identity of the reserves shall be preserved and shall appear in the books of the Transferee Company in the same form in which they appeared in the books of the Transferor Companies.
- c. The Transferee Company shall credit to its Share Capital Account, the aggregate face value of the shares issued by it pursuant to Clause 10 of this Scheme.
- d. Upon the Scheme coming into effect, the surplus/deficit, if any, of the net value of assets, liabilities and reserves of the Transferor Companies acquired and recorded by the Transferee Company in terms of Sub-Clause (a) over the face value of the shares issued and allotted pursuant to Clause 10, shall be adjusted in "Capital Reserve Account" in the financial statements of the Transferee Company.
- e. The inter-company investments, loans, advances, deposits, balances unpaid dividend or other obligations between the Transferee Company and the Transferor Companies, if any appearing in the books of the Transferee

Company shall stand cancelled and there shall be no further obligation in that behalf.

- f. The Transferee Company shall record in its books of account, all transactions of the Transferor Companies in respect of assets, liabilities, income and expenses, from Appointed Date to the Effective Date.
- g. In case of any differences in accounting policies between the Transferor Companies and the Transferee Company, the accounting policies followed by the Transferee Company shall prevail to ensure that the financial statements reflect the financial position based on consistent accounting policies.
- h. Notwithstanding the above accounting treatment, the Board of Directors of the Transferee Company are authorized to account for any of these transactions / balances in any manner whatsoever, as may be deemed fit, in accordance with applicable Indian Accounting Standards notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and generally accepted accounting principles adopted in India.
- i. Transferor Companies will cease to exist pursuant to the Scheme coming into effect and consequently no accounting will be required in the books of Transferor Companies. Accordingly, no accounting treatment in the books of the Transferor Companies is stated in this Scheme.

15. CONDUCT OF BUSINESS UNTIL AND AFTER EFFECTIVE DATE

15.1. Transferor Company as Trustee

With effect from the Appointed Date and up to and including Effective Date, the Transferor Companies shall carry on and shall be deemed to have carried on all their business and activities as hitherto and shall hold and stand possessed of and shall be deemed to have held and stood possessed on account of and for the benefit of and in trust for, the Transferee Company, as the Transferee Company is taking over the business as a going concern. The Transferor Companies shall preserve and carry on their business and activities with reasonable diligence and business prudence and shall neither undertake any additional financial commitments of any nature whatsoever, borrow any amounts nor incur any other liabilities or expenditure, issue any additional guarantees, indemnities, letters of comfort or commitments either for themselves or on

behalf of any third parties, sell, transfer, alienate, charge, mortgage or encumber or deal with the assets of the Undertakings of the Transferor Companies or any part thereof other than in the ordinary course of business as carried on by them as on the date of filing of this Scheme with the NCLT or with the written consent of the Transferee Company.

19. DISSOLUTION OF THE TRANSFEROR COMPANIES

Upon the Scheme being sanctioned by an Order made by the Tribunal under Sections 230 to 232 of the Act, the Transferor Companies shall stand dissolved without winding up on the Scheme becoming

23. SCHEME CONDITIONAL ON APPROVALS/SANCTIONS

The Scheme is conditional upon and subject to:

- 23.1. Receipt of approval of the Scheme by the Stock Exchanges and Securities and Exchange Board of India, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time, wherever applicable.
- 23.2. The approval by the requisite majorities of the respective members and/or creditors (where applicable) of the Transferor Companies and/or the Transferee Company, if directed by the NCLT or any other competent authority, as may be applicable.
- 23.3. The scheme is conditional upon approval by the public shareholders of the Transferor Companies and the Transferee Company through e-voting in terms of Part - I (A)(10)(a) of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, and the scheme shall be acted upon only if vote cast by the public shareholders of the Transferor Companies and Transferee Company in favour of the proposal are more than the number of votes cast by the public shareholders of the Transferor Companies and the Transferee Company respectively against it.
- 23.4. The sanction of the Scheme by the NCLT under Sections 230 to 232 and other applicable provisions, if any, of the Act.
- 23.5. All other sanctions and approvals as may be required by law in respect of this Scheme being obtained.

THE EXTRACT OF THE SALIENT FEATURES AS SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME OF AMALGAMATION AS ARE STATUTORILY REQUIRED TO BE INCLUDED IN THIS EXPLANATORY STATEMENT, THE MEMBERS ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME OF AMALGAMATION (ANNEXED HEREWITH) TO GET FULLY ACQUAINTED WITH THE PROVISIONS THEREOF AND THE RATIONALE AND OBJECTIVES OF THE PROPOSED SCHEME OF AMALGAMATION.

10.3. Valuation Report and Fairness Opinion(s)

10.3.1. M/s. PwC Business Consulting Services LLP, a Registered Valuer (Securities or Financial Assets) IBBI Registration No. – IBBI/RV-E/02/2022/158 and M/s. Bansi S. Mehta Valuers LLP, a Registered Valuer (Securities or Financial Assets) IBBI Registration No. – IBBI/RV-E/06/2022/172 vide their joint valuation report dated February 09, 2024 (hereinafter referred to as '**Joint Valuation Report**') recommended to the Board of Directors of Participating Companies, the share exchange ratio in which equity shares of the Transferee Company should be issued to the shareholders of the Transferor Company – 1 and Transferor Company – 2. A copy of the Valuation Report issued by the M/s. PwC Business Consulting Services LLP & M/s. Bansi S. Mehta Valuers LLP is available as **Annexure** to this notice.

