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CIN : L35999TN1936PLC002202

Rane Holdings Limited



//Online Submission//

RHL/SE/050/2022-23

March 01, 2023

BSE Limited Listing Centre Scrip Code: 505800	National Stock Exchange of India Ltd. NEAPS Symbol: RANEHOLDIN
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Dear Sir / Madam,

Sub: Acquisition of equity Shares in subsidiary
Ref: Our letter no. RHL/SE/58/2021-22 dated March 08, 2022

This is to inform you that the Company has acquired 3,43,642 equity shares of face value Rs. 10/- each fully paid up (2.19%) for a consideration of Rs. 9,99,99,822.00 (at an issue price of Rs. 291.00 per equity share) in its subsidiary Rane Engine Valve Limited (REVL) on conversion of 3,43,642 warrants (out of the total 5,15,463 warrants held by the Company) into underlying equity shares. The overall shareholding of the Company in REVL stands increased to from 37,01,488 (55.09%) to 40,45,130 shares (57.28%). The balance 1,71,821 warrants are due for conversion on or before September 08, 2023.

The details required under Regulation 30 of SEBI (Listing Obligations and Disclosure) Requirements) Regulations, 2015 is enclosed in Annexure- A. We request you to take the above on record and note the compliance under above referred regulations of SEBI LODR.

Thanking you,

Yours faithfully,
For Rane Holdings Limited

Siva Chandrasekaran
Secretary

Encl: a/a

Rane Holdings Limited

Continuation sheet

Annexure-A

Ref: Our letter no. RHL/SE/050/2022-23 dated March 01, 2023

Particulars	Details
a) name of the target entity, details in brief such as size, turnover etc.	Rane Engine Valve Limited ("REVL/Company") is a subsidiary company of Rane Holdings Limited and is in the business of manufacturing engine valves, valve guides and tappets for various IC engine applications. Turnover of REVL for FY 2021-22 was Rs. 382.06 Crores. REVL shares are listed on BSE Limited and National Stock Exchange of India Limited.
b) whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length"	Rane Holdings Limited is the holding company and belongs to Promoter and promoter group of REVL. The issue price is at arm's length determined in accordance with the applicable SEBI regulations.
c) industry to which the entity being acquired belongs	Auto components industry.
d) objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	The acquisition of 3,43,642 equity shares arises out of partial conversion of 5,15,463 Warrants issued on March 08, 2022 by way of preferential offer by REVL to meet its capital expenditure programs for upgradation and modernization of plant and machinery, reduction in direct expenses and repayment of loans. Effects: The shareholding of the Company in REVL has increased by 2.19% to 57.28%
e) brief details of any governmental or regulatory approvals required for the acquisition	The listing of the new shares is subject to customary approvals including listing and trading approvals from Stock exchanges (BSE & NSE) and lock-in requirements.
f) indicative time period for completion of the acquisition	The equity shares have been allotted by REVL on March 01, 2023.
g) nature of consideration - whether cash consideration or share swap and details of the same	Cash RHL had on March 08, 2022 paid the warrant subscription price (being 25% of the total issue price) of Rs.72.75 per warrant aggregating INR 3.75 crores and was allotted 5,15,463 warrants. RHL has on February 24, 2023 exercised conversion of 3,43,642 warrants and paid the warrant exercise price of Rs.218.25 per warrant aggregating INR 7.50 crores (being balance 75% of the issue price on 3,43,642 warrants).

Annexure-A

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Particulars	Details								
h) cost of acquisition or the price at which the shares are acquired	Equity shares were allotted at an issue price of INR 291.00/- per share.								
i) percentage of shareholding / control acquired and / or number of shares acquired	<p>Number of equity shares acquired: 3,43,642 equity shares of face value Rs.10/- each fully paid-up arising out of conversion of balance outstanding equivalent number of warrants.</p> <p>Post-acquisition, the Company holds 57.28% on the equity share capital of REVL i.e., 70,62,634 equity shares of face value of Rs. 10/- each fully paid-up.</p>								
j) brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>Business: Manufacturing engine valves, valve guides and tappets for various IC engine applications.</p> <p>Date of Incorporation: March 09, 1972.</p> <p>Turnover for last three financial years (INR cr.):</p> <table border="1" data-bbox="730 1010 1457 1115"> <thead> <tr> <th>Year</th> <th>2021-22</th> <th>2020-21</th> <th>2019-20</th> </tr> </thead> <tbody> <tr> <td>Turnover (INR cr.):</td> <td>382.06</td> <td>301.85</td> <td>354.99</td> </tr> </tbody> </table> <p>Country of presence: India.</p> <p>Other Significant information: There is no change in management or control of REVL pursuant to this allotment. Voting rights of RHL in REVL would change in tandem with the change in shareholding pattern.</p>	Year	2021-22	2020-21	2019-20	Turnover (INR cr.):	382.06	301.85	354.99
Year	2021-22	2020-21	2019-20						
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