Rane Holdings Limited

87th Annual Report 2022-23

READ INSIDE

Company Overview

Notice to Members

Management Reports

Standalone Financial Statements

Consolidated Financial Statements

FINANCIAL HIGHLIGHTS - STANDALONE

OPERATIONAL PERFORMANCE

(₹ in Crores)

Particulars	FY 23	FY 22	FY 21	FY 20	FY 19	FY 18	FY 17	FY 16	FY 15	FY 14
Total Income	118.19	109.24	65.99	97.78	128.49	97.09	98.81	75.85	59.94	53.50
Earnings Before Interest, Tax, Depreciation & Amortisation (EBITDA)*	69.01	56.65	21.13	62.42	90.96	62.40	66.95	46.29	33.99	29.16
Profit Before Tax (PBT)*	59.03	47.66	14.98	57.04	87.49	58.79	62.76	42.90	32.68	27.95
Profit After Tax (PAT)	48.30	33.88	1.36	50.82	76.36	48.79	49.80	35.65	25.92	21.73

KEY PERFORMANCE INDICATORS

FINANCIAL YEAR	FY 23	FY 22	FY 21	FY 20	FY 19	FY 18	FY 17	FY 16	FY 15	FY 14
Return on Capital Employed (ROCE) % *$	10.81	9.24	3.28	12.02	19.96	15.44	17.96	13.66	11.53	10.44
Return on Equity (ROE) %	9.27	6.96	0.29	11.41	19.13	13.34	15.20	12.17	9.38	8.24
Earnings Per Share (₹)	33.82	23.73	0.95	35.59	53.48	34.17	34.88	24.97	18.16	15.22
Dividend (%) (@)	170	120	-	80	190	145	85	100	75	65
Dividend Payout (%) (#)	50	51	-	25	49	51	29	48	50	50
Book Value Per Share (₹)	375.66	354.00	328.17	321.84	301.87	257.33	244.98	212.14	198.25	188.75

BALANCE SHEET**

(₹ in Crores)

FINANCIAL YEAR	FY 23	FY 22	FY 21	FY 20	FY 19	FY 18	FY 17	FY 16	FY 15	FY 14
Equity Share Capital	14.28	14.28	14.28	14.28	14.28	14.28	14.28	14.28	14.28	14.28
Shareholders' funds	536.36	505.43	468.56	459.52	431.01	381.69	349.77	302.90	283.06	269.49
Non current Liabilities	51.63	62.45	72.82	23.41	13.99	19.15	8.45	22.40	0.64	0.84
Current Liabilities	23.75	23.15	20.46	19.43	16.34	16.45	13.67	12.23	18.47	16.93
Non current assets	587.59	582.38	538.84	483.22	445.00	394.38	306.38	320.74	280.92	273.17
Current assets	24.15	8.65	23.00	19.14	16.34	22.91	65.51	16.78	21.25	14.09

* EBITDA & PBT & ROCE arrived after considering exceptional item
$ ROCE computed based on closing capital employed for all the years.
(@) Includes final /interim dividend, if any, recommended by the Board for the respective financial years
(#) Dividend payout is calculated on profits.
** based on revised Schedule VI to Companies Act, 1956 / Schedule III to Companies Act, 2013 as applicable

Note :

1. Figures from FY17 to FY23 are as per Indian Accounting Standards (Ind AS) prescribed under the Companies Act, 2013. Hence these figures are not comparable with the corresponding figures reported for the previous years.

RANE GROUP AGGREGATE

(₹ in Crores)

FINANCIAL YEAR	FY 23	FY 22	FY 21	FY 20	FY 19	FY 18
Total Income*	6864.20	5440.14	4,140.37	4,436.85	5,369.41	4,792.71
EBITDA#	502.80	276.62	145.07	244.65	552.26	600.19
PBT#	182.61	3.81	(113.60)	(32.79)	288.76	355.00
PAT	60.19	(0.68)	(96.68)	(28.31)	178.56	230.49
EPS** (₹)	43.61	16.91	(35.42)	(1.90)	72.65	91.26
Net Worth	1,104.23	1,103.19	1,082.17	1,149.43	1,275.14	1,185.76

(*) Total Income are net of excise duty wherever applicable
(#) EBITDA & PBT arrived after considering exceptional item
(**) Basic EPS for RHL on Consolidated basis

FROM THE DESK OF THE CHAIRMAN

Dear Stakeholders,

The Indian economy continued to be one of the fastest-growing major economies growing at an estimated 7.2% in FY23 and has shown higher resilience to global shocks on the back of strong government capital spending and private demand.

The Indian automobile industry witnessed robust growth during the financial year. The launch of new models, ongoing supply enhancements and strong demand for utility vehicles have propelled the passenger vehicle segment to reach its highest volume to date. The commercial vehicle segment is currently witnessing increased demand, signalling a favourable trend in the industry. Despite price hikes taken by OEMs and increase in interest rates, tractor segment experienced higher growth owing to better crop realization and reached all-time high volumes.

Group Performance

The positive business environment has helped Rane Group perform well in the FY23 with 26% overall growth and 38% growth in exports. The Group Total Income came at Rs. 6,864 Crores, highest ever revenue for the group. Higher volumes and improved operational performance resulted in improved profitability. The group companies remained dedicated to enhancing operational efficiencies in order to effectively manage the challenges posed by inflationary pressures and the efforts in pursuing new business development initiatives yielded favourable outcomes, demonstrating significant progress.

Operating Companies

Rane (Madras) Limited (RML) continued to benefit from the growth in demand for the steering and light metal casting products. Order book position remains healthy and will support growth in the coming years. The turnaround planned in the US subsidiary had a setback due to poor offtake in the new business developed and even existing products.

Rane Engine Valve Limited (REVL) achieved financial turnaround driven by strong top line growth and improved operational performance. REVL is strategically focusing on enhancing sales to EV insulated segments, which accounts for 44% of their sales. REVL is also working with customers on several projects on alternate fuel technologies including hydrogen as a fuel for IC engines.

Rane Brake Lining Limited (RBL) experienced positive trend for its business performance. It continues to enhance the export turnover through the overseas distribution network and entering into new geographies in Africa and Middle East countries.

The steering business of ZF Rane Automotive India Private Limited (ZRAI) benefitted from the upcycle in the commercial vehicle segment and successfully defended the dominant market share with the customers. The occupant safety business is benefitting from the evolving safety regulation in India. As part of increasing local value add, Inflator and webbing plant infrastructure was setup during the year.

The persistent warranty issue has had a detrimental impact on the financial performance of Rane NSK Steering Systems Private Limited. We believe that no significant provisions will be required in future. We are in continuous discussion with NSK, Japan to reduce the financial burden on account of this issue.

Sustainability

At Rane, we have always believed that being a responsible corporate citizen is central to our purpose and values. Rane Holdings Limited has adopted the Business Responsibility & Sustainability Reporting (BRSR) for FY 2022-23 with an aim to build a structured and focused approach towards disclosures on our environment, social and governance principles. We remain committed to continually improve our ESG performance, enhance stakeholder value, and contribute to a better world for future generations.

Corporate Social Responsibility (CSR)

Rane's significant CSR initiatives, the Polytechnic College and CBSE School, have consistently thrived and demonstrated remarkable progress. Rane Polytechnic has achieved 100% placements for the third consecutive year, solidifying our reputation of enabling the students to excel on their professional journeys. Rane Vidyalaya stepped into the sixth academic year with 744 Students across LKG to Class 9.

Looking forward

As we look ahead in FY24, demand environment continues to remain favourable. The global economic scenario faces headwinds on inflation, slower growth and geo political situation. Though India remains relatively shielded, the spill-overs of global scenario cannot be ruled out. We navigate this macro environment scenario cautiously prioritizing operational improvement and cost reduction measures to balance out any risk on growth.

A highly skilled, committed, and proficient workforce remains at the forefront of propelling the company's endeavours to enhance our market position and bolster operational performance. On behalf of the entire Board of Rane Holdings Limited, I would like to thank all our stakeholders – Customers, Employees, Vendors, Investors, Bankers, Government, and most importantly our shareholders for the unwavering support and trust in our journey.

Yours Sincerely,

L Ganesh
Chairman

CORPORATE INFORMATION

Chairman Emeritus
L Lakshman

Board of Directors
L Ganesh,
Chairman & Managing Director
Harish Lakshman,
Vice Chairman & Joint Managing Director
Dr. Brinda Jagirdar
Pradip Kumar Bishnoi
Rajeev Gupta
Dr. V Sumantran

Audit Committee
Dr. V Sumantran, *Chairman*
L Ganesh
Pradip Kumar Bishnoi
Rajeev Gupta

Stakeholders' Relationship Committee
Dr. Brinda Jagirdar, *Chairperson*
L Ganesh
Harish Lakshman

Nomination and Remuneration Committee
Dr. V Sumantran, *Chairman*
Dr. Brinda Jagirdar
Pradip Kumar Bishnoi

Corporate Social Responsibility Committee
L Ganesh, *Chairman*
Harish Lakshman
Dr. Brinda Jagirdar

Risk Management Committee
L Ganesh, *Chairman*
Harish Lakshman
Dr. V Sumantran
Dr. P A Padmanabhan, President - Finance & Group CFO

President – Finance and Group CFO
Dr. P A Padmanabhan

Sr. Executive Vice President - Secretarial & Legal and Secretary
Siva Chandrasekaran

Executive Vice President - Finance & CFO
M A P Sridhar Kumar

Listing of Shares on
BSE Limited, Mumbai
National Stock Exchange of India Limited, Mumbai

Statutory Auditors
M/s. B S R & Co., LLP,
Chartered Accountants,
KRM Tower, 1st & 2nd Floor,
No.1, Harrington Road,
Chetpet, Chennai - 600 031

Secretarial Auditors
M/s. S Krishnamurthy & Co.,
Company Secretaries,
"Sreshtam", Old No.17, New No.16,
Pattammal Street, Mandaveli,
Chennai - 600 028.

Banker
HDFC Bank Limited

Registered Office
Rane Holdings Limited
CIN: L35999TN1936PLC002202
"Maithri", 132, Cathedral Road
Chennai - 600 086
Phone : +91 44 28112472
Email : investorservices@ranegroup.com
Website : www.ranegroup.com

Registrar and Transfer Agents
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
E-mail : corpserv@integratedindia.in
Website : www.integratedindia.in

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 Seventh (87th) Annual General Meeting of Rane Holdings Limited** will be held on **Friday, August 04, 2023 at 14:00 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, 2023, 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, 2023 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, 2023 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 declare dividend on equity shares**

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

   "Resolved that a dividend of ₹17/- per equity share having face value of ₹10/- each fully paid up on 1,42,77,809 equity shares be and is hereby declared out of the profits of the Company for the year ended March 31, 2023 absorbing a sum of ₹24.27 Crores and that the dividend be paid, subject to deduction of applicable taxes at source, to those shareholders, whose names appear in the Company's Register of Members as on Friday, July 28, 2023."

3. **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 resolution as an **ordinary resolution:**

   "Resolved that Mr. Ganesh Lakshminarayan (DIN:00012583) who retires by rotation under pursuant to 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:

4. **To appoint Dr. Brinda Jagirdar (DIN:06979864) as an Independent Director**

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

   "Resolved that pursuant to Section 149, 150, 152, 160 read with Schedule IV and such other applicable provisions of the Companies Act, 2013 (the "Act") and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Dr. Brinda Jagirdar (DIN:06979864), who was appointed as an Additional Director of the Company, in the category of Independent Director by the Board of Directors with effect from May 12, 2023, pursuant to Section 161 of the Act and the Articles of Association of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a consecutive period of five years i.e. with effect from May 12, 2023 up to February 29, 2028, in accordance with the policy of the Company applicable to Board of Directors from time to time."

(By order of the Board)
For Rane Holdings Limited

Chennai
May 12, 2023

Siva Chandrasekaran
Secretary

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

NOTES:

1. The 87th AGM of the Company is being conducted through VC / OAVM Facility, in compliance with General Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ('MCA Circulars') and the provisions of the Act which does not require physical presence of Members at a common venue. The deemed venue for the 87th 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.

2. 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.

3. 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.**

4. 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.

5. The cut-off date for the purpose of determining eligibility of members for voting in connection with the 87th AGM is Friday, July 28, 2023.

6. 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.

7. Members may also note that the notice of the 87th AGM and the annual report 2023 will be available in the Investors page on the Company's website www.ranegroup.com.

8. 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.

9. 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 furnishing of PAN , KYC details (i.e., Postal address with pin code, email address, mobile number, bank account details) and nomination details by holders of securities. Effective from January 01, 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA . On or after October 01, 2023, in case any of the above cited documents/ details are not available in the folio(s), RTA shall be constrained to freeze such folio(s). Relevant details and forms prescribed by SEBI in this regard are available in the investor information section of the website of the Company at the weblink: https://ranegroup.com/investors/rane-holdings-limited/

11. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. The shareholders are requested to update their pan with the Company / RTA (in case of shares held in physical mode) and depositories (in case of shares held in demat mode). Shareholders (resident / foreign) are required to update necessary documents for exemption / deduction at beneficial rates by uploading necessary documents in the investor information section of the website of the Company at the weblink: https://ranegroup.com/investors/rane-holdings-limited/ or email to investorservices@ranegroup.com

12. As per SEBI norms, with effect from January 25, 2022, all transmission/transfer requests including issuance of duplicate share certificates are mandatorily to be processed in dematerialised form only.
13. In compliance with the aforesaid MCA Circular dated December 28, 2022 and SEBI circular dated January 25, 2023, the Notice of the AGM along with the Annual Report 2023 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 2023 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.
14. The Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
15. 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, at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
16. Members seeking any information with regard to any matters 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.
17. Since the AGM will be held through VC / OAVM, the route map is not annexed in this notice.
18. 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) 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.
    (iv) 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 stock exchanges where the Company's shares are listed.