10.3.2. Fairness Opinion(s) dated February 09, 2024 on the Joint Valuation Report of M/s. PwC Business Consulting Services LLP & M/s. Bansi S. Mehta Valuers LLP was obtained from following SEBI Registered Merchant Bankers:

- a) M/s. Centrum Capital Limited for Transferor Company 1;
- b) M/s. Motilal Oswal Investment Advisors Limited for Transferor Company 2;
- c) M/s. Axis Capital Limited for Transferee Company.

The copy of above Fairness Opinion(s) are available as **Annexure** to this notice.

10.3.3. The copies of the said Valuation Report, Fairness Opinion(s) and other documents submitted to the Stock Exchange are also displayed on the website of the Participating Companies at www.ranegroup.com, the website of National Stock Exchange of India Limited, the designated stock exchange where the shares of the Participating Companies are listed, in terms of the Securities and Exchange Board of India circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and the same are available for inspection at the registered office of the Company.

11. Effect of the Scheme

a) Directors / Key Managerial Personnel

Pursuant to the Scheme becoming effective, the Transferor Company 1 and Transferor Company 2 will be dissolved without winding up. Therefore, the office of the existing directors / KMPs of these Companies will cease on dissolution.

L Ganesh and Harish Lakshman, Directors of the Company are also interested by virtue of their direct / indirect shareholding in the Companies involved in the Scheme.

Except the above, there is no impact of the Scheme on other Director / KMPs of the Company, except to the extent of share held by them, if any, in the Companies.

b) Promoters & Non-Promoter members

The Promoters and Non-Promoters of the Participating Companies may be affected only to the extent of their shareholding in the Companies. Promoters and Promoter Group entities of the Company holding shares in Transferor Company 1 and Transferor Company 2 would receive shares in the Transferee Company based on share

swap ratio in the Scheme, in respect of their shareholding in the Transferor Companies.

Upon the Scheme becoming effective, in addition to the existing Promoters of the Transferee Company, Nisshinbo Holdings Inc., Japan (Promoter of Transferor Company 2), Ganesh L & Meenakshi Ganesh, Lakshman L & Pushpa Lakshman, Pushpa Lakshman & Lakshman L (Promoters of Transferor Company 1 & 2) will be classified as a part of the Promoter / Promoter Group of the Transferee Company.

c) Creditors

There is no impact of the Scheme on creditors of the Company as the Scheme does not envisage any arrangement with creditors.

Further, none of the creditors have any interest in the Draft Scheme except to the extent of shares held by them, if any, in any of the Companies.

As provided in the Scheme, upon the Scheme coming into effect all the liabilities of the Transferor Companies stand transferred and vested with Transferee Company.

d) Employee of the Company

As envisaged in Part III of the Scheme, all staff and employees of the Transferor Company shall become employees of the Transferee Company, without any interruption in service, on terms and conditions no less favourable than those on which they are engaged by the Transferor Company. Further, the employees engaged in the Transferee Company will continue to be employees of the Transferee Company on the same terms and conditions as before.

e) Depositors, Deposit Trustee, Debenture Holders and Debenture Trustee

As there are no depositors, deposit trustee, debenture holders and debenture trustee in the Participating Companies, the effect of the Scheme on them do not arise.

12. Capital / Debt Restructuring

The Scheme does not envisage any capital/ debt restructuring. Upon the Scheme becoming effective, the existing issued and paid-up equity shareholding of the Transferor Company 1 & Transferor Company 2 shall stand cancelled and extinguished in accordance with the Scheme. Further, the authorized share capital of the Transferor Company 1 & Transferor Company 2 shall stand be transferred to and combined with the authorized share capital of the Transferee Company, as also mentioned in the clause 11 of the Scheme.

13. Amount due to Unsecured Creditors

The amount due to unsecured creditors by the Transferor Company 1, Transferor Company 2 and Transferee Company, as on August 10, 2024 are as follows:

Company	Amount due (Rs. in Lakhs)
Rane Engine Valve Limited	6,411.58
Rane Brake Lining Limited	7,519.83
Rane (Madras) Limited	33,370.52

14. Effect on material interest of Directors, Key Managerial Personnel and Debenture Trustee

The Directors / KMPs of the respective Participating companies may be deemed to be interested in the Scheme only to the extent of their respective Directorship / shareholding (if any) in the respective Participating companies. The statement indicating the shareholding of the Directors and Key Managerial Personnel in the Participating companies is available in the explanatory statement.

As of date, no debentures have been issued by any of the Participating companies, and hence, the effect of the Scheme of Amalgamation on Debenture Trustee does not arise.

15. Details of Shareholding of Directors / Key Managerial Personnel

The details of the present Directors, Key Managerial Personnel of the Participating Companies and their shareholding as on September 30, 2024, are as under:

Name of the Director (DIN) & Key Managerial Personnel	Position	Equity Shares held in*		
		Rane Engine Valve Limited ('Transferor Company 1')	Rane Brake Lining Limited ('Transferor Company 2')	Rane (Madras) Limited ('Transferee Company')
Rane Engine Valve Limited ('Transferor Company 1')				
Mr. Ganesh Lakshminarayan (00012583)	Non-Executive Chairman	135	100	839
Mr. Harish Lakshman (00012602)	Non-Executive Director	100	100	750
Mr. Ramesh Rajan Natarajan (01628318)	Independent Director	-	-	-
Mr. Pradip Kumar Bishnoi (00732640)	Independent Director	-	-	-
Mr. Vikram Taranath Hosangady (09574769)	Non-Executive Director	-	-	-
Ms. Vasudha Sundararaman (06609400)	Independent Director	-	-	-
Dr. S Rajkumar	Manager	-	-	-
Mr. V K Vijayaraghavan	Chief Financial Officer	-	-	-
Mr. S Anand	Company Secretary	-	-	-
Rane Brake Lining Limited ('Transferor Company 2')				
Mr. Ganesh Lakshminarayan (00012583)	Non-Executive Chairman	135	100	839
Mr. Harish Lakshman (00012602)	Non-Executive Director	100	100	750
Mr. Ashok Malhotra (00029017)	Independent Director	-	-	-
Mr. C N Srivatsan (00002194)	Independent Director	-	-	-
Dr. Brinda Jagirdar (06979864)	Independent Director	-	-	-
Mr. Yasuji Ishii (08078748)	Nominee Director	-	-	-
Mr. R Balakrishnan	Manager	-	-	-
Mr. M A P Sridhar Kumar	Chief Financial Officer	-	-	-
Mr. Venkatraman	Company Secretary	-	-	-
Rane (Madras) Limited ('Transferee Company')				
Mr. Ganesh Lakshminarayan (00012583)	Non-Executive Chairman	135	100	839
Mr. Harish Lakshman (00012602)	Non-Executive Director	100	100	750
Mr. Ramesh Rajan Natarajan (01628318)	Independent Director	-	-	-
Mr. Pradip Kumar Bishnoi (00732640)	Independent Director	-	-	-
Mr. Vikram Taranath Hosangady (09574769)	Non-Executive Director	-	-	-
Ms. Vasudha Sundararaman (06609400)	Independent Director	-	-	-
Ms. Gowri Kailasam	Manager	-	-	-
Mr. B Gnanasambandam	Chief Financial Officer	-	-	-
Ms. S Subha Shree	Company Secretary	-	-	-

*Includes joint holding, if any

16. Requirements as per Para 9 of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023

16.1. Pursuant to the Securities and Exchange Board (“SEBI”) circular SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 (the “SEBI Circular”) read with Regulation 37 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR Regulations’) the Participating Companies had applied to Bombay Stock Exchange Limited (BSE), Designated Stock Exchange and National Stock Exchange of India Limited (NSE) for seeking their No objection to the proposed Scheme. BSE and NSE, had vide their letters dated July 18, 2024, have conveyed “no adverse observations / no-objection” to the Scheme. The letters are available on the website of the Companies www.ranegroup.com and in the **Annexures** to the notice.

16.2. The Scheme of Amalgamation along with related documents are hosted on the websites of the Participating Companies, BSE, NSE. The Participating Companies have received **no complaint / comment** and accordingly the complaints report (indicating Nil complaints) was filed with the BSE and NSE and was taken on record by Stock Exchanges. A copy of the said Complaints Report filed with BSE & NSE are available on the website of the Companies www.ranegroup.com and in the **Annexures** to the notice.

16.3. Compliance Report as per the SEBI prescribed format duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards for the Participating Companies is available on the website of the Companies www.ranegroup.com and in the **Annexures** to the notice.

16.4. The Participating Companies have obtained Fairness Opinion from the following SEBI Registered Merchant bankers for the joint valuation done by M/s. PwC Business Consulting Services LLP, Registered Valuer having IBBI Registration number IBBI/RV-E/02/2022/158 and M/s. Bansi S. Mehta

Valuers LLP, Registered Valuer having IBBI Registration number IBBI/RV-E/06/2022/172:

- d) M/s. Centrum Capital Limited for Transferor Company 1;
- e) M/s. Motilal Oswal Investment Advisors Limited for Transferor Company 2;
- f) M/s. Axis Capital Limited for Transferee Company.

The Fairness Opinion for the Participating Companies are available on the website of the Companies www.ranegroup.com and in the **Annexures** to the notice.

16.5. Pre and Post Amalgamation Capital Structure

16.5.1. The Pre-amalgamation capital structure of the Participating Companies have already been provided elsewhere in this Statement.

16.5.2. The Post Amalgamation capital structure of the Participating Companies is as follows:

- a. Transferor Company 1: Rane Engine Valve Limited Upon the Scheme of Amalgamation becoming operative, Rane Engine Valve Limited shall stand automatically dissolved without winding-up.
- b. Transferor Company 2: Rane Brake Lining Limited Upon the Scheme of Amalgamation becoming operative, Rane Brake Lining Limited shall stand automatically dissolved without winding-up.
- c. Transferee Company: Rane (Madras) Limited

Particulars	Amount in Rs.
Authorised Share Capital:	
4,73,50,000 Equity Shares of Rs.10/- each	47,35,00,000/-
1,06,50,000 Preference Shares of Rs.10/- each	10,65,00,000/-
Total	58,00,00,000/-
2,76,37,137 Equity Shares of Rs.10/- each	27,63,71,370/-
Total	27,63,71,370/-

16.6. Pre and Post-Amalgamation Shareholding Pattern

16.6.1. The expected pre and post Scheme shareholding pattern of the Transferor Company 1 as on September 30, 2024 is as follows:

Particulars	Pre		Post	
	Shares	% of holding	Shares	% of holding
A. Promoters				
(1) Indian				
(a) Individual/HUF	1,874	0.03	-	-
(b) Central Government	-	-	-	-
(c) State Government(s)	-	-	-	-
(d) Bodies Corp.	42,16,951	58.29	-	-
(e) Banks/FI	-	-	-	-
(f) Any Other	-	-	-	-
Sub-total (A)(1)	42,18,825	58.32	-	-
(2) Foreign	-	-	-	-
Sub-total (A)(2)	-	-	-	-
Total Shareholding of Promoters (A)=(A) (1)+(A)(2)	42,18,825	58.32	-	-
B. Public Shareholding				
(1) Institutions	10,538	0.15	-	-
Sub-total (B)(1)	10,538	0.15	-	-
(2) Non-Institutions	30,05,092	41.54	-	-
Sub-total (B)(2)	30,05,092	41.54	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	30,15,630	41.68	-	-
C. Shares Held by Custodian for GDRs & ADRs	-	-	-	-
Grand Total (A+B+C)	72,34,455	100.00	-	-

Note: Upon the Scheme of Amalgamation becoming operative, Rane Engine Valve Limited shall stand automatically dissolved without winding-up.

