

Rane Holdings Limited

CIN: L35999TN1936PLC002202

Registered Office: "Maithri", No. 132, Cathedral Road, Chennai - 600 086

Phone: 044-28112472/73

E-mail: investorservices@ranegroup.com, website: www.ranegroup.com

NOTICE TO MEMBERS

NOTICE is hereby given that the **Eighty Fifth (85th) Annual General Meeting of Rane Holdings Limited** will be held on **Friday, August 06, 2021 at 15:00 hrs (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the year ended March 31, 2021, together with reports of the Board of Directors and the Auditor thereon

To consider passing the following resolution(s) as an **ordinary resolution**:

- (i) "Resolved that the Standalone Audited Financial Statement of the Company for the year ended March 31, 2021 together with the reports of the Board of Directors and the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted."
- (ii) "Resolved that the Consolidated Audited Financial Statement of the Company for the year ended March 31, 2021 together with the report of the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted."

2. To appoint a Director in the place of Mr. Ganesh Lakshminarayan (DIN: 00012583), who retires by rotation and being eligible, offers himself for re-appointment

To consider passing the following as an **ordinary resolution**:

"Resolved that Mr. Ganesh Lakshminarayan (DIN: 00012583), who retires by rotation under article 108 and 110 of the Articles of Association of the Company and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3. To amend the Articles of Association of the Company

To consider passing the following resolution as a **special resolution**:

"Resolved that pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, as amended, and rules made thereunder or any other law for the time being in force (including any statutory modifications or re-enactment(s) thereof for the time being in force) and as approved and recommended by the Board of Directors, the Articles of Association of the Company be and is hereby amended by inserting the following article(s) a new Article 116A i.e. "Chairman Emeritus" after the existing Article 116

and Article 185A i.e. "Directors and officers Liability Insurance" after the existing Article 185 of the Articles of Association of the Company as under:

Chairman Emeritus

- 116A. a) The Board shall be entitled to appoint any of its present or former Chairman or director of the Company or any of its subsidiaries, who has rendered significant or distinguished services to the Company or the Rane Group or the industry to which the Company's business relates or in the public field, as the Chairman Emeritus of the Company, for such period as may be determined by the Board.
- b) The Chairman Emeritus shall be entitled to attend meetings of the Board or any of its committees as an invitee, but shall not have a right to vote and shall not be deemed to be a party to any decision of the Board or its Committees.
- c) The Chairman Emeritus shall not be deemed to be a Director for any purposes of the Act or any other statute or Rules made thereunder or these Articles including for the purpose of determining the maximum number of Directors which the Company can appoint.
- d) Subject to applicable law, the Board may decide to make any payment in any manner and provide with such amenities and facilities for any services rendered by the Chairman Emeritus to the Company.

Directors and officers Liability Insurance

- 185A. The Company may take and maintain any insurance that the Board may think fit on behalf of its Directors (present and former), Key Managerial Personnel and officers of the Company, its subsidiaries and associates for indemnifying any or all of them against any liability for any acts in relation to the Company for which they may be liable.

Resolved further that the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, things, ratify any actions undertaken and settle any matters that may arise, as may be considered necessary, proper or expedient in order to give effect to the above resolution."

4. Approval to appoint Mr. L Lakshman, as Chairman Emeritus

To consider passing the following resolution as an ordinary resolution:

“Resolved that, pursuant to Section 188(1) and other applicable provisions of the Companies Act, 2013 (‘the Act’), the rules made thereunder or any amendment thereto or modification thereof and such other approvals, permissions and sanctions, as may be required, and pursuant to the recommendations of the Nomination and Remuneration Committee and approval by the Audit Committee and by the Board, consent of the members be and is hereby accorded for the appointment of Mr. L Lakshman as Chairman Emeritus, for a period of 5 years from May 28, 2021 to May 27, 2026 and he shall be paid a remuneration of ₹1.25 crores per annum, on such terms and conditions as detailed in the explanatory statement hereto.

Resolved further that the Board of Directors or its committees thereof be and are hereby severally authorised to give effect to the above resolutions, sign and execute documents, settle any questions or doubts and do all actions, deeds and things in connection with the aforementioned resolution, as may be required from time to time.”