THE INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

(i) The voting period begins on Tuesday, August 01, 2023 at 09:00 hrs (IST) and ends on Thursday, August 03, 2023 at 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 (record date) of Friday, July 28, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020,** under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple E-Voting Service Providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on 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 e-voting process.

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

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

CDSL	NSDL
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 requested to visit www.cdslindia.com and click on Login icon and select New System Myeasi.	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) 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.	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) 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 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.	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.

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 022-23058542-43.
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

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

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

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 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) • 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. • 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.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) 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 option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print 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 uploaded, 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 delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively, Non Individual shareholders are required mandatory 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 TO SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS UNDER:

(i) The procedure for attending meeting & e-Voting on the day of the AGM 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 AGM.

(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 from Sunday, July 30, 2023 to Tuesday, August 01, 2023 by mentioning their name, demat account number / folio number, email id, mobile number to investorservices@ranegroup.com. The shareholders who do not wish to speak during the AGM but have queries may too send their queries in the above manner.

(viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.

(ix) 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.

(x) 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 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 & 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 the 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, 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 22 55 33.

(By order of the Board)
For Rane Holdings Limited

Chennai
May 12, 2023

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. 4

The Board of Directors had, based on recommendations of the Nomination and Remuneration Committee (NRC) appointed Dr. Brinda Jagirdar (DIN:06979864) as an Additional Director (in the category of Independent Director) pursuant to Sections 149, 150, 152 and 161 read with other relevant provisions of the Companies Act, 2013 (the 'Act'), for a term of five consecutive years with effect from May 12, 2023 up to February 29, 2028.

Dr. Brinda Jagirdar is a Ph.D. in Economics from University of Mumbai and holds M.S. in Economics from the University of California at Davis, USA, MA in Economics from Gokhale Institute, Pune. Dr. Brinda Jagirdar is an Economist by profession and has wide experience in macroeconomics, banking and finance areas with specialisation on research, publishing and consulting. She is a retired General Manager and Chief Economist from State Bank of India and is a Visiting Faculty at National Institute of Bank Management and also on the Research Advisory Committee, Indian Institute of Banking and Finance. She is a regular speaker at various seminars and conferences, a prominent panellist on television business channels and regularly contributes to various newspapers and journals. Dr. Brinda Jagirdar also currently serves as an Independent Director of Rane Brake Lining Limited, Rane Engine Valve Limited and IDFC First Bank Limited.

While considering her candidature, the NRC evaluated the balance of skills, knowledge and experience on the Board, and on the basis of such evaluation, prepared a description of the role and capabilities required of the Independent Director.

Her role as an independent director brings skills, competence and expertise on industry, technology, business development, governance and allied disciplines in the context of automotive business.

Her qualifications and experience in the banking and financial services sector serving in various leadership roles and experience on the Board of other listed companies have been considered to meet the required skills.

Also, considering her rich knowledge, experience and fulfilment of the various criteria for appointment as an Independent Director as specified in the Act, SEBI LODR, policies of the Company and based on the recommendations of the NRC, the Board of Directors recommends to the members that the appointment Dr. Brinda Jagirdar would be beneficial to the Company.

Pursuant to Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is required to obtain approval of the shareholders for appointment or re-appointment of a person as a Director at the next general meeting or within 3 months from the date of appointment whichever is earlier. Hence, the board recommends to shareholders for considering and approving her appointment in the 87th AGM of the Company, being held within 3 months from her date of appointment.

Dr. Brinda Jagirdar is not disqualified from being appointed as a Director in terms of section 164 of the Act and has given her consent to act as a Director. The Company has received a declaration from her that she also meets with the criteria of independence as prescribed both under Section 149(6) of the Act / provisions of SEBI LODR, has registered with the Independent Director databank maintained by Indian Institute of Corporate Affairs (IICA) and is exempted from the requisite proficiency test.

In the opinion of Board, Dr. Brinda Jagirdar fulfils the conditions for appointment as an Independent Director as specified in the relevant provisions of the Act and SEBI LODR and she is independent of management of the Company.

Other information relating to her appointment in accordance with Secretarial Standard – SS-2 and Regulation 36(3) of SEBI LODR is annexed to the Notice.

The terms and conditions of appointment as an Independent Director is available for inspection by members at the registered office of the Company between 10:00 hrs (IST) and 12:00 hrs (IST) up to the date of AGM and also on the policies section of the website of the Company www.ranegroup.com. Her appointment will also be governed by the policy of the Company applicable to the Board of Directors.

None of the other Directors and KMP of the Company and their relatives are concerned or interested, financial or otherwise in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board recommends passing the resolution as set out in item no.4 as a **special resolution**.

(By order of the Board)
For Rane Holdings Limited

Siva Chandrasekaran
Secretary

Chennai
May 12, 2023

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

Annexure to the NOTICE dated May 12, 2023

Information about Director(s) seeking appointment / re-appointment of the notice convening 87th Annual General Meeting in compliance with Regulation 36(3) of SEBI LODR and Secretarial Standard on General Meeting (SS-2).

Name of the Director	Mr. Ganesh Lakshminarayan	Dr. Brinda Jagirdar
Brief Resume		
Age (in years)	69	70
Director Identification Number (DIN)	00012583	06979864
Father's Name	Mr. L L Narayan	Mr. Subramanian Ramachandran
Date of Birth	March 18, 1954	March 01, 1953
Educational Qualifications	B.Com., ACA and MBA from Pennsylvania State University, USA.	Ph.D. Economics - University of Mumbai, M.S (Economics) - University of California at Davis, U.S.A., M.A. (Economics) - Gokhale Institute, Pune.
Experience	Mr. L Ganesh has over 47 years of industrial experience in 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.	An Independent Consulting Economist with specialization in areas relating to Indian Economy and Financial Intermediation. Currently consults with Financial Institutions Banks and Corporates interested in India and is visiting faculty at many prominent Institutions. Retired as General Manager and Chief Economist, State Bank of India.
Nature of expertise	Industrial, technical and operational expertise in automotive and driving business across geographies, governance practices and expertise in allied disciplines.	Professional qualification and experience in the fields of finance and banking have been considered to meet the required skills.
II. Other details		
Date of Appointment	August 01, 2009	May 12, 2023
Terms and Conditions of appointment	Re-appointment as Director, liable to retire by rotation.	Proposed to be re-appointed as Independent Director in the first term as per resolution no. 4 of the Notice convening the 87th AGM read with explanatory statement thereto.
Last drawn remuneration	Remuneration for 22-23 - ₹4,38,02,498/-	NA
Remuneration sought to be paid	No approval is being sought for payment of remuneration.	No approval is being sought for payment of remuneration. Eligible for sitting fee for attending meetings of the Board and Committees of which she is a member.
Relationship with other Directors / Manager / KMP	Nil	Nil

Name of the Director	Mr. Ganesh Lakshminarayan	Dr. Brinda Jagirdar
Other Directorships	**Chairman:** Rane (Madras) Limited Rane Engine Valve Limited Rane Brake Lining Limited ZF Rane Automotive India Private Limited Rane NSK Steering Systems Private Limited Chennai Willingdon Corporate Foundation Chennai Heritage Foundation **Director:** Sundaram Finance Limited	**Director:** IDFC First Bank Limited Rane Engine Valve Limited Rane Brake Lining Limited SBI DFHI Limited Multi Commodity Exchange Clearing Corporation Limited Maha ARC Limited NDR InvIT Managers Private Limited
Committee Memberships in other Boards	**Chairman:** **Audit Committee:** Rane NSK Steering Systems Private Limited ZF Rane Automotive India Private Limited **Stakeholders Relationship Committee:** Rane Engine Valve Limited **Corporate Social Responsibility Committee:** Rane (Madras) Limited Rane Brake Lining Limited Rane Engine Valve Limited Rane NSK Steering Systems Private Limited ZF Rane Automotive India Private Limited **Risk Management Committee:** Rane (Madras) Limited Rane Brake Lining Limited **Member:** **Audit Committee:** Rane Engine Valve Limited Rane (Madras) Limited Rane Brake Lining Limited **Stakeholders Relationship Committee:** Rane Brake Lining Limited	**Chairperson:** **Stakeholders Relationship Committee:** IDFC First Bank Limited NDR InvIT Managers Private Limited **Nomination & Remuneration Committee:** Multi Commodity Exchange Clearing Corporation Limited **Corporate Social Responsibility Committee:** Multi Commodity Exchange Clearing Corporation Limited **Member:** **Audit Committee:** Rane Engine Valve Limited Rane Brake Lining Limited Multi Commodity Exchange Clearing Corporation Limited SBI DFHI Limited **Stakeholders Relationship Committee:** Rane Engine Valve Limited **Nomination & Remuneration Committee:** IDFC First Bank Limited Maha ARC Limited NDR InvIT Managers Private Limited Rane Brake Lining Limited Rane Engine Valve Limited **Corporate Social Responsibility Committee:** IDFC First Bank Limited Rane Brake Lining Limited **Risk Management Committee:** SBI DFHI Limited
Last 3 years directorships	EIH Limited[1] EIH Associated Hotels Limited[1]	-
Number of meetings of the Board attended during the year	4	-
Number of equity shares held (including joint holdings & HUF)	12,16,433	-
Number of equity shares held as beneficial owners in the Company	-	-

[1] ceased to be director w.e.f March 07, 2022.

REPORT OF THE BOARD OF DIRECTORS

Your Board of Directors hereby present to you the Eighty Seventh Annual Report covering the operational and financial performance together with the accounts for the year ended March 31, 2023 and other prescribed particulars:

1. State of Company's affairs

The financial year 2022-23 saw a pick-up in the business at the backdrop of a robust growth of the Indian and global economy. The automotive and auto components industry faced supply chain challenges due to semiconductor shortage, shipping and logistics constraints. The Company scaled up the production in line with the demand and worked several cost optimization measures to mitigate the inflationary environment. The Company continued to enhance its customer relationships and increased its business share across several customers.

1.1. Financial Performance

Investment profile of your Company is across the various Group Companies engaged / serving the automotive industry, as detailed below:

Sl. No.	Name of investee Company	Products / Services	Shareholding
Subsidiary companies			
1	Rane (Madras) Limited (RML)	Steering gear products, steering and suspension linkages, Light metal casting products and other articles of aluminium.	71.77%
	Step Down Subsidiaries		
	- Rane (Madras) International Holdings B.V., The Netherlands - (RMIH)	Holds strategic overseas investments	100.00%
	- Rane Light Metal Castings Inc. USA (RLMCA) (Subsidiary of RMIH)	High pressure Light metal casting for automotive applications	100.00%
2	Rane Engine Valve Limited (REVL)	Engine valves, valve guides and tappets	57.28%
3	Rane Brake Lining Limited (RBL)	Brake linings, disc pads, clutch facing and clutch button	50.03%
4	Rane Holdings America Inc. USA (RHAI)	Providing business development services in North American region for Rane Group Companies	100.00%
5	Rane Holdings Europe GmbH, Germany (RHEG)	Providing business development and other related support services for Rane group companies in the European region	100.00%
6	Rane t4u Private Limited (Rt4u)	Connected Mobility Solutions	98.59%
Joint Venture / Associate Companies			
7	ZF Rane Automotive India Private Limited (ZRAI)	Hydraulic steering gear, Hydraulic pumps, seat belt and Air Bags	49.00%
	- ZF Rane Occupant Safety Systems Private Limited (ZROS) (Subsidiary of ZRAI)	Seat belts, seat webbings, airbags, airbag modules, inflators, crash sensors safety electronic systems	100.00%
8	Rane NSK Steering Systems Private Limited (RNSS)	Manual steering columns and electric power steering.	49.00%

The Company's three main income streams are Dividend from investments, Trademark fee out of 'RANE' trademark ownership and Service fee from Rane Group Companies. The Company provides services in areas of Management consultancy, Information Technology, Business Development and Human Resource training, which are unique and tailor-made to each of the Rane Group Companies in line with each subsidiary and Joint Venture / Associate Companies vision and mission, business goals and operating models.

The Company on March 01, 2023, converted 3,43,642 warrants out of the 5,15,463 warrants into equivalent number of shares having a face value of ₹10/- each of REVL on payment of upto ₹7.50 Crores, being the warrant subscription price (i.e. 25% of the issue price of ₹291.00/- per warrant). The warrants are convertible in one or more tranches within a period of eighteen (18) months from the date of allotment of warrants.

During the period under review, there was no change in management or control of RHL in Rane Group Companies, except for change of shareholding in REVL as discussed above. The standalone financial highlights for the year under review are as follows:

(₹ in Crores)

Particulars	2022-23	2021-22
Revenue from Operations	117.66	88.80
Other Income	0.53	20.44
Profit / loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	71.93	74.46
Less: Depreciation / Amortisation	4.37	3.09
Profit / loss before Finance Costs, Exceptional items and Tax Expense	67.56	71.37
Less: Finance Costs	5.61	5.90
Profit / loss before Exceptional items and Tax Expense	61.95	65.47
Add / (less): Exceptional items	(2.92)	(17.81)
Profit / (loss) before Tax Expense	59.03	47.66
Less: Tax Expense (Current & Deferred)	10.73	13.78
Profit / (loss) for the year (1)	48.30	33.88
Other Comprehensive Income / loss (2)*	(0.32)	0.11
Total (1+2)	**47.98**	**33.99**
Balance of profit / loss for earlier years	106.16	72.17
Less: Transfer to Reserves	(8.37)	-
Less: Dividend paid on Equity Shares	(17.13)	-
Balance carried forward	128.64	106.16

*Re-measurement of defined benefit plans (net) recognised as part of retained earnings

The Key Performance Indicators, operational performance and balance sheet summary are furnished in page no 1 of this annual report.