16.6.2. The expected pre and post Scheme shareholding pattern of the Transferor Company 2 as on September 30, 2024 is as follows:

Particulars	Pre		Post	
	Shares	% of holding	Shares	% of holding
A. Promoters				
(1) Indian				
(a) Individual/HUF	300	0.01	-	-
(b) Central Government	-	-	-	-
(c) State Government(s)	-	-	-	-
(d) Bodies Corp.	38,67,440	50.03	-	-
(e) Banks/FI	-	-	-	-
(f) Any Other	-	-	-	-
Sub-total (A)(1)	38,67,890	50.04	-	-
(2) Foreign	16,14,649	20.89	-	-
Sub-total (A)(2)	16,14,649	20.89	-	-
Total Shareholding of Promoters (A)=(A) (1)+(A)(2)	54,82,539	70.93	-	-
B. Public Shareholding				
(1) Institutions	2,73,964	3.54	-	-
Sub-total (B)(1)	2,73,964	3.54	-	-
(2) Non-Institutions	19,73,368	25.53	-	-
Sub-total (B)(2)	19,73,368	25.53	-	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	22,47,332	29.07	-	-
C. Shares Held by Custodian for GDRs & ADRs	-	-	-	-
Grand Total (A+B+C)	77,29,871	100.00	-	-

Note:

Upon the Scheme of Amalgamation becoming operative, Rane Brake Lining Limited shall stand automatically dissolved without winding-up.

16.7. The expected pre and post Scheme shareholding pattern of the Transferee Company as on September 30, 2024 is as follows:

Particulars	Pre		Post	
	Shares	% of holding	Shares	% of holding
A. Promoters				
(1) Indian				
(a) Individual/HUF	65,928	0.40	67,235	0.24
(b) Central Government	-	-	-	-
(c) State Government(s)	-	-	-	-
(d) Bodies Corp.	1,16,72,774	71.77	1,76,31,213	63.80
(e) Banks/FI	-	-	-	-
(f) Any Other	-	-	-	-
Sub-total (A)(1)	1,17,38,702	72.17	1,76,98,448	64.04
(2) Foreign	77,253	0.47	17,72,634	6.06
Sub-total (A)(2)	77,253	0.47	17,72,634	6.06
Total Shareholding of Promoters (A)=(A) (1)+(A)(2)	1,18,15,955	72.65	1,94,71,082	70.45
B. Public Shareholding				
(1) Institutions	55,832	0.34	3,48,236	1.26
Sub-total (B)(1)	55,832	0.34	3,48,236	1.26
(2) Non-Institutions	43,93,480	27.01	78,17,819	28.29
Sub-total (B)(2)	43,93,480	27.01	78,17,819	28.29
Total Public Shareholding (B)=(B)(1)+(B)(2)	44,49,312	27.35	81,66,055	29.55
C. Shares Held by Custodian for GDRs & ADRs	-	-	-	-
Grand Total (A+B+C)	1,62,65,267	100.00	2,76,37,137	100.00

Note:

- The above calculations have been made notionally taking into account the shareholding patterns of the concerned entities as on September 30, 2024. Actual number of shares may vary depending upon the shareholding pattern of each entity as on the Record Date as per the Scheme.
- Actual number of shares may vary as per the shareholding pattern of the Transferee Company/ Amalgamating Company as on the Record Date as per the Scheme due to treatment of fractional entitlements that may arise to the shareholders of the Transferee Company/ Amalgamating Company basis the Share Exchange Ratio as per the Scheme.

17. Additional disclosures as required by Observation letter of BSE and NSE

17.1. Need for the merger, Rationale of the scheme, Synergies of business of the entities involved in the scheme, Impact of the scheme on the shareholders and cost benefit analysis of the scheme.

Need for the merger:

- The Management(s) of the Participating Companies are of the view that the amalgamation of REVL and RBL with and into RML will simplify the group structure.
- The merged entity will benefit from economies of scale by pooling of resources, increase in product offerings thereby diversifying its revenue stream.
- Creation of a larger listed entity further increases flexibility to raise capital for growth pursuits, both organic and inorganic.

- Consolidation of businesses under the amalgamation would result in pooling of financial, managerial, technical and human resources, thereby creating a stronger base for future growth and value accretion for all stakeholders that would aid unlocking intrinsic value of assets.