(By order of the Board)
For **Rane Holdings Limited**

Chennai
May 27, 2021

Siva Chandrasekaran
Secretary

Registered Office:
Rane Holdings Limited
“Maithri”, No.132, Cathedral Road,
Chennai - 600 086
CIN: L35999TN1936PLC002202
www.ranegroup.com

NOTES:

- In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated January 13, 2021 (read with previous circulars) in this regard and Securities and Exchange Board of India (“SEBI”) vide circular dated January 15, 2021 (read with previous circulars) in this regard permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM, without the physical presence of the members at a common venue. The deemed venue for the 85th AGM shall be the Registered Office of the Company. The Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means i.e., remote e-voting and voting at the AGM.
- In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning business to be transacted at the AGM is annexed and forms part of this Notice.
- Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. **Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
- Corporate members intending to send their authorised representatives to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting are requested to send to the Company a certified copy of the Board resolution authorising their representative to the registered email address of the Company i.e., investorservices@ranegroup.com.
- The cut-off date for the purpose of determining eligibility of members for voting in connection with the Eighty Fifth AGM is **Friday, July 30, 2021**.
- Pursuant to the relevant provisions of the Companies Act, 2013, dividend, which remained unclaimed/unpaid for a period of seven years from the date they became due for payment are required to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such dividend are also liable to be transferred to the demat account of the IEPF Authority.
- Members may also note that the notice of the Eighty Fifth AGM and the annual report 2021 will be available in the Investors Section on the Company’s website www.ranegroup.com.
- Listed companies are required to use the Reserve Bank of India’s approved electronic mode of payment such as National Automated Clearing House (NACH), National Electronic Fund Transfer (NEFT), Real Time Gross Settlement (RTGS) for making payments like dividend to the shareholders, in terms of Schedule I of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). Accordingly, shareholders holding securities in demat mode are requested to update their bank details with their depository participants. Shareholders holding securities in physical form may send a request updating their bank details to the Company’s Registrar and Transfer Agent.
- Members holding shares in dematerialized form are requested to notify any change in their addresses, bank details or e-mail address with their respective DP and

those holding shares in physical form are requested to notify the RTA at the following address:

**M/s. Integrated Registry Management Services
Private Limited**

SEBI Registration No. INR000000544

2nd Floor, "Kences Towers", No.1, Ramakrishna Street,
North Usman Road, T Nagar, Chennai - 600 017

E-mail ID: corpserv@integratedindia.in

Phone: 044 2814 0801-803; Fax: 044 2814 2479

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective DP. Further, in terms of SEBI circular dated April 20, 2018, the Company has sent reminder letters to individual shareholders for updating the details of PAN and Bank account details of persons holding shares in physical form with the Company's RTA.
11. Effective April 01, 2019, SEBI has disallowed listed companies from accepting requests for transfer of securities held in physical form, by amending the SEBI LODR. Members will need to convert shares held in physical form to demat for effecting any transfer. Only requests for transmission and transposition will be accepted by the Company/RTA.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the RTA, for consolidation into a single folio. The share certificate(s) will be returned to the members after necessary endorsements.
13. Members holding shares in single name and physical form are advised to make nomination or change nomination in respect of their shareholding in the Company in the prescribed form to the RTA. The nomination form(s) can also be downloaded from the Company's website www.ranegroup.com.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 13, 2021 & 15, 2021 (read with previous circulars), Notice of the AGM along with the Annual Report 2021 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2021 will also be available on the Company's website www.ranegroup.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL www.evotingindia.com.
15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. Information pursuant to regulations 36(3) of SEBI LODR and Secretarial Standard on General Meeting (SS-2) with respect of the Directors seeking appointment / re-appointment, as the case may be, at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
17. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write well in advance to the Company on investorservices@ranegroup.com. The same will be replied by the Company suitably.
18. Since the AGM will be held through VC / OAVM, the route map is not annexed in this notice.
19. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereto) and SEBI LODR, the Company is pleased to provide members/shareholders facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services.
 - i. The facility of casting the votes by the members/ shareholders using an electronic voting system from a place other than venue of the AGM ('remote e-voting') and for poll during the meeting will be provided by Central Depository Services (India) Limited (CDSL e-Voting System).
 - ii. 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 only shall be entitled to avail the facility of 'remote e-voting' or voting at the AGM.
 - iii. The 'remote e-voting' period commences on **Tuesday, August 03, 2021 (9:00 hrs)** and ends on **Thursday, August 05, 2021 (17:00 hrs)**. During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, July 30, 2021**, may cast their vote by 'remote e-voting'. The 'remote e-voting' module shall be disabled by **Thursday, August 05, 2021 (17:00 hrs)** for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - iv. The voting rights of members/shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., **Friday, July 30, 2021**.