The total standalone income of the Company was ₹118.19 Crores, increased by 8.19% compared to the previous year, due to Higher trade mark fee, service fee and dividend income The Company netted a Profit After Tax (PAT) of ₹48.30 Crores, which is 40.86% of the Total Income for FY 2022-23 and this has resulted in Earnings per Share (EPS) of ₹34/- for FY 2022-23 as against an EPS of ₹24/- for previous Financial Year.

There was no material change or commitments, affecting the financial position of the Company between the end of the financial year of the Company and date of the report other than those disclosed in the financial statements section of this Annual Report. There was no change in the nature of business during the year.

1.2. Appropriation

An amount of ₹128.64 Crores of the profit is available for appropriation as at the end of FY 2022-23. The Board of Directors, taking into consideration, the operational performance and financial position of the Company, have recommended a dividend of 170% (i.e., ₹17/- per share of ₹10/- each, fully paid-up) for approval of shareholders at the ensuing 87th Annual General Meeting (AGM) scheduled to be held on August 04, 2023. The total dividend paid/payable on equity shares for FY 2022-23 would be ₹24.27 Crores.

On declaration of the dividend by the shareholders, it will be paid on August 11, 2023 to all the eligible shareholders, whose name appears in the register of members of the Company as on July 28, 2023, being the Record Date fixed for this purpose, subject to deduction of tax at source where applicable. The total of dividend paid / payable for the FY 2022-23 would be ₹17/- per equity share of a face value of ₹10/- each. This represents a pay-out ratio of 50%.

Considering the above, a sum of ₹80.10 Crores has been proposed by the Board to be transferred to reserves.

The dividend pay-out is in accordance with the Company's Dividend Distribution Policy. The policy is available in the policies section of the Company's website at the weblink: https://ranegroup.com/investors/rane-holdings-limited/.

1.3. Credit rating

The Company's financial management and its ability to service financial obligations in a timely manner, has been re-affirmed by ICRA Limited for its credit facilities during the year under review and this has been disclosed to stock exchanges and made available on the Company's website. The Corporate Governance section of this annual report carries the details of credit rating.

1.4. Share Capital

During the year under review, there was no change in capital structure of the Company and as at the year ended March 31, 2023, the paid up capital of the Company stood at ₹14,27,78,090 consisting of 1,42,77,809 equity shares having face value of ₹10/- each fully paid up.

1.5. Management Discussion & Analysis

The business of your company is to hold strategic investment in subsidiaries and Joint Ventures / Associate Companies (collectively called 'Rane Group') engaged in the manufacturing and marketing of components for the transportation industry and also provide services unique to Rane Group. A detailed analysis of the automotive industry, group companies' performance, internal control systems and risk management process etc. are presented in the 'Management Discussion & Analysis' report forming part of this annual report and are provided in '**Annexure A**'.

1.6. Subsidiaries, Associate and Joint Venture Companies

The Management Discussion and Analysis section of the Annual Report contains the financial highlights of performance of Subsidiaries, Associates and Joint Venture Companies and their contribution to the overall performance of the Company.

1.7. Consolidated financial statements

The consolidated financial statements are prepared as per the following methodology specified under applicable accounting standards:

a. Subsidiary companies – each line item of income, expenditure, assets and liabilities have been consolidated one hundred percent. Non-Controlling interests have been appropriately considered.

b. Joint Venture / Associate Companies – Share of profits based on the percentage of share held has been consolidated.

The consolidated financial statements of the Company are prepared based on the financial statement of the subsidiary companies and Joint Venture / Associate Companies, for the year ended March 31, 2023. In case of three subsidiaries (including a step down subsidiary), of whom the financial statements as certified by the management has been taken into consideration for the purpose of consolidation.

The salient features of financial statement of these subsidiary companies are provided in form AOC-1 forming part of this annual report in terms of the provisions of Section 129(3) of the Companies Act, 2013 ("Act"). The Company will make available a soft copy of the annual report and annual accounts of the subsidiary Companies to any member on request of the same in accordance with the provisions of Section 136 of the Act. Further, the annual financial statements of the subsidiary Companies have been made available in the website of the Company at www.ranegroup.com.

2. Board of Directors, Committees and Management

2.1. Composition

The composition of the Board of Directors and its Committees, viz., Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee, are constituted in accordance with Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), wherever applicable. The Board of Directors have also constituted an Executive Committee and a Finance Committee. The Corporate Governance Report given in **'Annexure E'** to this report contains the composition of the Board of Directors of the Company and its Committees.

The following are the details of change in composition of the Board of Directors and its Committees.

a. Mr. Rajeev Gupta (DIN:00241501) was appointed as an Independent Director for a second term of five consecutive years at their 86th AGM held on June 29, 2022.

b. Dr. Sheela Bhide (DIN:01843547), Independent Director, retired as per the retirement policy of the Company, effective from May 12, 2023. Consequent to her retirement, she ceased to be a chairman of the Stakeholders' Relationship Committee and member of the Audit Committee, Nomination and Remuneration Committee and CSR Committee. The Board places on record its appreciation for the valuable advice and guidance rendered by her during her tenure especially on various strategic matters.

c. Dr. Brinda Jagirdar (DIN:06979864) has been appointed as an Additional Director (Independent) by the Board of Directors with effect from May 12, 2023, based on recommendations of the Nomination and

Remuneration Committee. The approval of the shareholders of the Company is being sought at the ensuing Annual General Meeting for her appointment as an Independent Director.

The terms and conditions of appointment of Independent Directors have been disclosed in the policies section of the website of the Company and available at the weblink: https://ranegroup.com/investors/rane-holdings-limited/

All the Directors have affirmed compliance with the Code of Conduct of the Company. The Independent Directors have affirmed that they satisfy the criteria laid down under section 149(6) of the Companies Act 2013 (Act) and Regulation 25 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), as amended from time to time. Further, in terms of Section 150 of the Companies Act, 2013 read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs (IICA) and have passed the proficiency test, if applicable to them. The Board of Directors at its first meeting of the FY 2022-23 has taken on record the declarations and confirmations submitted by the Independent Directors. During the year, the Board had not appointed any person as an Alternate Director for an Independent Director on the Board. The Company has obtained a certificate from a Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

2.2. Retirement by rotation

Mr. L Ganesh (DIN:00012583) retires by rotation at the ensuing 87th Annual General Meeting (AGM) and being eligible, he offers himself for re-appointment. The proposal for re-appointment of Mr. L Ganesh as a Director is included in the notice convening the 87th AGM.

2.3. Board and Committee meetings

The schedule of meetings of the Board of Directors and Committees of the Board is circulated to the Directors in advance. During the year, four (4) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The gap between any two consecutive meetings of the Board of Directors was less than 120 days. The details of Committee meetings are provided in the Corporate Governance report. For eligible matters, the Board / its Committees may also accord approvals through resolutions passed by circulation, between two meetings.

2.4. Meeting of Independent Directors

A meeting of Independent Directors was held to assess the quality, quantity and timeliness of flow of information between the management and the Board. The Independent Directors expressed that the current flow of information was timely and of superior quality to effectively perform their duties.

2.5. Board evaluation

An annual evaluation of the performance of the Board, functioning of its committees, individual Directors, and the Chairman of the Board was carried out based on the criteria set by the Nomination and Remuneration Committee. A structured questionnaire was sent to all the directors seeking feedback and any comments on various parameters as recommended by the Nomination and Remuneration Committee.

Board diversity and skill set to review strategies, risk management dimensions and processes, flow of information, adequacy and timeliness of agenda materials, effectiveness of presentations and more importantly the processes of reviewing strategic matters, annual operating plan, strategic business plan and guiding the management, were the key focus areas for evaluation of the Board and its Committee functioning.

Ensuring top-level policy framework, creating an open environment for exchange of views besides ensuring effective mechanism for implementing board action points were the areas on which the Board of Directors evaluated the performance of the Chairman

Individual Directors, including Independent Directors performance and contributions were evaluated through peer evaluation based on evaluation criteria determined by Nomination and Remuneration Committee. Contributions to Board decisions and discussions and attributes like staying up to date on recent trends, being aware of macro level developments and networking skills were the areas considered for framing the evaluation criteria of Directors besides commitment, competency and sectoral knowledge.

The Chairman after detailed consideration of all the feedbacks, comments and suggestions received from the Directors, discussed with the Board a proposed action plan on matters requiring attention of the Board which inter-alia includes matters relating to strategic business reviews, auto sector reviews, employee engagement like technological & industrial trends impacting the auto industry and group companies' businesses. The evaluation framework includes mechanism to share evaluation feedback on individual Directors to the Nomination and Remuneration Committee, wherever required.

2.6. Familiarisation program for Independent Directors

The details of familiarisation programmes for Independent Directors have been disclosed in the policies section of the website of the Company and available at the weblink: https://ranegroup.com/investors/rane-holdings-limited/.

2.7. Key Managerial Personnel

During the year under review, there are no changes in the Key Managerial Personnel of the Company.

As at year end March 31, 2023, Mr. L Ganesh, Chairman & Managing Director, Mr. Harish Lakshman, Vice-Chairman & Joint Managing Director, Mr. Siva Chandrasekaran, Secretary and Mr. M A P Sridhar Kumar, Chief Financial Officer hold the office of Key Managerial Personnel (KMP), within the meaning of Section 2(51) of the Act.

2.8. Remuneration policy

The policy contains criteria for determining qualifications, positive attributes and independence of a director and also covers aspects of remuneration which is reasonable and sufficient to attract, retain and motivate Directors / employees of the quality required to run the Company successfully.

The policy on appointment and remuneration of Directors, KMP and Senior Management Personnel (SMP) as laid down by the NRC of the Board has been disclosed in the policies section of the website of the Company and is available at the web-link at https://ranegroup.com/investors/rane-holdings-limited/. There has been no change in the policy during the FY 2022-23.

In accordance with the said policy, approval was obtained from the shareholders in terms of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) at the 84th AGM held on August 14, 2020, for payment of remuneration in excess of 5% of net profits of the Company to Mr. L Ganesh, Chairman and Managing Director and Mr. Harish Lakshman, Vice-Chairman and Joint-Managing Director.

The details of remuneration paid / payable to the Directors during the Financial Year 2022-23 is furnished in the Corporate Governance Report annexed to this report of the Board.

3. Audit and allied matters

3.1. Audit Committee

The composition, terms of reference and meetings of the Audit Committee are disclosed in the Corporate Governance Report section of the Annual Report. The Audit Committee of the Board acts in accordance with the terms of reference, which is in compliance with the provisions of Section 177 of the Act and Regulation 18 of SEBI LODR and other applicable provisions of SEBI LODR, as amended from time to time.

3.2. Statutory Auditor

M/s. B S R & Co., LLP (BSR) were appointed in their first term as Statutory Auditors at the 84th AGM held on August 14, 2020, for a period of five years i.e., until the conclusion of the 89th AGM (2025).

BSR has confirmed that they do not suffer from any disqualification under Section 141 of the Companies Act, 2013 and the rules made thereunder. BSR have confirmed that they hold a valid peer review certificate issued to them by The Institute of Chartered Accountants of India.

BSR has not reported any matter under Section 143(12) of the Companies Act, 2013 requiring disclosure under Section 134(3)(ca) of the Companies Act, 2013.The Statutory Auditors report to the members for the year ended March 31, 2023 does not contain any qualification, reservation, adverse remark or disclaimer.

3.3. Cost Audit & Maintenance of cost records

The appointment of Cost Auditor is not applicable to the Company under Companies (Cost Records and Audit) Rules, 2014. Further, the maintenance of cost records as prescribed under provisions of Sec 148(1) of the Companies Act, 2013 is not applicable for the business activities carried out by the Company.

3.4. Secretarial Auditor

M/s. S Krishnamurthy & Co., a firm of Company Secretaries in Practice, is the Secretarial Auditors of the Company as appointed by the Board of Directors in terms of Section 204 of the Act. The Secretarial Audit report given in '**Annexure B**' was taken on record by the Board of Directors at thier meeting held on May 12, 2023. The report does not contain any qualification, reservation, adverse remark or disclaimer.

3.5. Internal Auditor

M/s. Capri Assurance and Advisory Servicies a firm of independent assurance service professionals, continues to be the Internal Auditors of the Company. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, ensure effectiveness of systems and processes, and assessing the internal control strengths in all areas including financial reporting. Internal Auditor findings are discussed with the process owners and suitable corrective actions taken as per the directions of the Audit Committee on a regular basis to improve efficiency in operations. The Internal Auditor reports directly to the Audit Committee. The Committee while reviewing their performance scope, functioning, periodicity and methodology for conducting the Internal Audit, has taken into consideration their confirmation to the effect that their infrastructure, viz., Internal

Audit structure, staffing and seniority of the officials proposed to be deployed etc. are adequate and commensurate to the scope, functioning, periodicity and methodology for conducting the internal audit.

4. Directors' Responsibility Statement

In terms of Section 134(3)(c) read with section 134(5) of the Act, the Directors, to the best of their knowledge and belief based on the information and explanations obtained by them, confirm that:

a. in the preparation of the annual accounts, the applicable accounting standards had been followed and there were no material departures;

b. they had selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;

c. they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company, preventing and detecting fraud and other irregularities;

d. they had prepared the financial statements for the financial year on a 'going concern' basis;

e. they had laid down internal financial controls to be followed by the Company and such internal financial controls were adequate and were operating effectively; and

f. they had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

5. Related Party Transactions (RPTs)

All RPTs that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. The Company has not entered into any transaction of material nature with any of the promoters, directors, management or relatives or subsidiaries etc., except for those disclosed in AOC-2 (Refer '**Annexure D**') of this annual report. There are no materially significant RPTs made by the Company with related parties which require approval of the shareholders / which have potential conflict with the interest of the Company at large.

All RPTs are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are entered in the ordinary course of business and repetitive in nature. The transactions entered into pursuant to the omnibus approval so granted are reviewed by the Audit Committee on a quarterly basis.