Rationale of the scheme:

- Part III of the Scheme deals with the Amalgamation of the Transferor Companies with and into the Transferee Company. The proposed scheme would be in best interest of the Companies and their respective shareholders, employees, creditors and other stakeholders as the proposed reorganization pursuant to this Scheme is expected, inter alia, to yield advantages as set out below:

- a) The companies to the scheme viz., the Transferor Companies and the Transferee Company are engaged in the manufacturing of auto components parts such as steering gears, braking products, engine valves, etc. and are subject to the same industry risk. Hence, consolidation of all operating businesses under a single listed entity will simplify the group structure.
 - b) Consolidation of shareholdings in a single listed entity will align interests of all the shareholder groups and allow them to participate in the growth prospects of a larger diversified auto component player.
 - c) Integration of businesses under a common unified platform will enable more coordinated and comprehensive business management with greater focus and attention.
 - d) Amalgamation will help achieve revenue and cost synergies and enhance operational, organizational and financial efficiencies from increase in scale of operations. Further, the merged entity will benefit from economies of scale by pooling resources.
 - e) The amalgamation will increase product offerings of the combined entity and will diversify its revenue stream.
 - f) Unified approach on customer engagement and service delivery, supply chain management, procurement etc. would enhance operational and financial synergies.
 - g) Optimization of support and administration functions.
 - h) Consolidation of funds and resources would lead to improved availability of capital which could be allocated more efficiently / optimally to pursue growth opportunities under the respective businesses.
 - i) Improved organization capability and leadership, arising from pooling of human capital.
- 2) The Management of the respective Participating Companies are of the view that this Scheme is in the best interest of the shareholders, employees, creditors and other stakeholders of the respective Participating Companies.
- Synergies of business of the entities involved in the scheme**
- a) Amalgamation will help achieve revenue and cost synergies and enhance operational, organizational and financial efficiencies from increase in scale of operations.
 - b) Unified approach on customer engagement and service delivery, supply chain management, procurement etc. would enhance operational and financial synergies.
 - c) Improved organization capability and leadership, arising from pooling of human capital in areas such as engineering, R&D teams, etc. that has diverse skills, talent and vast experience.
- Impact of the scheme on the shareholders**
- Pursuant to the scheme, shareholders of the Transferor Company 1 and Transferor Company 2 will receive equity shares in the Transferee Company in accordance with Clause 10 of the Scheme.
- Further, the existing equity share capital of the Transferor Company 1 and Transferor Company 2 held by the Transferee Company (if any), shall stand cancelled in terms of the Scheme.
- The Scheme is in the best interests of the Company and its shareholders. The impact of the Scheme on the shareholders, including, the public shareholders would be the same in all respects and no shareholder is expected to have any disproportionate advantage or disadvantage in any manner. The Scheme is not in any manner prejudicial or against public interest and would serve the interest of all shareholders, creditors or any other stakeholders.

Cost benefit analysis of the scheme

- a) The amalgamation will enable wider product profile which will enhance Transferee Company's potential to garner increased share of business from OEMs through cross selling to a larger customer set and thereby creating greater value.
- b) Reduction in management overlap, legal & regulatory compliances, optimization of support and administration functions would result in cost savings.
- c) Consolidation of businesses under the amalgamation would result in pooling of financial, managerial, technical and human resources, thereby creating a stronger base for future growth and value accretion for all stakeholders that would aid unlocking intrinsic value of assets
- d) The Transferee Company would issue its equity shares as consideration to the shareholders of the Transferor Company 1 and Transferor Company 2 and as such

there will be no cash outflow of resources from the Transferee Company. Apart from the cost of implementation of the Scheme, including payment of stamp duty, there are no additional costs involved for the proposed Scheme.

- e) The proposed Scheme will also benefit the shareholders directly, as the costs incurred towards the implementation of the Scheme foreshadows the long-run benefit, to be derived by the shareholders that can be derived by achieving strategic & operational efficiency. The expected benefits, pursuant to the proposed Scheme, would offset the impact of such cost.

17.2. Value of Assets and liabilities of REVL and RBL that are being transferred to RML and Post- Merger Balance sheet of RML

Value of Assets and liabilities as on March 31, 2024 of REVL and RBL that are being transferred to RML

Particulars	Rs. In Crores		
	REVL	RBL	Total
ASSETS			
Non-current assets			
Property, plant and equipment	86.43	125.71	212.14
Capital work-in-progress	10.92	7.00	17.92
Right-of-use assets	0.40	0.58	0.98
Goodwill	-	-	-
Other intangible assets	0.40	0.65	1.05
Financial assets			-
- Investments	2.87	1.90	4.77
- Other financial assets	5.19	4.29	9.48
Deferred tax assets, net	31.25	-	31.25
Income tax assets, net	2.21	4.12	6.33
Other non-current assets	1.17	2.19	3.36
Total non-current assets	140.84	146.44	287.28
Current assets			
Inventories	87.30	93.50	180.80
Financial assets			-
- Investments	-	4.06	4.06
- Trade receivables	113.76	147.04	260.80
- Cash and cash equivalents	2.45	3.86	6.31
- Bank balances other than cash and cash equivalents above	0.03	0.41	0.44
- Loans	-	-	-

Rs. In Crores

Particulars	REVL	RBL	Total
- Other financial assets	3.50	0.71	4.21
Other current assets	5.95	4.70	10.65
Total current assets	212.99	254.28	467.27
TOTAL ASSETS	353.83	400.72	754.55
EQUITY AND LIABILITIES			
Equity			
Equity share capital	7.23	7.73	14.96
Other equity	113.58	273.35	386.93
Total Equity	120.81	281.08	401.89
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	42.78	-	42.78
- Lease liabilities	0.28	0.47	0.75
- Other financial liabilities	0.98	0.62	1.60
Provisions	12.01	4.40	16.41
Deferred tax liabilities, net	-	1.21	1.21
Other non-current liabilities	0.13	0.32	0.45
Total non-current liabilities	56.18	7.02	63.20
Current liabilities			
Financial liabilities			
- Borrowings	78.98	-	78.98
- Lease liabilities	0.14	0.16	0.30
- Trade payables			-
Total outstanding dues of micro enterprises and small enterprises	6.57	19.32	25.89
Total outstanding dues of creditors other than micro enterprises and small enterprises	72.00	43.83	115.83
- Other financial liabilities	12.23	25.61	37.84
Other current liabilities	3.38	18.31	21.69
Provisions	3.54	5.09	8.63
Current tax liabilities, net	-	0.30	0.30
Total current liabilities	176.84	112.62	289.46
Total liabilities	233.02	119.64	352.66
TOTAL EQUITY AND LIABILITIES	353.83	400.72	754.55

