

Rane (Madras) Limited



//Online Submission//

RML/SE/002/2025-26

April 07, 2025

BSE Limited Listing Centre Scrip Code: 532661	National Stock Exchange of India Limited NEAPS Symbol: RML
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Sub: Outcome of Meeting of Working Committee – Regulation 30 of SEBI LODR

Ref: Our letter no. RML/SE/084/2024-25 dated March 25, 2025.

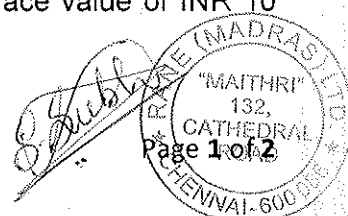
Dear Sir / Madam,

This is to inform you that the Working Committee of the Board of Directors have at their meeting held today i.e., April 07, 2025, have inter alia, considered and noted/approved the following matters:

- (i) The receipt of the certified copy of the order dated March 24, 2025, from the Hon'ble National Company Law Tribunal, Chennai Bench, Chennai ("NCLT") sanctioning the Scheme of Amalgamation ("Scheme") of Rane Engine Valve Limited ("REVL" or "Transferor Company 1") and Rane Brake Lining Limited ("RBL" or "Transferor Company 2") with and into Rane (Madras) Limited ("RML" or "Transferee Company") and its shareholders.
- (ii) **Appointed Date:** Monday, April 01, 2024.
- (iii) **Effective Date:** **Monday, April 07, 2025**, being the date on which the certified order of NCLT sanctioning the Scheme will be filed by Transferor Company 1, Transferor Company 2 and Transferee Company with the Registrar of Companies ("ROC").
- (iv) **Record Date:** The Record Date arrived in consultation with Transferor Company 1, Transferor Company 2, for determining the shareholders of Transferor Company 1, Transferor Company 2 who shall be issued and allotted the shares of Transferee Company under the Scheme will be **Tuesday, April 22, 2025**.
- (v) **Share Exchange Ratio:**

REVL or 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.



RBL or 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.

(vi) Amendment to Memorandum of Association:

The Authorised Share Capital of the Company stands increased to 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.

Pursuant to the effectiveness of the Scheme, i.e., April 07, 2025:

- i) Rane Engine Valve Limited and Rane Brake Lining Limited shall stand automatically dissolved without winding-up.
- ii) The offices of Directors, Key Managerial Personnel and Statutory Auditors of Rane Engine Valve Limited and Rane Brake Lining Limited will stand vacated with effect from April 07, 2025.

The meeting of the Working Committee commenced at 12 : 20 hrs (IST) and concluded at 12 : 30 hrs (IST).

We request you to take the above on record.

Thanking You,

Yours faithfully,

For Rane (Madras) Limited

S Subha Shree
Secretary