The Company has put in place a proper system for identification and monitoring of such transactions. Save as disclosed in this report none of the Directors or Key Managerial Personnel have any pecuniary relationships or transactions with the Company. The policy on RPT as approved by the Board has been disclosed in the policies section of the website of the Company and is available at the web link: https://ranegroup.com/investors/rane-holdings-limited/

None of the Directors or Key Managerial Personnel or Senior Management Personnel have any material financial and commercial transactions (except payment of remuneration / sitting fee, as applicable), where they have personal interest, which may have potential conflict with interest of the Company at large.

6. Corporate Social Responsibility (CSR)

The Rane Group's vision on Corporate Social Responsibility (CSR) is: **'to be a socially and environmentally responsible corporate citizen'.** The CSR activities of Rane Group focuses on four specific areas of (a) Education; (b) Healthcare; (c) Community Development; and (d) Environment.

The CSR Committee of the Board is responsible for recommending CSR projects and activities to the Board in line with the CSR policy. The CSR Committee monitors and reviews the implementation of CSR activities periodically.

The CSR activities undertaken by the Company are in line with the CSR Policy and recommendations of the CSR Committee comprising of Mr. L Ganesh, Committee Chairman & Managing Director, Mr. Harish Lakshman, Vice Chairman & Joint Managing Director and Dr. Sheela Bhide, Independent Director, as its members.

During the year the Company was required to make a CSR contribution of ₹52.24 Lakhs towards CSR activities for the year. The **'Annexure C'** to this report contains the annual report on CSR activities of the Company for FY 2022-23. The CSR policy of the Company has been disclosed in the policies section of the website of the Company and available at the weblink: https://ranegroup.com/investors/rane-holdings-limited/.

Further, in terms of the CSR Rules, the CFO has certified to CSR Committee that the funds disbursed for CSR have been used, for the purpose and in the manner approved by the Board for financial year 2022-23.

7. Energy conservation, technology absorption and foreign exchange earnings and outgo

The Company is conscious of the imperative to protect the environment and the natural resources for achieving sustainable economic growth and has started several initiatives in this regard such as conservation of energy and water and eco-friendly waste management system. In view of the nature of activities of the Company, disclosure relating to technology absorption is not applicable to the Company.

The disclosure of foreign exchange earnings and outgo, in terms of provisions of Section 134(3)(m) read with Rule 8 of the Companies (Accounts) Rules, 2014 are given hereunder:

Foreign Exchange earnings and outgo

(₹ in Crores)

Foreign Exchange	2022-23	2021-22
Earnings	0.35	7.33
Outgo	1.44	1.92

8. Corporate Governance Report

Your Company is committed to maintaining the highest standards of corporate governance in spirit and also a leader in complying with the regulatory norms under the SEBI regulations and other laws and regulations applicable to the Company. The Corporate Governance Report and the certificate issued by the Statutory Auditors are available in **'Annexure E'** to this report.

9. Business responsibility and sustainability reporting

The Business Responsibility and Sustainability Report as applicable to the Company in terms of Regulation 34(2) of SEBI LODR for FY 2022-23 is provided in **'Annexure F'** to this report. The Company practices various business responsibility initiatives as per the Business Responsibility framework of the Rane Group. This framework is developed and steered at Rane group under the able leadership and guidance of Mr. L Ganesh, Chairman & Managing Director who is also responsible for the implementation of the Business Responsibility initiatives.

10. Particulars of Directors, KMP and employees

The statement in terms of Section 197(12) read with Rule 5 of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 is enclosed as an '**Annexure**' to this report.

Pursuant to Section 136(1) of the Companies Act, 2013, the report of the Board of Directors is being sent to the shareholders of the Company excluding the statement prescribed under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The statement is available for inspection by the shareholders at the Registered Office of the Company during business hours.

11. Risk Management

The Risk Management Committee of the Board periodically reviews the risk management policy and its procedures.

The Company has in place a Risk Management Policy covering internal and external risks including information security, cyber security, Environmental, Social and Governance (ESG) related risks etc., measures for risk mitigation including systems and processes for internal control to identify risks associated with the Company and measures to mitigate such risks. The details of composition, scope and the meetings held during the year are provided as part of the Corporate Governance report are provided in **'Annexure E'** to this report.

12. Other disclosures

a. The details of loan, guarantees and investments under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

b. The Internal control systems and adequacy are discussed in detail in the Management Discussion and Analysis annexed to the Directors' Report.

c. There was no significant material order passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

d. The policies approved and adopted by the Board have been made available on the Corporate Governance section of the website of the Company at the weblink: https://ranegroup.com/investors/rane-holdings-limited/.

e. The copy of the Annual Return is available in the Corporate Governance section of the website of the Company at the weblink: https://ranegroup.com/investors/rane-holdings-limited/.

f. The Company has complied with the applicable Secretarial Standards, viz., SS-1 on meetings of Board of Directors and SS-2 on General Meetings issued by Institute of Company Secretaries of India (ICSI) as per section 118(10) of the Act.

g. The details regarding unpaid / unclaimed shares and dividend transferred / proposed to be transferred to the Investor Education and Protection Fund (IEPF) and other relevant details in this regard, have been provided in the Corporate Governance section of this Annual Report.

h. The Company does not accept any deposits falling under the provisions of section 73 of the Act and the rules framed thereunder.

i. The Company has established a formal vigil mechanism named 'Rane Whistle Blower Policy' for reporting improper or unethical practices or actions which are violative of the code of conduct of the Company. The policy which is also available on the intranet portal of the Company provides adequate safeguard against victimisation and has provided direct access to the Chairman of the Audit Committee for the employees and state their complaints / grievances.

j. The Company has always provided a congenial atmosphere for work that is free from discrimination and harassment and has provided equal opportunities of employment to all irrespective of their caste, religion, colour, marital status and gender. The Company believes that women should be able to do their work in a safe and respectful environment that encourages maximum productivity. The Company has a zero tolerance towards sexual harassment. The Company has adopted a policy on prevention of sexual harassment of women at work place and put in place proper dissemination mechanism across the Company. The Company has carried out awareness programmes / sessions on the mechanism established under this policy, across its various locations. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH), comprising of Presiding Officers and members with an appropriate mix of employees and external subject matter experts. During the period, the details of complaints received / resolved or pending are as under:

   No. of complaints received during the financial year – Nil

   No. of complaints disposed off during the financial year – Nil

   No. of complaints pending as on end of the financial year – Nil

k. The Company has not printed physical copies of the Annual Report for distribution in view of the exemptions available vide General circular 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs ("MCA") read with previous circulars and SEBI Circular dated January 05, 2023 in this regard. The full Annual Report will be made available on the website of the Company and will also be disseminated to the stock exchanges where shares of the Company are listed. The electronic copies of the annual report and the notice convening the 87th AGM would be sent to all the members whose e-mail addresses were registered with the Company or their respective Depository Participants (DP).

Annual General Meeting

l. The 87th AGM would be conducted through video conferencing or other audio visual means on Friday, August 04, 2023 at 14:00 hrs (IST). The notice convening the 87th AGM contains detailed instructions and notes in this regard.

Acknowledgement

We thank our Investors, Customers, Vendors, Bankers, Regulatory and Government Authorities, Reserve Bank of India, Stock Exchanges and Business Associates for their assistance, support and cooperation extended. We place on record our appreciation for the committed services of all our employees.

For and on behalf of the Board

Chennai May 12, 2023	**Harish Lakshman** Vice-Chairman & Joint Managing Director DIN:00012602	**Ganesh Lakshminarayan** Chairman & Managing Director DIN:00012583

Annexure A to the Report of the Board of Directors

MANAGEMENT DISCUSSION AND ANALYSIS

1. Company Overview

Founded in 1929, Rane Holdings Limited, through its Group Companies is engaged in the manufacturing and marketing of automotive components for the transportation industry. The Group is a preferred supplier to major OEMs in India and abroad. The group Companies, manufacture Steering and Suspension systems, Friction materials, Valve train components, Occupant safety systems, Light metal casting products and Connected mobility solutions. The products serve a variety of industry segments including Passenger Vehicles, Commercial Vehicles, Farm Tractors, Two-wheelers, Railways and Stationary Engines. With modern manufacturing facilities across 25 locations in India and one in the USA, Rane Group's products are sold across 30+ countries.

2. Economic Review

2.1. Global Economy

The global economy is estimated to have grown by 3.4% in 2022 on the back of slowdown in the US and European economy and lockdowns in China due to zero Covid policy adopted by the government. Global manufacturing and trade activity weakened amidst slowing demand due to aggressive global rate hiking cycle adopted by central banks to curb inflation. US manufacturing activity grew at a slow pace as new orders contracted amid increase in interest rate by the Federal Reserve to tame inflation. Europe grappled with high energy prices resulting in slowdown in economic activity and led to decline in business and consumer confidence. Covid-19 outbreaks and subsequent lockdowns hurt consumer spending in China and disrupted global supply chains.

The global economic activity is witnessing downturn amidst high inflation and resulting tighter monetary policy, geopolitical tensions which has disrupted supply chain and led to unprecedented rise in prices. The global growth is estimated to slow to 2.8% in 2023. The growth in the US economy is expected to decelerate to 1.6% in 2023 on the back of declining real disposable income and subdued demand amid tighter policy environment. Growth in China is expected to revive to 5.2% in 2023 due to the easing of stringent pandemic related restrictions, favourable policy support from the government and benefit of a low base in 2022. While the historic global tightening could rein in inflation, it could also restrict economic growth in the US and Europe.

2.2. Indian Economy

Indian economy continued to be one of the fastest-growing major economies despite growing at an estimated 7.2% in FY23 and has shown higher resilience to global shocks on the back of strong government capital spending and private demand. The growth momentum was supported by recovery in the labour market and increasing credit to the private sector. However, the growth was slightly impacted due to ongoing policy tightening to curb high inflation. Weakening of the rupee and high oil prices continued to exert upward pressures on inflation and along with geopolitical uncertainty, dampened growth momentum in the manufacturing and mining sectors. However, agriculture, electricity, construction, and services sector witnessed robust growth amid persistent global headwinds and business sentiment and consumer demand remained relatively strong.

According to International Monetary Fund (IMF), India's GDP growth is expected to moderate to 5.9% in FY24 on the back of weaker external demand and tighter financial conditions. The RBI is likely to shift its stance from policy tightening to growth considerations once inflation cools off. The growth dynamics remain strong and economic growth momentum is likely to be boosted by growth in services activity, uptick in government capital expenditure and pick up in manufacturing activity. India continues to remain a bright spot amidst global uncertainties and the domestic demand-led economy is less likely to be impacted by the global slowdown. Moreover, increased infrastructure spending along with various supportive measures by the government is likely to support private investment and increase in manufacturing activities. However, sharp global growth slowdown along with supply chain disruptions due to intensifying war in Ukraine could disrupt global food and energy prices and weigh on export and investment growth thereby impacting Indian economy.

3. Industry Review

3.1. Global Automobile Industry

The U.S. auto industry posted its lowest sales in more than a decade with new-light vehicle sales declining by 8.2% YoY to 13.7 million units due to semiconductor shortage and other supply chain related issues which impacted production volumes. Electric-vehicle sales accounted for nearly 6% of the retail market in the U.S. in 2022, up from about 3% in the prior year. The National Automobile

Dealers Association (NADA) expects the U.S. new-vehicle sales to increase by 6.6% to 14.6 million units in 2023 despite higher borrowing costs on the back of resolution of supply chain constraints and considerable pent-up demand in the market.

According to European Automobile Manufacturers' Association (ACEA), the European Union passenger car market contracted by 4.6% to 9.3 million units in 2022 on the back of ongoing supply chain pressures amidst geopolitical conflicts between Russia and Ukraine. Production constraint due to semiconductor shortage impacted supply side during the first half of the year while slowdown in the economy and rising interest rates impacted consumer confidence thereby slowing down demand. The auto volume is expected to pick up in 2023 on the back of easing of supply bottlenecks. However, the demand side could face headwinds in the form of slowdown in economic activity, high interest rate and fuel cost leading to decline in consumer confidence.

The global automotive industry faced headwinds in the form of weakening macroeconomic environment, supply chain disruptions, tighter monetary policy and diminishing consumer demand. Pressures due to elevated energy prices, high cost of production and slowing demand impacted the industry. Amidst these challenges, adoption of electric vehicles accelerated during the year on the back of various stimulus measures by policymakers globally to meet decarbonisation targets. The industry is at a crossroad and is witnessing disruptions across technology, vehicle connectivity and consumer preferences. Aggressive EU policy to cut emissions from cars and vans is likely to lead to quick transition to electric vehicles. Shift towards greener transportation medium and increasing adoption of technology such as integration of autonomous features across safety, driving and parking will play an increasingly important role in paving the path to the future for the industry.

3.2. Indian Automobile Industry

The Indian automobile industry witnessed robust growth during the financial year after having faced slight hiccups in the previous year due to pandemic induced supply chain disruption and higher commodity cost.

The Passenger Vehicles (PV) segment achieved a new peak volume due to the launch of new models, continuous supply improvement, and robust demand for UVs, resulting in healthy bookings. The PV segment registered a volume increase of 25%. Utility vehicles (UV) segment continued to witness strong demand led by new launches and better technologies resulting in volume growth of 33% whereas the Passenger Cars (PC) segment volume increased by 18%. Rising cost of ownership for entry segment cars has been a major deterrent for pick-up in demand despite higher discount levels.

Pick-up in economic activities and infra push by the government led to improved demand in the infrastructure and construction sectors resulting in improved freight availability, better fleet utilization, pick up in replacement demand and increasing demand for e-commerce and last-mile delivery. As a result, Commercial Vehicles (CV) segment witnessed volume growth of 28%. In addition, opening of school and offices also supported the demand in the bus segment. The Medium and Heavy Commercial Vehicles (M&HCV) segment continued to experience positive momentum and registered an increase of 37% due to improving fleet operators' profitability and better fleet utilization levels on the back of pick up in infrastructure activities. Demand for M&HCVs also benefitted from the rise in construction activity, especially in the residential housing segment. The Light Commercial Vehicles (LCV) segment reported volume growth of 29% on the back of surge in e-commerce and better last mile connectivity. The Small Commercial Vehicles (SCV) segment reported volume growth of 11%.