Any person, who acquires shares of the Company and becomes a member of the Company after

dispatch of the notice and holding shares as on the cut-off date i.e. **Friday, July 30, 2021**, may obtain the login ID and password by sending a request to the Company / RTA.

the stock exchanges where the Company's shares are listed.

- v. Mr. C Ramasubramaniam, Practicing Company Secretary (ICSI Membership no. FCS 6125), Partner, M/s. CR & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the 'remote e-voting' process and voting at the AGM, in a fair and transparent manner.
- vi. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.ranegroup.com and on the website of CDSL www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to

The instructions of shareholders for remote e-voting are as under:

- (i) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) In order to encourage public / non-institutional / retail shareholders, SEBI has vide Circular No. SEBI/HO/CFD /CMD/CIR/P/2020/242 dated December 09, 2020 on e-voting facility provided by listed companies, enabled Individual shareholders holding securities in demat mode to vote through their demat account maintained with their respective 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.

(iii) Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with CDSL/NSDL is given below:

CDSL	NSDL
<p>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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p>	<p>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.nsd.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.</p>
<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p>	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp.</p>

CDSL	NSDL
<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration.</p> <p>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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.</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants

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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 022- 23058738 and 22-23058542-43.
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.: 1800 1020 990 and 1800 22 44 30.

(iii) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

a. The shareholders should log on to the e-voting website www.evotingindia.com.

- b. Click on "Shareholders" module.
- c. Now enter your User ID
 - I. For CDSL: 16 digits beneficiary ID
 - II. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - III. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- f. If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
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.

- (iv) After entering these details appropriately, click on "SUBMIT" tab.
 - (v) 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.
 - (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (vii) Click on EVSN for RANE HOLDINGS LIMITED.
 - (viii) 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 option NO implies that you dissent to the Resolution.
 - (ix) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (x) After selecting the resolution, 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.
 - (xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xiii) 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.
 - (xiv) **Additional facility for Non - Individual Shareholders and Custodians - For Remote Voting only.**
 - a. 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.
 - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - c. 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.
- d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. A scanned copy of the Board Resolution and 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.
 - f. 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 viz; investorservices@ranegroup.com (designated email address by 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 AGM through VC/OAVM & e-voting during meeting are as under:**
1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
 2. 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.
 3. 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 AGM.
 4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 6. 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.
 7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email ID, mobile number at investorservices@ranegroup.com. from July 29, 2021 (09:00 hrs IST) to August 02, 2021 (17:00 hrs IST). The shareholders who do not wish to speak during the AGM but have queries may send their queries in abovementioned time period mentioning their name, demat account number/folio number, email ID, mobile number at investorservices@ranegroup.com.

These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM 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.

Process for those shareholders whose E-mail / mobile no. are not registered with the Company/depositories

1. 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's Email ID** investorservices@ranegroup.com or to **RTA email ID** srirams@integratedindia.in.
2. For Demat shareholders - Please update your email ID & mobile no. with your respective Depository Participant (DP)

3. 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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, 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 on 022-23058542/43.

(By order of the Board)
For **Rane Holdings Limited**

Chennai
May 27, 2021

Siva Chandrasekaran
Secretary

Registered Office:
Rane Holdings Limited
"Maithri", No.132, Cathedral Road,
Chennai - 600 086
CIN: L35999TN1936PLC002202
www.ranegroup.com

EXPLANATORY STATEMENT

Pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 3

The extant legal and regulatory framework is silent on inclusion of a provision regarding "Chairman Emeritus" in the Articles of Association (the "Articles"). The Articles of the Company also currently do not contain such a provision.