Post- Merger Balance sheet of RML is as follows

Consolidated Balance Sheet as at March 31, 2024 pursuant to merger of REVL, RBL into RML						
Rs. In Crores						
Particulars	RML	REVL	RBL	Total	Eliminations / Adjustment	Grand Total
Property, plant and equipment	420.73	86.43	125.71	632.87		632.87
Capital work-in-progress	27.34	10.92	7.00	45.26		45.26
Right-of-use assets	26.51	0.40	0.58	27.49		27.49
Goodwill	4.63	-	-	4.63		4.63
Other intangible assets	1.29	0.40	0.65	2.34		2.34
Financial assets						
- Investments	1.92	2.87	1.90	6.69		6.69
- Other financial assets	7.31	5.19	4.29	16.79		16.79
Deferred tax assets, net	110.58	31.25	-	141.83		141.83

Consolidated Balance Sheet as at March 31, 2024 pursuant to merger of REVL, RBL into RML						
Rs. In Crores						
Particulars	RML	REVL	RBL	Total	Eliminations / Adjustment	Grand Total
Income tax assets, net	41.89	2.21	4.12	48.22		48.22
Other non-current assets	27.06	1.17	2.19	30.42		30.42
Total non-current assets	669.26	140.84	146.44	956.54	-	956.54
Inventories	240.57	87.30	93.50	421.37	(0.03) *	421.34
Financial assets						
- Investments	-	-	4.06	4.06		4.06
- Trade receivables	339.30	113.76	147.04	600.10	(0.85)\$	599.24
- Cash and cash equivalents	23.53	2.45	3.86	29.84		29.84
- Bank balances other than cash and cash equivalents above	0.08	0.03	0.41	0.52		0.52
- Loans	0.09	-	-	0.09		0.09
- Other financial assets	28.51	3.50	0.71	32.72		32.72
Other current assets	67.82	5.95	4.70	78.47		78.47
Total current assets	699.90	212.99	254.28	1,167.17	(0.88)	1,166.28
TOTAL ASSETS	1,369.16	353.83	400.72	2,123.72	(0.88)	2,122.84
Equity share capital	16.27	7.23	7.73	31.23	(3.60) #	27.64
Other equity	239.69	113.58	273.35	626.62	3.57 #*	630.19
Total Equity	255.96	120.81	281.08	657.85	(0.03)	657.82
Financial liabilities						
- Borrowings	262.20	42.78	-	304.98		304.98
- Lease liabilities	23.55	0.28	0.47	24.30		24.30
- Other financial liabilities	-	0.98	0.62	1.60		1.60
Provisions	8.73	12.01	4.40	25.14		25.14
Deferred tax liabilities, net	-	-	1.21	1.21		1.21
Other non-current liabilities	3.34	0.13	0.32	3.79		3.79
Total non-current liabilities	297.82	56.18	7.02	361.02	-	361.02
Current liabilities						
Financial liabilities						
- Borrowings	438.50	78.98	-	517.48		517.48
- Lease liabilities	4.17	0.14	0.16	4.47		4.47
- Trade payables						
Total outstanding dues of micro enterprises and small enterprises	2.30	6.57	19.32	28.19		28.19
Total outstanding dues of creditors other than micro enterprises and small enterprises	282.85	72.00	43.83	398.68	(0.85)\$	397.83
- Other financial liabilities	43.24	12.23	25.61	81.08		81.08
Other current liabilities	26.47	3.38	18.31	48.16		48.16
Provisions	17.85	3.54	5.09	26.48		26.48
Current tax liabilities, net	-	-	0.30	0.30		0.30
Total current liabilities	815.38	176.84	112.62	1,104.84	(0.85)	1,103.99
Total liabilities	1,113.20	233.02	119.64	1,465.87	(0.85)	1,465.01
TOTAL EQUITY AND LIABILITIES	1,369.16	353.83	400.72	2,123.72	(0.88)	2,122.84

Note:

* represents unrealised gain on closing stock lying in the books of RML as on 31st March 2024, which was earlier purchased from REVL and RBL

\$ represents intercompany receivables / payables

represents capital reserve as per Ind AS on account of issue of shares pursuant to the scheme of arrangement

#* represents net effect towards increase in other equity for Rs. 3.60 Cr on account of issue of shares pursuant to the scheme and the effect of reversal of the unrealised gain on closing stock to the tune of Rs. 0.03 Cr.

17.3. Detailed reasons as to how the scheme will be beneficial to shareholders of RML.

The various benefits available to the public shareholders of RML post consolidation of business are provided in detail below:

1. Currently the three companies which are part of the merger are all within the same auto component manufacturing business. However, they are housed under three different entities.

The proposed reorganization brings together all listed entities under a consolidated platform of auto component manufacturing and are subject to same industry risk. Consolidation into one entity allows the public shareholders to participate in the growth story of a larger diversified auto component player.