Despite price hikes taken by OEMs and increase in interest rates, Tractors experienced 11% growth on the back of better crop realization and reached all-time high volumes. Although weak exports along with elevated cost of ownership impacted off-take in volumes, the two-wheelers segment witnessed 10% growth on the low base supported by a good festive season and increasing consumer interest in EVs.

Industry Segment (Production figures)	Growth in % (YoY change)	
Vehicles	FY23	FY22
Passenger Cars (PC)	18	4
Utility Vehicles (UV)	33	43
Multi-Purpose Vans (MPV)	23	7
Passenger Vehicles (PV)	25	19
Small Commercial Vehicles (SCV)	11	24
Light Commercial Vehicles (LCV)	29	18
Medium & Heavy Commercial Vehicles (M&HCV)	37	50
Commercial Vehicles (CV)	28	29
Farm Tractors (FT)	11	(3)
Two Wheelers (2W)	10	(0)

Source: Society of Indian Automobile Manufacturers (SIAM)

3.3. Indian Automotive Aftermarket Industry

The Indian automotive aftermarket witnessed steady growth with easing of supply chain challenges. Despite the headwinds faced on account of commodity challenges, the demand continued to be robust due to increased investment in infrastructure and agricultural sector. The recovery of expansion of STU with enhanced running of buses helped in further demand improvement in CV segment. For the majority period of the year, cash flow issues were not there in the market which is one of the critical factors for this business segment.

The Indian garages have embraced digitalization to obtain the maintenance/spares information and technical support with higher quality and efficiency. The digital touchpoints provide differentiated opportunities for the highly competitive auto aftermarket. The automotive aftermarket has rapidly adapted to digitalization and e-commerce post the pandemic and is catering to the needs of the new-age customers who prefer to book a repair online as opposed to going to the workshop. As such, the future prospects for the industry looks promising as the sector continues to adapt to innovative technologies and improved logistics. Changing demographics of the end user, emergence of new sales channel such as online retailers and multi-brand outlets, higher use of technology and penetration of service markets to smaller towns bodes well for the growth of the industry.

3.4. Indian Auto Component Industry

The Indian auto component industry continued on the growth trajectory backed by strong performance in exports and resurgence in the domestic OE and aftermarket segments. Easing of supply chain issues and commodity inflation coupled with premiumization of vehicles supported growth. Moreover, gradual shift towards electric and hybrid cars has opened up newer opportunities for auto component industry which augurs well for the industry's growth prospects. The industry continues to focus on deep-localisation and leverage policy initiatives such as PLI schemes announced by the Government to enable the creation of world class automotive value chain and leapfrog the country into a global manufacturing hub for auto components.

The Indian auto component industry continues to benefit due to realignment of supply chain outside of China. India is well-positioned to capitalise on this trend on the back of lower labour cost, development of local supply chain ecosystem and technical knowhow gained over the years in manufacturing complex products. The industry has left behind headwinds such as chip shortage and higher commodity cost. New regulations around vehicle safety related and transition to Bharat Stage VI Phase 2 emission standards will increase the content per vehicle thus benefitting the Indian auto component manufacturers.

4. Business Review

4.1. Rane Holdings Limited (RHL)

<u>Operational Highlights</u>

- The Group Companies registered a sale of ₹6,690 Crores.
- Continued to engage in various lean measures to improve productivity.
- Implemented strategic savings initiatives on power, sourcing etc., at the group level.
- RHL increased its shareholding in Rane Engine Valve Limited (REVL).

<u>Financial Highlights</u>

Standalone Financial Highlights

- Total Revenue was ₹118.19 Crores for FY23 as compared to ₹109.24 Crores for FY22, an increase of 8.19%.
- Operating revenue increased to ₹117.66 Crores in FY23 from ₹88.80 Crores in FY22 due to higher dividend income, Service fee and trademark fee from Group Companies.
- Other income decreased to ₹0.53 Crores in FY23 from ₹20.44 Crores in FY22. There was a one-off income of ₹19.70 Crores during previous year FY22 on account of transfer of 1% shareholding in ZF Rane Automotive India Private Limited.
- EBITDA stood at ₹71.93 Crores as compared to ₹74.46 Crores during FY22, a decrease of 3.40%.
- EBITDA (after exceptional item) stood at ₹69.01 Crores as compared to ₹56.65 Crores during FY22, an increase of 21.82%.
- Net profit stood at ₹48.30 Crores for FY23 as compared to ₹33.88 Crores for FY22.

An impairment provision of ₹2.92 Crores has been made on account of investment in a subsidiary, Rane t4u.

Consolidated Financial Highlights

- Total revenue was ₹3,537.46 Crores for FY23 as compared to ₹2,714.66 Crores for FY22, an increase of 30.31%.
- EBITDA stood at ₹348.61 Crores for FY23 as compared to ₹203.07 Crores for FY22, recording an increase of 71.67%.
- Net profit stood at ₹87.31 Crores for FY23 as compared to a profit of ₹35.06 Crores for FY22.

Standalone

Sl. No.	Ratios	March 31, 2023	March 31, 2022	Reason for change in FY 23
1	Debtors Turnover (turns)	12.29	8.81	Improved collection process as on March 31, 2022.
2	Current Ratio	1.02	0.37	Increased investment in mutual fund and increase in trade receivables as on March 31, 2023.
3	Operating Profit Margin (%)	57%	80%	The profitability margins increased on account of increased Dividend income, Trademark fee & service fee income.
4	Return on Networth (%)	9%	7%	

Consolidated

Sl. No.	Ratios	March 31, 2023	March 31, 2022	Reason for change in FY 23
1	Interest Coverage ratio (turns)	4.13	1.96	The improvement is on account of increase in consolidated sales volume which in turn resulted in higher profitability through better absorption of overheads.
2	Operating Profit Margin (%)	5.9%	2.50 %	
3	Net Profit Margin (%)	2.49%	1.31%	
4	Return on Networth (%)	11.02%	4.55%	

4.2. Subsidiary Companies

4.2.1. Rane (Madras) Limited (RML)

Operational Highlights

- The demand for the Steering and Linkages business was strong throughout the year across all the segments / product lines.
- All plants achieved their best ever performance with Sales, Cost, Delivery and Quality across customers and geographies.
- New plant at Maraimalai Nagar acquired from M/s. Yagachi Technologies Private Limited completed its first full year of operation. This plant was integrated with Varanavasi Plant to bring in operational and cost efficiencies.
- RML has won the following awards from customers:
  - o Overall best performance award from Maruti Suzuki
  - o Best Kaizen award from Ashok Leyland
  - o And several National / Regional awards from ACMA / Quality forums
  - o "Great place to work" for the 5th consecutive year.
- In the Light Metal Casting business, the initiatives taken to improve the availability of the machines helped to improve the Overall Equipment Effectiveness (OEE) enhancement of die casting machines and thereby improving the capacity.
- Light Metal Casting business in India is in the process of launching several new programs to SOP in the FY 23-24 which will further improve its capacity utilization and revenue growth.

Rane Light Metal Castings Inc., USA (LMCA)

The management has been focusing in the last couple of years on business development for future and operational improvements. The former initiative has had reasonable success. The latter has helped in improvement of Q, C and D metrics. However, the recovery post Covid in the US market has not happened. While the semiconductor shortage has somewhat eased, the US auto industry has entered into a phase of slowdown. This has resulted in poor offtake in the new business developed and even existing products. The turnaround planned in the subsidiary has had a major setback. RML board is closely monitoring the situation and has decided to restrict future investments and also review the best decision regarding the future of this business in the long term interests of RML.

Financial Highlights

Standalone Financial Highlights

- Total revenue was ₹2,135.50 Crores for FY23 as compared to ₹1,561.79 Crores for FY22, an increase of 36.73%.
  - o 39% growth in the Indian market - Experienced volume increase across segments.
  - o 17% growth in the Aftermarket business.
  - o 41% growth in the exports market due to increase in sales in steering and linkage products.
- EBITDA stood at ₹228.42 Crores as compared to ₹133.63 Crores during FY22, an increase of 70.94%.
- Net loss stood at ₹126.54 Crores for FY23 as compared to a profit of ₹36.61 Crores for FY22.

Consolidated Financial Highlights

- Total revenue was ₹2,372.30 Crores for FY23 as compared to ₹1,747.64 Crores for FY22, an increase of 35.74%.
- EBITDA stood at ₹200.36 Crores as compared to ₹79.47 Crores during FY22, an increase of 152.12%.
- Net profit stood at ₹30.02 Crores for FY23 as compared to Net profit of ₹10.66 Crores for FY22.

4.2.2.Rane Engine Valve Limited (REVL)

Operational Highlights

- To mitigate EV related risk, sales to non-automotive customers grew by 52%.
- R&D proactively engages with customers to focus on EV-insulated segment.
- Working on various projects with major OEMs on Hydrogen as fuel for IC engines.
- New products approvals from prestigious customers were received by the Company for series production in 2023-24.
- REVL received Customer Awards from Volvo Eicher Power Train, Hyundai Motor India Limited and Honda Motorcycle and Scooter India.

Financial Highlights

- Total revenue was ₹499.63 Crores for FY23 as compared to ₹384.95 Crores for FY22, recording an increase of 29.79%.
- Sales to Domestic OE customers grew by 29% due to improved demand across all segments despite industry head winds.
- Sales to Domestic Aftermarket segment grew by 7%.
- In the Exports market, OEM sales grew by 42% due to increase in off take by OEM customers. Export aftermarket sales grew by 33% due to increase in demand from major customers in Europe & USA.
- EBITDA stood at ₹36.22 Crores as compared to ₹16.43 Crores during FY22, an increase of 120.45%.
- Net loss stood at ₹0.06 Crores for FY23 as compared to ₹11.86 Crores for FY22.

4.2.3. Rane Brake Lining Limited (RBL)

Operational Highlights

- Capacity enhancement through various automation projects across all manufacturing locations.
- Implementation of various productivity improvement projects resulting in cost optimization.
- Installed 1 MW Solar Plant at Hyderabad Plant. RBL created own generation of overall renewable energy of 4.2 MW.
- Received Customer Awards from Brakes India and Endurance Technologies.

Financial Highlights

- Total revenue was ₹607.07 Crores for FY23 as compared ₹518.19 Crores for FY22 recording an increase of 17.15 %.
- Domestic OE sales registered a 19% increase. The market drop was partially mitigated through volume enhancement in Two Wheeler segment.
- The Aftermarket business increased by 20%.
- EBITDA stood at ₹64.63 Crores as compared to at ₹56.77 Crores during FY22, an increase of 13.84%.
- Net profit stood at ₹33.46 Crores for FY23 as compared to ₹27.07 Crores for FY22.

4.2.4.Rane t4u Private Limited (Rt4u)

Industry performance FY 2022-23

Logistics / Transportation is the lifeline of modern economy. India is taking huge steps in streamlining this sector. The road sector in India which is a critical part of Logistics / Transportation is attracting huge investments apart from EV eco-system being promoted by all state & central governments. The emphasis on efficient and cost-effective mobility solutions for people both in urban and semi urban areas is increasing.

All these developments are pushing up the digitalization of transportation services and hence IOT / Telematics based services are witnessing growth.

Operational Highlights

Rt4u business was negatively impacted in FY22-23 particularly in Karnataka Sand mining and EV Battery OEM space as compared to previous year. Sand mining activities in Karnataka were stopped in coastal areas due to hold by environmental agencies. EV Battery IOT business could not be achieved as EV industry is going through revised AIS156 norms. Logistics segment & International business have done well and new customer locations were added. The board of the Company is closely monitoring the situation and decided to restrict future investments and also review the best decision regarding the future of this business in the long term interests of the Company.

Operational and Financial Performance

- Services Revenue decreased to ₹7.69 Crores in FY 23 from ₹8.91 Crores in FY 22.
- EBITDA stood at ₹(0.38) Crores as compared to ₹(3.12) Crores during FY22.
- Net Loss decreased to ₹1.35 Crores in FY 23 from ₹10.91 Crores in FY 22.
- Rt4u has rolled out new Mobile & Web applications and promoting Fuel sensors & ADAS / DMS solutions.

Industry Outlook for FY 2023-24

With Sales focusing on Medium & Large Fleet owners, enterprise segments and adding new location & assets base with enterprise customer, we expect revenue growth in business in FY23-24.

4.3. Joint Ventures / Associate Companies

4.3.1. ZF Rane Automotive India Private Limited (ZRAI)

Operational Highlights

- Steering Gear Division (SGD) has achieved highest ever dispatch and sales of RCB gears and peripherals in Mar'23 through various productivity measures and flexibility improvement projects.
- Bagged award from Daimler for being the reliable partner and achieving 100% delivery.
- Companywide customer line quality was maintained well below the plan through various quality initiatives. PR&P plant was able to maintain zero PPM throughout the year.
- Division realized highest ever material cost realization for the year through rigorous VA / VE initiatives to stay competitive under volatile material cost situation throughout the year
- In Occupant Safety Division (OSD), several Industry 4.0 initiatives were launched namely goggle detection in safety, human intrusion in laser cutting and use of AI in folding operations to reduce investment on automatic equipment.
- ZF Rane Occupant Safety Systems Private Limited. (ZROS) was incorporated as a wholly owned subsidiary of ZRAI. Inflator, webbing and cushion plant infrastructure was made ready during the year in this subsidiary under the PLI scheme.
- Various localization, alternative sourcing and material cost reduction measures successfully implemented.