As the Company has immensely benefited from the guidance, advice and mentorship provided by the Chairman Emeritus during the last few years and continuation of such position is considered in the long-term interests of the Company, it is therefore proposed to insert provisions in the existing Articles relating to appointment of present or former Chairman of the Board or director of the Company or any of its subsidiaries, who has rendered significant or distinguished services to the Company or to the Rane Group or to the industry to which the Company's business relates or in the public field, as "Chairman Emeritus" on such terms and conditions as approved by the Board.

The Board, with a view to insert such a provision in the Articles regarding Chairman Emeritus, at its meeting held on May 27, 2021, approved amendment to the existing Articles by insertion of new Article 116A after the existing Article 116 as set out in the resolution.

The members may further note that the existing Article 185 contains a provision for indemnifying the Directors (former and present), Key Managerial Personnel and Officers of the Company against any civil or criminal proceedings. The Companies Act, 2013 also recognises providing for a Directors and Officers insurance at the cost of the Company as part of indemnifying them. In order to provide for the same in the Articles, it is proposed to insert an Article 185A after Article 185 to empower the company to take and maintain any insurance to indemnify the Director (former and present), Key Managerial Personnel and Officers of the Company, its subsidiary, associate and group companies.

In accordance with Section 14 of the Act, approval of members of the Company is being sought by a special resolution to amend the Articles of Association of the Company by inserting the aforementioned new Articles viz. 116A and 185A.

A copy of the Articles containing the proposed amendment, is available for inspection by the members at the Registered Office of the Company on all working days i.e., from Monday to Friday (except holidays) from 10.00 a.m. to 12.30 p.m. from the date of dispatch of the notice, up to the last date of voting i.e., August 05, 2021 and will also be available on the website of the Company.

None of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, directly or indirectly, financially or otherwise, in this resolution, except to the extent of their respective shareholding, if any, in the Company.

The Board recommends passing of the resolution as set out in item no. 3 of this notice as **special resolution**.

Item No. 4

Mr. L Lakshman has been associated with the Rane group of companies for over five decades and has played an instrumental role in shaping the Company. Under his guidance and leadership, the Company has achieved new heights. He has also served in industry organizations such as ACMA, Madras Chamber of Commerce & Industry and ASSOCHAM, a federation of chambers of commerce, as President.

He served in various capacities on the board of Rane Group companies since 1992 and has also been on the boards of other public limited companies. He retired as Chairman of the operating companies of the group in October 2006. He served as an Executive Chairman of the Company till March 31, 2017. The Board of Directors, at its meeting held on March 31, 2017, unanimously approved the continuation of Mr. L Lakshman as Non-Executive Director and designated him as Chairman Emeritus.

Since April 2017, Mr. L Lakshman has been serving as a non-executive director on the board of Rane Group companies, providing guidance to the executive management. In 2017, the shareholders approved a compensation of ₹1.00 crore per annum payable as advisory fee to him as Chairman Emeritus for a period of four years till March 31, 2021 in addition to sitting fees and commission of up to 2% of the net profits subject to a ceiling of ₹1.00 crore.

At the meeting of the Board of Directors of the Company held on May 27, 2021, the Board considered and accepted Mr. L Lakshman's intention to retire from his position as a non-executive director with effect from the end of business hours on May 27, 2021, as per the retirement policy of the company applicable to the board of directors. The Chairman, on behalf of the Board, placed on record the invaluable contributions of Mr. L Lakshman from the perspective of Rane group's long-term sustainable growth.

As a visionary leader, Mr. L Lakshman steered the Rane group during a very challenging and exciting phase in the automobile industry's evolution and transformation in India. He was an early adopter of quality initiatives in India and under his leadership, Rane Brake Lining Limited, Rane Engine Valve Limited, Rane TRW Steering Systems Private Limited and Rane (Madras) Limited have successfully implemented Total Quality Management (TQM) and won the coveted Deming Prize. With his valuable guidance, TQM was institutionalised across the Rane Group with Rane TRW Steering Systems Private Limited (Steering Gear Division), Rane (Madras) Limited and Rane Brake Lining Limited also winning the prestigious Deming Grand Prize (Japan Quality Medal), the highest milestone of TQM.