2. The aftermarket business of the three companies are being undertaken individually through their own teams and distribution channels for serving the customers. The integration of all the aftermarket business under a single entity will open up growth opportunities for the combined entity. The pooling of resources through consolidated business development efforts will result in increased revenue.
3. Merging the entities will help better utilisation of assets across the companies resulting in optimum capex spending and enhanced capacity utilisation. The merger would lead to improved availability of capital, which could be employed efficiently to pursue growth opportunities of the combined business. Merging of businesses will enable more co-ordinated and comprehensive management with greater focus and attention and improve organizational capabilities from pooling of human capital. The merged entity will thus benefit from increased operational, financial and organizational efficiencies.

4. The merger will help achieve cost synergies through increased product offerings, uniform approach on customer engagement and service delivery, supply chain management, procurement and optimization of support & administration functions.

Thus, the consolidation of business is expected to benefit the public shareholders of the RML.

17.4. Rationale for addition of promoters pursuant to scheme in RML.

By virtue of share exchange ratio mentioned in Para 10.1. of the Scheme, the Promoters of Transferor Companies 1 & 2 automatically receive shares in the Transferee Company.

The following Promoters of REVL & RBL will be forming part of Promoter & Promoter Group of RML:

Sl. No.	Name	Remarks
1.	Nisshinbo Holdings Inc.	Promoter of Rane Brake Lining Limited
2.	Ganesh L & Meenakshi Ganesh	Promoter of Rane Brake Lining Limited & Rane Engine Valve Limited
3.	Lakshman L & Pushpa Lakshman	Promoter of Rane Brake Lining Limited & Rane Engine Valve Limited
4.	Pushpa Lakshman & Lakshman L	Promoter of Rane Brake Lining Limited & Rane Engine Valve Limited

17.5. Impact of scheme on revenue generating capacity of RML.

The Scheme will have a positive effect on RML (Transferee Company) and will result in an increase in revenue and profitability due to the following contributing factors:

- i) Aggregation of the business of the Participating companies will lead to increase in topline. The combined entity will be able to access the market and bid for further business as a larger entity.

- ii) RML has better access to export markets. The combined entity will thus be able to tap the export market with additional product offerings from the friction material division and engine valve division.
- iii) Increased contribution by the aftermarket business in the combined entity, wherein the different businesses can rely upon each other's dealer base to push products in varied geographies and regions.
- iv) The higher sales growth will result in better absorption of fixed costs resulting in improved profitability.
- v) The sales growth will also make it possible for better utilisation of fixed assets and as a consequence of the above factors translate to an increase in Free Cash flow.
- vi) In addition to the above, the combined entity will benefit from operating leverage, because of scale and economies in direct/indirect material procurement and logistics costs due to better negotiation power. This benefit is expected to translate into increase in profitability because of savings in administrative, procurement and other fixed costs.

18. Inspection of Documents

The following documents will be available for inspection at the Registered Office of the Company, during working hours between 10:30 A.M. to 12:30 P.M., up to 1 (One) day prior to the date of meeting. An advance intimation by email to the Company to be sent to investorservices@ranegroup.com.

- a) Certified copy of the Order of the Hon'ble National Company Law Tribunal, Chennai Bench dated September 25, 2024 passed in Company Application No. CA(CAA)/51(CHE)/2024 read with IA/(CA)/190/CHE/2024 &

IA/(CA)/191/CHE/2024 dated October 01, 2024 directing the Applicant Companies to convene separate meeting of Equity Shareholders and Unsecured Creditors of Rane Engine Valve Limited, Rane Brake Lining Limited and Rane (Madras) Limited.

- b) Copy of the Observation Letter dated July 18, 2024 received from the Bombay Stock Exchange Limited and National Stock Exchange of India Limited.
- c) Scheme of Amalgamation between Rane Engine Valve Limited, Rane Brake Lining Limited and Rane (Madras) Limited.
- d) Copy of the Audit Committee Report dated February 09, 2024 of Rane Engine Valve Limited, Rane Brake Lining Limited and Rane (Madras) Limited.
- e) Copy of report by Independent Directors dated February 09, 2024 of Rane Engine Valve Limited, Rane Brake Lining Limited and Rane (Madras) Limited.
- f) Report adopted by the Board of Directors of the Participating Companies as required under Section 232(2)(c) of the Companies Act, 2013 of Rane Engine Valve Limited, Rane Brake Lining Limited and Rane (Madras) Limited.
- g) Copies of the Resolutions passed by the respective Board of Directors of Rane Engine Valve Limited, Rane Brake Lining Limited and Rane (Madras) Limited on February 09, 2024.
- h) Copy of the Joint Valuation Report providing for the Share Exchange Ratio dated February 09, 2024 issued by M/s. PwC Business Consulting Services LLP, a Registered Valuer (Securities or Financial Assets) IBBI

Registration No. – IBBI/RV-E/02/2022/158 and M/s. Bansil S. Mehta Valuers LLP, a Registered Valuer (Securities or Financial Assets) IBBI Registration No. – IBBI/RV-E/06/2022/172.