Financial Highlights

- Total revenue was ₹1,857.12 Crores for FY23 as compared to ₹1,344.94 Crores for FY22, recording an increase of 38.08%.
- EBITDA stood at ₹195.01 Crores as compared to ₹121.00 Crores during FY22, an increase of 61.16%.
- Net profit (PAT) stood at ₹97.23 Crores for FY23 as compared to ₹49.39 Crores for FY22.

4.3.2. Rane NSK Steering Systems Private Limited (RNSS)

Operational Highlights

- The Electric Power Steering (EPS) business faced slower demand on served models due to semiconductor shortage.
- Manual Steering Column (MSC) business registered 37% increase in sales on the backdrop of the growth in the Commercial Vehicle segment.
- RNSS was able to sustain the operations in spite of the volume fluctuations arising out shortage of Semi-Conductor which affected the OEMs.
- Awarded the Daimler Commercial Vehicle's – Best Technology Support; VECV – Quality Excellence Category.

Financial Highlights

- Total revenue was ₹1,520.39 Crores for FY23 as compared to ₹1,435.52 Crores for FY22, recording an increase of 5.91%.
- EBITDA stood at ₹99.28 Crores as compared to ₹125.16 Crores during FY22, a decrease of 20.67%.
- Profit before exceptional items stood at ₹23.12 Crores as compared to ₹61.91 Crores during FY22.
- Net Loss stood at ₹99.11 Crores for FY23 as compared to ₹65.04 Crores for FY22. This includes an Exceptional expense towards estimated warranty provision of ₹74 Crores in FY23 as against ₹161.60 Crores in FY22 and write down of Deferred Tax assets amounting to ₹36.65 Crores.

Warranty Provision

RNSS had implemented countermeasures in discussion with its technical collaborator and customer and there has been a significant reduction on the number parts being reported from the market, however customer has asked for extension of period as warranty has not become ZERO which is being contested and under discussion and as matter of prudence and cautionary measure RNSS has provided an incremental provision of ₹74 Crores in FY 2022-23 (₹161.6 Crores in FY 21-22) The provisions are made based on technical estimates, considering the production periods and the timing of the various countermeasures implemented.

RNSS along with its JV partner is in continuous discussions with the customer to mitigate the risk arising out of such residual returns.

4.4. Opportunities and Threats

The Indian automotive industry remains well placed to ride strong growth momentum as the industry focuses on reducing reliance on imported products and working towards developing a strong domestic supplier ecosystem. In order to remain relevant and stay ahead of the curve and establish the country as a global auto component manufacturing hub, it is equally important to make investments in technology and work towards fully digitalising manufacturing and non-manufacturing operations.

Although, there are positive factors driving the demand environment, supply chain constraints leading to shortage of chips, high cost of raw material, increase in logistics cost and rising fuel prices could impact growth for the industry. Moreover, implementation of new regulations to meet the stringent second phase of BS VI emission norms has resulted in increase in the cost of the vehicles, and this coupled with global recessionary trend and elevated geopolitical tensions could impact growth of the industry.

4.5. Outlook

The Indian automotive industry is likely to witness sustained growth momentum going forward despite minor headwinds in the form of rising interest rates and cost increases due to new emission and safety norms. Introduction of vehicle scrapping policy for scrapping and replacing old vehicle is likely to aid growth of the industry. Adoption of Electric Vehicles (EVs) is expected to accelerate in the coming years as EV becomes more cost competitive backed by supportive government policies, enhanced charging infrastructure and consumer willingness to move towards clean and sustainable mobility solution.

5. Risk Management

The Company has laid down well-structured procedures for monitoring the risk management plan and implementing risk mitigation measures. The risks are broadly classified into strategic risks, operational risks, financial risks and statutory compliance risks. These risks are rated based on factors such as past year experience, probability of occurrence, probability of non-detection and their impact on the business. The top management reviews the strategic risks, and the risks with high probability and high impact every quarter and presents its report along with a risk mitigation plan to the Board of Directors on a half-yearly basis. The strategic risks are taken into consideration in the annual planning process with their mitigation plan. Other risks are covered as part of the internal audit process and presented to the Audit Committee every quarter. The business process risks, and the related controls are subjected to internal audit and reviewed on a quarterly basis. The risk ratings are revalidated with the top management as part of the internal audit process every quarter. The overall re-assessment of risks at the Company level is carried out and presented to the Board of Directors once in two years for their review.

	Risk	Nature of Risk	Risk Mitigation Strategies
Strategic	Industry / Market Risk	76% of revenue is derived from the Indian automotive sector. Hence, any drop in vehicle production will have a significant impact on the Company's business.	The Company constantly strives to: a) Increase revenue from international markets (outside of India). b) Add new products to increase organic revenue and diversify customers across vehicle segments. c) Improve presence in the Aftermarket segment, which presents an opportunity to compensate for any drop in the OE segment.
Strategic	Technology Obsolescence Risk	Auto industry and customer preference undergo changes, resulting in technology obsolescence.	The Company has consistently delivered cutting-edge technology products with enhanced R&D capabilities, localisation of testing and validation capabilities. Proactive engagement with customers at an early stage helps the Company to capture and work on the new technology development.
Strategic	Competition	Maintaining market share in the competitive market and availability of unorganised players pose further challenges.	The Company's long-standing relationship with OEMs, state-of-the-art facilities and best-in-class processes help deliver superior value to the customers. The Company periodically conducts customer surveys to understand customer feedback and work in furthering its relationship with the customers.

	Risk	Nature of Risk	Risk Mitigation Strategies
Operational	Quality / Processes	Quality and delivery are sacrosanct for the safety-critical products supplied by the Group	Skilled workforce, imparting job skill enhancement training, enhancing supplier capabilities and robust manufacturing processes help the Company mitigate quality and delivery risks.
	People Risk	Attrition of key personnel could impact business operations and growth.	The Company's HR processes are constantly upgraded to attract, retain and develop talent. The policies are people-centric and industry accolades on HR practices help attract talent. The dedicated training centre supports in building functional capabilities and developing a strong leadership pipeline. The performance management system and other employee engagement initiatives help develop and retain talent.
	Raw Material (Input) Price Risk	Material cost is a significant part of the cost and volatility in the price of raw material costs will erode margin.	The Company constantly strives to mitigate the input cost increases by: a) Implementing a procurement function that will work on cost-reduction initiatives through alternate sourcing, localisation, etc. b) Negotiating and passing through input cost, which increases suitably to the customers. c) Working on process improvements, yield improvements, etc.
Financial	Currency Risk	The Company is exposed to foreign currency exchange risk as it exports our products to various countries and import raw materials.	The Company uses a multi-pronged approach as suitable to the scenarios. This approach includes: a) Optimally balancing the import and export to create natural hedge. b) Working with customer-to-index prices to mitigate currency fluctuations. c) Taking simple forwards on a rolling basis to protect its export realisation.
	Interest Rate Risk	Use of borrowings to fund expansion exposes the Company to interest rate risk.	The Company manages interest rate risk on the following basis: a) Maintaining optimal debt-equity levels. b) Using internal accruals to fund expansion. c) Constantly optimizing working capital to reduce interest costs.

6. Human Resource Development and Industrial Relations

6.1. Talent Development Initiatives

In FY 2022-23 the Company focused on the following talent development initiatives:

Leadership Development

6.1.1. Young Leadership Development (YLD)

The objective of YLD is to facilitate the development of leadership competencies of first time managers and to provide young leaders relevant exposures and high quality learning experiences thereby strengthening the leadership bandwidth at middle management. The fifth and sixth batch with 3 participants underwent 5 days of classroom sessions across 3 modules facilitated by Shri Dharmasthala Manjunatheshwara Institute for Management Development (SDMIMD).

6.1.2. High Potential Leadership Development (HPLD)

The objective of HPLD is to build leadership competencies of high potential talent and strengthen the leadership pipeline. Overall 2 employees were engaged in HPLD intervention. Employees from the seventh batch completed their one-year development journey and worked on Action Learning Projects (ALP) in teams to address critical organizational challenges. Participants worked on the projects under the guidance of Prof. Suresh Srinivasan from Great Lakes Institute of Management and made project presentations to business leaders for their inputs.

HiPos from the eighth and ninth batch began their leadership development journey through a Development Center. The developmental inputs focussed on Rane leadership competencies to facilitate career transitions to leadership roles.

6.1.3. Leader as Coach

The objective of "Leader as Coach" is to cultivate appreciation of behavioural change and encourage the culture of development. The leaders were provided with insights on the elements of individual development through the concept of breakdown, skill, practices & reflection and four different dimensions of individual development as part of facilitator led sessions. Participants have periodic one-on-one conversations with coach on using these coaching techniques for team and self-development. 1 leader underwent the third batch of "Leader as Coach" intervention.

6.1.4. Rane Manufacturing Systems Professionals (RMSP)

RMSP was introduced as a Professional Course in 2017 with the objective of 'Building Manufacturing Capability". The Gemba based intervention is for junior and middle management employees in Manufacturing, Manufacturing Engineering, Quality Assurance and Plant Engineering functions.

Having seen five years of implementation a need was felt to link the initiative to plant level performance and focus on depth of coverage in addition to breadth of coverage. In August 2022, it was decided to conduct an in-depth study on repurposing RMSP to analyze the impact and make improvements as necessary by taking inputs of all stakeholders. The repurposed version RMSP 4.0 was designed with the objective to "Enhance Manufacturing Capability through Technical proficiency for Significant improvement in Plant Performance". RMSP 4.0 will be rolled out in April 2023 and region wise awareness sessions were organised for highlighting the importance and impact of RMSP 4.0 across the group.

6.2. Performance Assessment & Development System (PADS) Refresh

As a process the Company looks at revamping its performance management system, PADS every 5 years understanding the value the present system brings to the organization. With an intention to discover on how it enables the employees to perform, the Company had multiple rounds of focus group discussions across various locations and assimilated points for its process enhancement. Along with points that came out of focus group discussions, the Company also did a benchmark study of various practices across industry to design a refreshed process, PADS 7.0 with effect from April 2023, for FY 24.

PADS 7.0 is a transformation from an event based performance management to a continuous performance management. The intervals between the manager / employee conversations is shortened by adding of 5 conversations consisting of 2 performance conversations and 3 development conversations between manager and employee in a year which was earlier limited to only one conversation. This will enable frequent conversation on performance and development between manager / employees. Thus, the Company is transforming from managing performance to enabling performance of employee.

This also gave the Company an opportunity to look at how it can simplify its system which enables the performance management process. The Company redesigned the forms and competencies such that it becomes easy and simple for employees to access it and enter details. The system is also designed to track and measure completion of development milestones.

6.3. Great Place to Work (GPTW)

The Rane Group believes in continuous improvement in all aspects of its operations. Employee satisfaction and engagement are as key to the Company's growth as business performance. Therefore, to give the employees a platform to express their views in a free and open manner, Rane has been conducting an Employee Opinion Survey for almost a decade. An external consultant would administer the survey, share the findings, and help in identifying the strengths and areas of opportunity. As the organisation grew, there was a need to find other models that accurately and efficiently captured employee views and helped to benchmark against the best in keeping the employees happy. Great Place to Work is a globally recognized body that helps businesses create a sustainable, high trust, high-performance culture. Since 2008-2009, Rane Group has been participating in the survey and using the findings to fine-tune the employee engagement and development programs. Subsequently, individual Rane companies have been participating in the survey. RHL was certified with GPTW for 2 continuous years.

6.4. Wellness at Rane

Rane Group is committed to promoting a healthy and positive work environment for its employees. The Company has partnered with The Wellness Corner which provides holistic wellness solutions to prioritize the health and well-being of the employees. With the launch of its wellness initiative, the Company is taking a proactive approach in improving the employee well-being and creating a supportive work environment. The employees are encouraged to participate in challenge circles to reinforce adoption of healthy habits such as regular exercise, mindful eating etc.

Rane Premier League is one such event to celebrate the togetherness and also craft a workplace wellness. Rane Premier League (RPL), a first of its kind cricket tournament was held among the group entities of Rane. They nominated their best cricketers who were enthusiastic to bring home the trophy. The Company had a total of 9 teams who fought for winner and runner up awards.

Chennai Marathon is yet another event which saw good participation from Rane Group as part of wellness initiative. The Chennai Marathon is the largest sporting event in Chennai. This year, 146 employees from the Rane Group participated in the Chennai Marathon.

7. Corporate Social Responsibility (CSR)

Rane Foundation, a public charitable trust founded in the year 1967, is the lead for implementing Rane Group's CSR initiatives. The Company's CSR vision is **'to be a socially and environmentally responsible corporate citizen'**. The Company continues to focus on four thrust areas for its CSR activities – Education, Healthcare, Environment and Community Development. In FY 2022-23, the Group implemented several projects by primarily focusing on Education.

The Company contributed to Rane Foundation (RF), the CSR arm of Rane Group, which primarily focused on Education during the FY 2022-23.

7.1. Education

The Rane Polytechnic, established at Trichy in the year 2011 under the aegis of Rane Foundation has stepped into its twelfth academic year. The institution is accredited by the National Board of Accreditation (NBA) for its Diploma in Mechanical Engineering program. So far 1694 students have completed their diploma program and 167 students have completed the program in the academic year 2022-23. Out of 167 students, 127 opted for placements and 100% placement was achieved for the FY 2022-23 batch.

The Rane Vidyalaya, established at Trichy in the year 2018 under the aegis of Rane Foundation has stepped into its fifth academic year. Rane Vidyalaya was recognized by Directorate of School Education, Tamil Nadu in 2018 and is affiliated to the Central Board of Secondary Education, New Delhi. In 2022-23, it reached a student strength of 634 in its fifth year of operations, operating from LKG to VIII standard proving the need for a quality school in rural area.

Rane Foundation in association with Maithree organized pre-vocational training to 10 special children between the age group of 14 to 18.

Rane Foundation made a contribution to TN Arya Samaj Educational Society towards DAV School project at Pallikaranai.