Indian Society for Quality (ISQ) honored Mr. L Lakshman with the Jamsetji Tata Award in the year 2012 for Life Time Achievement in successfully managing business through quality and contributing to creation of quality culture in society.

Mr. L Lakshman spearheads the CSR initiatives of Rane Group and is also the Managing Trustee of Rane Foundation, a public charitable trust. In 2011, Rane Foundation established the Rane Polytechnic Technical Campus (RPTC) to augment human capital formation in vocational skills. In 2018, Rane Foundation established Rane Vidyalaya (RV) in Manachanallur Taluk, Tiruchirappalli District, Tamilnadu, to provide wholesome education to rural children. Mr. L Lakshman, chairs the RPTC Governing Council and RV Management Committee. He was also a member of the governing council of The Banyan, Chennai, a long-standing NGO engaged in rehabilitating destitute women.

Recognizing his contribution towards growth of the Company and the Rane group, his vast expertise, experience and knowledge of the industry especially in areas like business strategies, human resource, Total Quality Management, Information Technology, etc., and pursuant to the recommendation of the Nomination and Remuneration Committee, the board is of the opinion that the continued association of Mr. L Lakshman, in an advisory/mentorship role as Chairman Emeritus, would be in the long-term interest of the Company, would add goodwill to the Company, and all its stakeholders would immensely benefit from his tremendous experience, knowledge and wisdom in the business of the Company and the industry to which the Company belongs.

At the unanimous request of the Company's Board of Directors, Mr. L Lakshman has consented to provide guidance and mentorship to the executive management, advisory support in initiatives of strategic importance to the Group's future growth plans of entering new business areas in India as well as plans for expansion in overseas markets.

In accordance with Section 188(1) of the Companies Act, 2013 and the SEBI LODR, the appointment of Mr. L Lakshman as Chairman Emeritus would be a related party transaction. The Audit Committee at its meeting held on May 27, 2021 considered the proposed appointment to be at arm's length basis, and approved it and recommended it to the Board for its approval.

The Board at its meeting held on May 27, 2021 considered the matter in detail and based on the recommendations of the Nomination and Remuneration Committee and Audit Committee, approved the proposal and requested Mr. L Lakshman to continue his services to the group as Chairman Emeritus. The Board has recommended, subject to the approval of the shareholders, that he be paid a remuneration of ₹1.25 crores per annum, for period of five (5) years commencing from May 28, 2021 to May 27, 2026. The fee shall be exclusive of re-imbursment of cost incurred at actuals. Applicable taxes will be deducted at source. He will continue to be eligible for medical and other insurances for self and family.

The particulars to be disclosed pursuant to para. 3 of explanation (1) to Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014 are as under:

Name of the related party	Mr. L Lakshman
Name of the Director or Key Managerial Personnel (KMP) who is related	Mr. L Ganesh, Chairman and Managing Director Mr. Harish Lakshman, Vice Chairman and Joint Managing Director
Nature of relationship	Mr. L Lakshman is Brother of Mr. L Ganesh and Father of Mr. Harish Lakshman, who are part of the promoter and promoter group of the Company.
Nature, material terms, monetary value and particulars of the contract or arrangement	Remuneration of ₹1.25 crores per annum payable to Mr. L Lakshman as Chairman Emeritus, at such intervals as may be agreed with him. Other out of pocket expenses incurred by him would be reimbursed at actuals. The broad scope of his advisory services include: a) Matters of Corporate Strategy, new business opportunities. b) Be the sounding board for the Company on Company policies/initiatives. c) Building the Company's image and brand equity. d) Provide mentorship to the senior management personnel in the group. The Chairman Emeritus shall be entitled to attend meetings of the Board or any of its committees as an invitee, but shall not have a right to vote and shall not be deemed to be a party to any decision of the Board or its committees thereof. The Chairman Emeritus shall not be deemed to be a director for any purposes of the Companies Act, 2013 or any other statute or Rules made thereunder including for the purpose of determining the maximum number of directors which the Company can appoint.
Duration of contract	From May 28, 2021 to May 27, 2026.
Shareholding in the Company	Mr. L Lakshman holds 7.81% (11,14,745 equity shares) in the equity share capital of the Company.