- i) Copy of the Fairness opinion report issued by M/s. Centrum Capital Limited, a SEBI registered Category-I Merchant Bankers dated February 09, 2024 to Rane Engine Valve Limited.
- j) Copy of the Fairness opinion report issued by M/s. Motilal Oswal Investment Advisors Limited, a SEBI registered Category-I Merchant Bankers dated February 09, 2024 to Rane Brake Lining Limited.
- k) Copy of the Fairness opinion report issued by M/s. Axis Capital Limited, a SEBI registered Category-I Merchant Bankers dated February 09, 2024 to Rane (Madras) Limited.
- l) Copy of the Statutory Auditor's certificate confirming that the accounting treatment provided in the Scheme is in compliance with Section 133 of the Companies Act, 2013 issued by:
 - i) M/s. Varma & Varma, Chartered Accountants, Chennai to Rane Engine Valve Limited;
 - ii) M/s. BSR & Co LLP., Chartered Accountants, Chennai dated February 09, 2024 to Rane Brake Lining Limited;
 - iii) M/s. BSR & Co LLP., Chartered Accountants, Chennai dated March 08, 2024 to Rane (Madras) Limited;
- m) Copies of the Audited financial statements of Rane Engine Valve Limited, Rane Brake Lining Limited and Rane (Madras) Limited for the year ended March 31, 2024.
- n) Copies of the Unaudited financial results and Limited Review Report of Rane Engine Valve Limited,

Rane Brake Lining Limited and Rane (Madras) Limited for the quarter ended June 30, 2024.

- o) Memorandum and Articles of Association of Rane Engine Valve Limited, Rane Brake Lining Limited and Rane (Madras) Limited.
- p) Annual Reports of Rane Engine Valve Limited, Rane Brake Lining Limited and Rane (Madras) Limited for the last three financial years ending March 31, 2022, March 31, 2023 and March 31, 2024.
- q) There are no contracts or agreements that are material to the arrangement proposed under the Scheme;
- r) Register of Directors and their shareholding.
- s) All other documents displayed on the website of the Company www.ranegroup.com in terms of this notice, the Act, SEBI Scheme Circular as amended from time to time, etc.

19. Approvals, sanctions or no-objection(s), if any, from regulatory or any other governmental authorities required, received or pending for the proposed scheme of arrangement

As mentioned previously, BSE and NSE, had vide their letters dated July 18, 2024, have conveyed "no adverse observations / no-objection" to the Scheme. After the Scheme is approved by the equity shareholders (including Public Shareholders) of Participating Companies by requisite majority, it will be subject to the approval / sanction by NCLT or any other statutory or regulatory authorities as may be applicable.

20. A statement to the effect that the persons to whom the notice is sent may vote in the meeting in person, or where applicable, by voting through electronic means

As per the directions of the Tribunal, the meeting is proposed to be held through VC / OAVM with the facility of e-voting and remote e-voting. Equity Shareholders of Participating Company as on the cut-off date shall vote during the meeting through Remote e-voting and e-voting system during the meeting.

21. Investigation or proceedings, if any, pending against the company under the Act

No investigation proceedings are pending under the provisions of Chapter XIV of the Companies Act, 2013 or under any the provisions of the Companies Act, 1956 against the Company.

Other Disclosures

22. A copy of the Scheme has been filed by the Participating Companies with the Registrar of Companies, Tamil Nadu, Chennai.

23. In the event that the Scheme is withdrawn in accordance with its terms, the Scheme shall stand revoked, cancelled and be of no effect and null and void.

24. This statement may be treated as an Explanatory Statement under Section 230 of the Companies Act, 2013 read with Sections 102 and 110 of the Companies Act, 2013. A copy of the Scheme and Explanatory statement may also be obtained free of cost from the registered office of the Company.

25. The Company will make a petition under Section 230-232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 to the Hon'ble National Company Law Tribunal, Chennai Bench, for sanctioning of the Scheme.

26. Under Section 230 of the Companies Act, 2013, the proposed Scheme will have to be approved by a majority in number representing three-fourths in value of the Equity Shareholders present and voting.

27. The scheme is conditional upon scheme being approved by the public shareholders through e-voting in terms of Para 10(a) of Part I of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and the Scheme shall be acted upon only if vote cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders against it.

28. The rights and interests of the members and the creditors of the Participating Companies will not be prejudicially affected by this Scheme of Amalgamation.

29. The Directors and KMPs, as applicable, of the Participating Companies and their relatives do not have any concern or interest, financially or otherwise, in the Scheme except as directors and shareholders in general.

The Board of Directors, considering the rationale and benefits of the Scheme, recommends the Scheme for approval of the equity shareholders by passing resolution with requisite majority

Dated this 10th day of October, 2024

Sd/-
P.S.N. Prasad
**Chairman Appointed for the Meeting
by order of Hon'ble Tribunal dated
25.09.2024**

Rane Brake Lining Limited,
Registered Office: "Maithri", 132, Cathedral
Road, Chennai — 600 086, Tamil Nadu,
India.

Information at Glance:

Particulars	Notes
Cut-off date to determine those members who are eligible to vote on the resolution.	Wednesday, November 13, 2024
Remote e-voting start date and time	Sunday, November 17, 2024
Remote e-voting end date and time	Tuesday, November 19, 2024
Date on which the resolution is deemed to be passed	Wednesday, November 20, 2024
Name, address and Contact details of Registrar and Share Transfer Agent.	Integrated Registry Management Services Private Limited, "Kences Towers", 2nd Floor, No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai - 600 017 Ph : +91-44-28140801-03; Fax: +91-44-28142479 Email: einward@integratedindia.in Website: www.integratedregistry.in
Name and contact details for clarifications	Venkatraman Company Secretary Rane Brake Lining Limited "MAITHRI", 132, Cathedral Road Chennai - 600 086 Phone: +91 44 28112472 Email: investorservices@ranegroup.com Webiste: www.ranegroup.com