Rane Foundation extended support to the Gopalapuram Educational Society towards running & maintenance of Boys & Girls Schools.

7.2. Healthcare

In association with Freedom Trust the Company conducted free mobility aids & appliances distribution camp in Trichy where 85 beneficiaries were provided with 115 appliances.

The Company made contributions to TTD towards Vidyadana & Pranadana project.

8. Internal Control Systems

The Company has put in place a robust internal control system to prevent operational risks through a framework of internal controls and processes. These controls ensure that the business transactions are recorded in a timely and complete manner in the financial records, resources are utilised effectively and the assets are safeguarded.

The internal audit function is outsourced to a professional firm of independent assurance service providers. The Audit Committee and the Board in consultation with the internal auditors, statutory auditors and operating management approve the annual internal audit plan. The scope also covers the internal financial controls and internal controls over financial reporting. The internal audit findings are placed before the Audit Committee at each of its quarterly meetings for review. The management's responses and counter measures are discussed in the Audit Committee meetings. This process ensures robustness of the internal control system and compliance with laws and regulations including resource utilization and system efficacy.

9. Cautionary statement

The information and opinion expressed in this Report may contain certain forward-looking statements, which the management believe are true to the best of its knowledge at the time of its preparation. Actual results may differ materially from those either expressed or implied in this report.

Annexure B to the Report of the Board of Directors

SECRETARIAL AUDIT REPORT

for the Financial Year ended March 31, 2023

Form No. MR-3

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]

To the Members of
Rane Holdings Limited
[CIN: L35999TN1936PLC002202]
"Maithri", No.132, Cathedral Road,
Chennai – 600 086.

We have conducted a Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **RANE HOLDINGS LIMITED ('the Company') during the financial year from April 1, 2022 to March 31, 2023** ('the year'/ 'audit period'/ 'period under review').

We conducted the Secretarial Audit in a manner that provided us a reasonable basis for evaluating the Company's corporate conducts / statutory compliances and expressing our opinion thereon.

We are issuing this report based on:

(i) Our examination / verification of the books, papers, Minute books and other records maintained by the Company and furnished to us in electronic mode through file sharing mechanism, forms and returns filed with statutory / regulatory authorities, and compliance related actions taken by the Company, during the year as well as after March 31, 2023, but before the issue of this report;

(ii) Certificates confirming compliance with all laws applicable to the Company, given by the key managerial personnel of the Company, and noted by the Board of Directors;

(iii) Report regarding compliance with certain labor related laws, given by the Internal Auditors and noted by the Audit Committee; and

(iv) Representations made and information provided by the Company, its officers, agents and authorised representatives during our conduct of the Secretarial Audit.

We hereby report that, in our opinion, during the audit period covering the **financial year ended on March 31, 2023,** the Company has complied with the statutory provisions listed hereunder and has Board processes and compliance mechanism in place, to the extent, in the manner and subject to the reporting made hereinafter.

The members are requested to read this report along with our letter of even date annexed to this report as Annexure – A.

1. Compliance with specific statutory provisions

We further report that:

1.1. We have examined the books, papers, Minute books and other records maintained by the Company, the forms, returns, reports, disclosures and information filed, submitted or disseminated during the year, according to the applicable provisions / clauses of:

(i) The Companies Act, 2013, and the rules made thereunder.

(ii) The Securities Contracts (Regulation) Act, 1956, and the rules made thereunder.

(iii) The Depositories Act, 1996, and the regulations and bye-laws framed thereunder, to the extent applicable to an Issuer Company.

(iv) The Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, to the extent of Foreign Direct Investment and Overseas Direct Investment ('FEMA').

(v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Regulations'):

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and

(c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR'); and

(vi) The listing agreements entered into by the Company with the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) ('Agreements'), in relation to listing of Equity shares of the Company ('Listing Agreements').

(vii) Secretarial Standards issued by The Institute of Company Secretaries of India ('Secretarial Standards').

1.2. During the period under review, and also considering the compliance related action taken by the Company after March 31, 2023, but before the issue of this report, to the best of our knowledge and belief and based on the records, information, explanations and representations furnished to us:

(i) The Company has complied with the applicable provisions of the Act, Rules and Regulations mentioned in paragraph 1.1 (i) to (iv) above.

(ii) The Company has generally complied with the applicable provisions of the SEBI Regulations and Listing Agreements, mentioned in paragraph 1.1 (v) and (vi) above.

(iii) The Company has complied with the Secretarial Standards on 'Meetings of the Board of Directors' (SS-1) (to the extent applicable to Board meetings), and Secretarial Standards on 'General Meetings' (SS-2) (to the extent applicable to General meetings), mentioned in paragraph 1.1 (vii) above.

1.3. We are informed that, on account of non-applicability / non-occurrence of any relevant event, during / in respect of the year:

(i) The Company was not required to comply with the following laws / rules / regulations and consequently was not required to maintain any books, papers, Minute books or other records or file any forms or returns under:

(a) Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, to the extent of External Commercial Borrowings;

(b) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act, 2013, and dealing with clients;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(d) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;

(e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

(f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

(h) Secretarial Standards on 'Dividend' (SS-3) and Secretarial Standards - 4 (SS-4) on 'Report of the Board of Directors' (non-mandatory).

(ii) There was no other law that was specifically applicable to the Company, considering the nature of its business. Hence, the requirement to report on compliance with specific laws under paragraphs 1.1 and 1.2 above did not arise.

2. Board processes

We further report that:

2.1. Board constitution and balance

(i) The constitution of the Board of directors of the Company during the year was in compliance with the applicable provisions of the Companies Act, 2013, and SEBI LODR.

(ii) As on March 31, 2023, the Board of Directors of the Company comprises of:

(a) 2 (two) Executive Directors; and

(b) 4 (four) Independent Directors, including 1 (one) Independent Woman Director.

(iii) The process relating to the following changes in the Board of Directors during the year, were carried out in compliance with the applicable provisions of the Act and SEBI LODR:

(a) Re-appointment of Mr. Harish Lakshman (DIN:00012602) as a Director, upon retirement by rotation at the 86th Annual General Meeting held on June 29, 2022.

(b) Re-appointment of Mr. Rajeev Gupta (DIN:00241501), as an Independent Director, not liable to retire by rotation, at the 86th Annual General Meeting held on June 29, 2022, by way of a Special resolution, to hold office for a second term of 5 (five) consecutive years, with effect from the conclusion of the 86th Annual General Meeting upto the 91st Annual General Meeting or June 28, 2027, whichever is earlier.

2.2. Board meetings

(i) Adequate notice was given to all the directors to enable them to plan their schedule for the Board Meetings.

(ii) Notice of Board meetings was sent to all the directors atleast 7 (seven) days in advance.

(iii) Agenda and detailed notes on agenda were sent to the directors atleast 7 (seven) days before the Board meetings, with the exception of the following items, which were either circulated separately or at the Board meetings, with the requisite consent from the Board of directors as required under SS-1:

(a) Supplementary agenda notes and annexures in respect of unpublished price sensitive information such as audited accounts / results, unaudited financial results and connected papers; and

(b) Additional subjects / information / presentations and supplementary notes.

2.3. A system exists for directors to seek and obtain further information and clarifications on the agenda items before the meetings and for their meaningful participation at the meetings.

2.4. We are informed that, at the Board meetings held during the year:

(i) Majority decisions were carried through; and

(ii) No dissenting views were expressed by any Board member on any of the subject matters discussed, that were required to be captured and recorded as part of the Minutes.

3. Compliance mechanism

We further report that:

There are adequate systems and processes in the Company commensurate with its size and operations, to monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

4. Specific events / actions

We further report that:

During the audit period, the following specific events / actions having a major bearing on the Company's affairs, took place in pursuance of the above referred laws, rules, regulations and standards..

(A) Investment in Rane Engine Valve Limited

Rane Holdings Limited (RHL) acquired 3,43,642 Equity shares of Rs.10/- each fully paid-up, for cash, in Rane Engine Valve Limited (REVL), Subsidiary Company, at an issue price of Rs.291/- per Equity share, aggregating to Rs.9,99,99,822/-, on March 1, 2023, by way of preferential issue and allotment, pursuant to conversion of 3,43,642 convertible warrants out of the 5,15,463 convertible warrants issued and allotted to RHL on March 8, 2022, upon payment of the warrant exercise price of Rs.218.25/- per warrant (being the balance 75% of the issue price of Rs.291/- per Equity share) aggregating to Rs.7,49,99,866.50/-.The balance 1,71,821 convertible warrants are eligible for conversion on or before September 8, 2023.

Further, RHL acquired an aggregate of 18,434 Equity shares (0.27%) of REVL during June 2022, through open market purchase for an aggregate consideration of Rs.39.76 lakhs.

Considering the above, the shareholding of RHL in REVL which stood at 36,83,054 Equity shares of Rs.10/- each, fully paid-up (54.82%) as on March 31, 2022, increased to 40,45,130 Equity shares of Rs.10/- each, fully paid-up (57.28%) as on March 31, 2023.

(B) Investment in AutoTech Fund I, LP

Rane Holdings Limited (RHL) has made further investment of USD 150,000 [INR 124 lakhs (approx)] during the year, in AutoTech Fund I, LP (AutoTech), an overseas technology fund, towards share of capital contribution as one of the Limited Partners in the Fund, and has receivable / received an amount of INR 393 lakhs (approx) from AutoTech towards its share of distribution of capital arising as a result of sale of investments held by AutoTech in some of the portfolio companies.

For S. Krishnamurthy & Co.,
Company Secretaries
[Firm Unique Identification No. P1994TN045300]
[Peer Review Certificate No.739/2020]

K Sriram
Partner
Membership No.: F6312
Certificate of Practice No.: 2215
UDIN: F006312E000297053

Place: Chennai
Date: May 12, 2023

Annexure – A to Secretarial Audit Report of even date

To the Members of
Rane Holdings Limited
[CIN L35999TN1936PLC002202]
"Maithri", No.132, Cathedral Road,
Chennai – 600 086.

Our Secretarial Audit Report (Form MR-3) of even date for the financial year ended March 31, 2023, is to be read along with this letter.

1. Management's Responsibility:

   The Company's management is responsible for maintenance of secretarial records, making the statutory / regulatory disclosures / filings and compliance with the provisions of corporate and other applicable laws, rules, regulations and standards.

2. Secretarial Auditors' Responsibility:

   Our responsibility as a Secretarial Auditor is to express an opinion on the compliance with the applicable laws and maintenance of records based on our audit.

3. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records and the audit was conducted in accordance with applicable Auditing Standards issued by the Institute of Company Secretaries of India. Those Standards require that the Auditor comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

4. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We have also examined the compliance processes and procedures followed by the Company on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

5. While forming an opinion on compliance and issuing this report, we have taken an overall view, based on the compliance practices and procedures followed by the Company. We have considered:

   (a) Compliance related actions taken by the Company based on independent legal / professional opinion / certification obtained as being in compliance with law, wherever there was scope for multiple interpretations.

   (b) Compliance related action taken by the Company after March 31, 2023, but before the issue of this report; and

   (c) Notifications / Circulars issued by the Ministry of Corporate Affairs / the Securities and Exchange Board of India, in respect of various compliance related events as stated therein.

6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company, as they are subject to audit by the Auditors of the Company appointed under Section 139 of the Companies Act, 2013.

7. We have obtained the Management's representation about compliance of laws, rules and regulations and happening of events, wherever required.

8. Our Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

9. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Auditing Standards.

For S. Krishnamurthy & Co.,
Company Secretaries
[Firm Unique Identification No. P1994TN045300]
[Peer Review Certificate No.739/2020]

K Sriram
Partner
Membership No.: F6312
Certificate of Practice No.: 2215
UDIN: F006312E000297053

Place: Chennai
Date: May 12, 2023

Annexure C to the Report of the Board of Directors

ANNUAL REPORT ON CSR ACTIVITIES

for the Financial Year 2022 - 23

1. A brief outline of the Company's CSR policy

The Company's Corporate Social Responsibility (CSR) philosophy is to contribute towards its societal responsibilities beyond statutory obligations and function in a socially and environmentally sustainable manner recognizing the interests of all its stakeholders.

Our CSR vision is **'To be a socially and environmentally responsible corporate citizen'**. We believe that being a responsible corporate citizen is central to our purpose and values, allowing ourselves to inspire trust amongst our Business partners and motivate people to make the right choices for the business, communities and the planet. Our belief in good citizenship drives us to create maximum impact in areas of:

(a) Education;

(b) Health Care;

(c) Environment; and

(d) Community Development.

Overview of projects implemented during FY 2022-23

The Company contributed to Rane Foundation (RF), the CSR arm of Rane Group, which primarily focuses on Education and Healthcare during the FY 2022-23.

Education

The Rane Polytechnic, established at Trichy in the year 2011, under the aegis of Rane Foundation has stepped into its twelfth academic year. The institution was accredited by the National Board of Accreditation (NBA) for its Diploma in Mechanical Engineering program. So far 1694 students have completed their diploma program, and 167 students will complete the program in the academic year 2022-23. 100% placement was achieved for the FY 2022-23 batch.

Rane Vidyalaya, established at Trichy in the year 2018 under the aegis of Rane Foundation has stepped into its fifth academic year. Rane Vidyalaya was recognized by Directorate of School Education, Tamil Nadu in 2018 and is affiliated to the Central Board of Secondary Education, New Delhi. During the year, it reached a student strength of 634 in its fifth year of operations, operating from LKG to VIII standard proving the need for a quality school in rural area.

Rane Foundation in association with Maithree organized pre-vocational training to 10 special children in the age between 14 and 18.

Rane Foundation made a contribution to TN Arya Samaj Educational Society towards DAV School project at Pallikarnai.

Rane Foundation extended support to the Gopalapuram Educational Society towards running & maintenance of Boys & Girls Schools.

Healthcare

In association with Freedom Trust the Company conducted free mobility aids & appliances distribution camp in Trichy where 85 beneficiaries were provided with 115 appliances.