Mr. L Ganesh and Mr. Harish Lakshman, Directors being relatives of Mr. L Lakshman are deemed to be interested in this Resolution. None of the other Directors and Key Managerial Personnel of the Company or their relatives are interested in this Resolution.

The Board recommends passing of the resolution as set out in item no. 4 of this notice as an **ordinary resolution**.

(By order of the Board)
For **Rane Holdings Limited**

Siva Chandrasekaran
Secretary

Chennai
May 27, 2021

Registered Office:
Rane Holdings Limited
"Maithri", No.132, Cathedral Road,
Chennai - 600 086
CIN: L35999TN1936PLC002202
www.ranegroup.com

Annexure to the Notice dated May 27, 2021

Information about Director(s) seeking appointment / re-appointment at the 85th Annual General Meeting in compliance with Regulation 36(3) of SEBI LODR and Secretarial Standard on General Meeting (SS-2) as on May 27, 2021

Name of the Director	Mr. Ganesh Lakshminarayan
Father's Name	Mr. L L Narayan
Director Identification Number (DIN)	00012583
Age (in years)	67
Date of Birth	March 18, 1954
Educational Qualifications	B. Com., ACA, MBA
Experience	Mr. L Ganesh is a Chartered Accountant and also holds an MBA from the Pennsylvania State University, USA. He has over 45 years of industrial experience and overall management of the companies. He has held several positions of high responsibilities with various industry forums and had been the President of Automotive Component Manufacturers Association of India and Chairman of Confederation of Indian Industry, Southern Region. He continues to be an honorary consul for New Zealand in South India.
Date of first appointment on the Board	August 01, 2009
Terms and Conditions of appointment	Re-appointment as a Director, liable to retire by rotation.
Last drawn remuneration	₹2,42,09,104
Remuneration sought to be paid	No approval is being sought for payment of remuneration.
Relationship with other Directors / Manager / KMP	Brother of Mr. L Lakshman, Chairman Emeritus
Other Directorships	<p>Chairman Rane (Madras) Limited Rane Engine Valve Limited Rane Brake Lining Limited Rane TRW Steering Systems Private Limited Rane NSK Steering Systems Private Limited Chennai Willingdon Corporate Foundation Chennai Heritage Foundation</p> <p>Independent Director EIH Limited EIH Associated Hotels Limited Sundaram Finance Limited</p>

Name of the Director	Mr. Ganesh Lakshminarayan
	Member - Audit Committee Rane Brake Lining Limited EIH Associated Hotels Limited EIH Limited Chairman- Audit Committee Rane TRW Steering Systems Private Limited Rane NSK Steering Systems Private Limited Member - Stakeholders Relationship Committee Rane Engine Valve Limited Rane Brake Lining Limited Member - Nomination and Remuneration Committee Rane (Madras) Limited Rane Brake Lining Limited Chairman- Nomination and Remuneration Committee EIH Limited Member -Corporate Social Responsibility Committee Rane Brake Lining Limited Rane Engine Valve Limited Rane (Madras) Limited Rane TRW Steering Systems Private Limited Rane NSK Steering Systems Private Limited Member - Risk Management Committee EIH Limited
Committee Memberships in other Boards	
Number of meetings of the Board attended during the year	6
Number of equity shares held (including joint holding & HUF, if any)*	12,09,533

* No shares are held as beneficial owners in the Company by the appointees.

(By order of the Board)
For **Rane Holdings Limited**

Siva Chandrasekaran
Secretary

Chennai
May 27, 2021

Registered Office:

Rane Holdings Limited
"Maithri", No.132, Cathedral Road,
Chennai - 600 086
CIN: L35999TN1936PLC002202
www.ranegroup.com