2. The Composition of the CSR Committee

The Company has constituted a robust governance structure to oversee the implementation of the CSR projects, in compliance with the requirements of Section 135 of the Companies Act, 2013. The CSR governance structure is headed by the Board CSR Committee. The members of the Board CSR Committee are:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. L Ganesh, Committee Chairman	Chairman, Managing Director and Promoter	1 (One)	1 (One)
2.	Mr. Harish Lakshman Committee Member	Vice-Chairman, Joint Managing Director and Promoter		
3.	Dr. Sheela Bhide, Committee Member	Non-Executive and Independent Director		

Note:

1) Dr. Sheela Bhide ceased to be member w.e.f. May 12, 2023. She attended one (1) CSR Committee meeting held on May 26, 2022.

2) Dr. Brinda Jagirdar became member w.e.f. May 13, 2023.

The Board CSR Committee grants auxiliary power to the working Committee of the Company to act on their behalf. The members of the working Committee are:

Members	Designation
Mr. R Venkatanarayanan	President – Corporate Services
Mr. M A P Sridhar Kumar	Executive Vice President – Finance & CFO

3. Web-links on the website of the Company:

(a) **Composition of CSR Committee:** https://ranegroup.com/investors/rane-holdings-limited/

(b) **CSR Policy and CSR projects approved by the Board:**
https://ranegroup.com/investors/rane-holdings-limited/?rhl-cor-5

4. Provide executive summary along with web-link(s) of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 – Not Applicable

5. (a) Average net profit of the Company as per sub-section (5) of section 135

(Amount in ₹)

Particulars	2019-20	2020-21	2021-22
Net profit for the year (PAT)	50,82,29,771/-	1,35,65,167/-	33,88,42,209/-
Adjusted Net profit (as per Section 198)	23,98,38,024/-	23,47,05,060/-	30,90,76,312/-
Average Net profit		**26,12,06,465/-**	

(b) Two percent of average net profit of the Company as per sub-section (5) of section 135: **₹52,24,129/-**

(c) Surplus arising out of CSR projects / programmes / activities of the previous financial years: **Nil**

(d) Amount required to be set off for the financial year: **₹18,976/-**

(e) Total CSR obligation for the financial year (5b+5c-5d): **₹52,05,153/-**

6. (a) Amount spent on CSR Projects (both Ongoing project and other than Ongoing Project) : **₹52,05,153/-**

(b) Amount spent in Administrative Overheads: **Nil**

(c) Amount spent on Impact Assessment: **Not Applicable**

(d) Total amount spent for the Financial Year (6a+6b+6c): **₹52,05,153/-**

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to section (5) of section 135		
	Amount (in ₹)	Date of transfer	Name of the Fund	Amount (in ₹)	Date of transfer
52,05,153/-	NIL		NIL		

(f) Excess amount for set-off:

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	52,24,129/-
(ii)	Total amount spent for the financial year*	52,24,129/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set-off in succeeding financial years [(iii)-(iv)]	-

*includes ₹18,976/- set-off from previous year (i.e. FY 2020-21).

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per subsection (6) of section 135, if any.		Amount remaining to be spent in succeeding financial years (in ₹)	Deficiency, If any
					Amount (in ₹)	Date of transfer		
				NIL				

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: Not Applicable.

For and on behalf of the Board

Chennai
May 12, 2023

Harish Lakshman
Vice-Chairman &
Joint Managing Director
DIN:00012602

Ganesh Lakshminarayan
Chairman
of CSR Committee
DIN:00012583

Annexure D to the Report of the Board of Directors

DISCLOSURE OF PARTICULARS OF CONTRACTS / ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARM'S LENGTH TRANSACTION UNDER THIRD PROVISO THERETO.

FORM NO. AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis

   There were no contracts or arrangements or transactions entered during the year ended March 31, 2023, which were not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis

S No.	Particulars	Details
1.	Name(s) of the related party & nature of relationship	Mr. L Lakshman, Chairman Emeritus
2.	Nature of contracts / arrangements / transaction	Advisory services agreement
3.	Duration of the contracts / arrangements / transaction	5 years (with effect from May 28, 2021 to May 27, 2026)
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	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.
5.	Date of approval by the Board	Board of Directors / Committee approval - May 27, 2021; and Shareholders' approval - August 06, 2021 (85th AGM)
6.	Amount paid as advances, if any	NIL

For and on behalf of the Board

Harish Lakshman
Vice-Chairman &
Joint Managing Director
DIN:00012602

Ganesh Lakshminarayan
Chairman &
Managing Director
DIN:00012583

Chennai
May 12, 2023

Annexure E to the Report of the Board of Directors

CORPORATE GOVERNANCE REPORT

1. Philosophy on Code of Governance

The Rane Group's time tested philosophy of Governance is based on principles of integrity, transparency and fairness. The Rane businesses seek enhancement of shareholder value within this framework. Directors' code of conduct and employee behaviour is nourished by this culture and is governed through a policy document "Ethical Standards of Behaviour – RANE COMPASS".

Rane Group, being a good corporate citizen, complies and abides by the laws and regulations of the land, both in letter and spirit. Our belief in good corporate citizenship enshrined in the Company's Code of Conduct, its policies, compliance with law and robust internal control systems, which are subjected to regular assessment, drives its effectiveness, reinforces integrity of management and fairness in dealing with all the stakeholders. This meets with all statutory and regulatory compliance including those under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR).

The Company recognises the rights of all its stakeholders and encourages co-operation between the Company and its stakeholders to enable their participation in the corporate governance process as enshrined in the Ethical Standards of Behaviour – RANE COMPASS.

2. Board of Directors

Composition, Attendance and Meetings

As on March 31, 2023, the Board of Directors (Board) comprises of Six (6) Directors including one Executive Chairman, one Executive Vice-Chairman and more than 50% of them being Independent Directors. There are no Alternate Directors on the Board. The Woman Director of the Company is an Independent Director. The composition of the Board is aimed at maintaining an appropriate balance of skills, background, experience and knowledge of the Board for guiding the Company in achieving its objectives in a sustainable manner and the composition of the Board at end of FY 2022-23 is in conformity with Regulation 17 of SEBI LODR.

To the best of our knowledge and information furnished to the Board, total Directorships held by the Directors are within the limits prescribed under Section 165 of the Companies Act, 2013 read with Regulation 17A of SEBI LODR. None of the Independent Directors serve as Independent Director in more than seven (7) listed companies and where any Independent Director is serving as Whole-Time Director in a listed Company he / she serves as Independent Director in not more than three (3) listed Companies. Similarly, none of the Directors on the Board is a member of more than 10 Committees or Chairperson of more than 5 Committees across all listed and unlisted public Companies in which he / she is a Director in terms of Regulation 26 of SEBI LODR. The Directors periodically notify the Company about changes in the Directorship(s) / Committee position(s) as and when they take place.

During the FY 2022-23, the Board met four (4) times on May 26, 2022, August 04, 2022, October 28, 2022 and February 14, 2023 requisite quorum was present throughout these meetings. Wherever required, the Company facilitates the participation of the Directors in Board / Committee meetings through video- conferencing or other audio visual means. The details of the Directors on the Board, their attendance at Board Meetings and Annual General Meeting held during the year, the number of Directorships and Committee member / Chairman position(s) held by them in other public companies as on March 31, 2023 are given below:

Name of the Director / (DIN)	Category	No. of Board meetings attended	Attendance at the last AGM (June 29, 2022)	Number of Directorship in other public companies #		Number of Committees Membership @	
				Chairperson	Member	Chairperson	Member
Mr. Ganesh Lakshminarayan (00012583)	Chairman, Managing Director & Promoter	4	Yes	3	4	1	5
Mr. Harish Lakshman (00012602)	Vice Chairman, Joint Managing Director & Promoter	4	No	1	5	2	3
Dr. V Sumantran (02153989)	Non-Executive & Independent	4	Yes	1	4	1	3
Dr. Sheela Bhide (01843547)	Non-Executive & Independent	4	Yes	-	1	-	-

Name of the Director / (DIN)	Category	No. of Board meetings attended	Attendance at the last AGM (June 29, 2022)	Number of Directorship in other public companies #		Number of Committees Membership @	
				Chairperson	Member	Chairperson	Member
Mr. Rajeev Gupta (00241501)	Non-Executive & Independent	4	No	1	4	1	3
Mr. Pradip Kumar Bishnoi (00732640)	Non-Executive & Independent	3	Yes	-	3	1	4

excludes Directorships held on the Boards of private companies, Section 8 Companies, debt listed companies and Companies incorporated outside India and includes Chairpersonship & Directorship held in a Deemed Public Company

@ membership in Audit Committee and Stakeholder Relationship Committee of other public Companies are only considered as per Regulation 26 of SEBI LODR and membership includes the positions held as chairperson of the Committee.

The details of Directorship held by directors in other listed entities as on March 31, 2023 are as under:

Name of Director	Name of the listed entity	Category of Directorship
Mr. L Ganesh	Rane (Madras) Limited	Chairman, Non-Executive & Promoter
	Rane Brake Lining Limited	Chairman, Non-Executive & Promoter
	Rane Engine Valve Limited	Chairman, Non-Executive & Promoter
	Sundaram Finance Limited	Non-Executive & Independent
Mr. Harish Lakshman	Rane (Madras) Limited	Vice Chairman, Non-Executive & Promoter
	Rane Brake Lining Limited	Non-Executive & Promoter
	Rane Engine Valve Limited	Vice Chairman, Non-Executive & Promoter
	Oriental Hotels Limited	Non-Executive & Independent
Dr. Sheela Bhide	Ahluwalia Contracts (India) Limited	Non-Executive & Independent
Dr. V Sumantran	Interglobe Aviation Limited	Chairman, Non-Executive & Independent
	TVS Electronics Limited	Non-Executive & Independent
Mr. Rajeev Gupta	Vardhman Special Steels Limited	Chairman, Non-Executive & Independent
	EIH Limited	Non-Executive & Independent
	T.V. Today Network Limited	Non-Executive & Independent
	United Spirits Limited	Non-Executive & Independent
Mr. Pradip Kumar Bishnoi	Avadh Sugar & Energy Limited	Non-Executive & Independent
	Rane (Madras) Limited	Non-Executive & Independent
	Rane Engine Valve Limited	Non-Executive & Independent

Note:

Dr. Sheela Bhide (DIN: 01843547) retired as per the retirement policy of the Company w.e.f. May 12, 2023 and Dr Brinda Jagirdar (DIN:06979864) was inducted as a member of the Board w.e.f. May 12, 2023.

There is no inter-se relationship among Directors of the Company. The matters specified pursuant to Regulation 17(7) of SEBI LODR under PART A of Schedule II and in particular the annual operating plans and budgets, quarterly results for the Company, minutes of meetings of Audit Committee and other Committees of the Board, quarterly details of foreign exchange exposures, risk management and mitigation measures etc. were discussed by the Board.

An annual calendar for the Board and its Committee meetings was circulated in advance to the Directors and they were provided with detailed agenda for the meetings to effectively participate in discussions. Post Board meeting reviews were held by the Chairman to monitor and follow up the effective execution of the decisions, directions and suggestions of the Board and its Committees, by the management.

The disclosure regarding meeting of Independent Directors, Board, Directors' performance evaluation and criteria for performance evaluation of Independent Directors are discussed in detail in the Directors Report. In the opinion of Board, the Independent Directors fulfill the conditions specified in SEBI LODR and the provisions of Companies Act, 2013 and are independent of the management.

The Company had issued formal letter of appointment to all the Independent Directors, whenever they are appointed / re-appointed and the terms and conditions of appointment of Independent Directors have also been disclosed in the website of the Company at www.ranegroup.com. In case of resignation of a Director before the expiry of his term, the Company obtains a formal resignation letter with reasons for resignation and the same is furnished to the stock exchanges. However, there was no instance of resignation during the year under review.

Presentations on business and performance updates of the Company, global business environment and business strategy are made to the Board and the Committee members. The details of familiarisation programme for the Independent Directors are disclosed in the policies section of the website of the Company at the web-link: https://ranegroup.com/investors/rane-holdings-limited/.

Skills, expertise and competence of the Board

The Board comprises of qualified members who bring in the required skills, competence and expertise that allows them to make effective contributions to the Board and Committees. The Board ensures and maintains the highest standards of Corporate Governance. The skills, expertise and competencies identified by the Board, in the context of the automotive business in which the Company operates and for it to function effectively, inter-alia, are as follows:

Areas / Fields	Skills / Competence / Expertise	Name of the Director
Industry and Technology	Possessing industrial, technical and operational expertise and experience in automotive, ancillary and emerging technologies and associations with industrial bodies and professional network.	Mr. L Ganesh Mr. Harish Lakshman Mr. Pradip Kumar Bishnoi Dr. V Sumantran
Business development	Experience in driving business success across various geographies, diverse business environment, economic conditions and its cultures and global market opportunities.	Mr. L Ganesh Mr. Harish Lakshman Mr. Pradip Kumar Bishnoi Dr. V Sumantran
Governance	Having insight into maintaining effective Board and management relationship, protecting stakeholders' interest and observing appropriate governance practices.	Mr. L Ganesh Mr. Harish Lakshman Mr. Pradip Kumar Bishnoi Dr. V Sumantran Mr. Rajeev Gupta Dr. Sheela Bhide
Allied disciplines	Expertise or leadership experience in allied disciplines like finance, law, management, sales, marketing, administration, research, corporate governance, technical operations and human resource.	Mr. L Ganesh Mr. Harish Lakshman Mr. Rajeev Gupta Dr. Sheela Bhide

3. Audit Committee

Composition, Attendance and Meetings

The composition of the Audit Committee of the Board is in conformity with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI LODR. The Committee met four (4) times during the year on May 26, 2022, August 04, 2022, October 28, 2022 and February 14, 2023 with requisite quorum present throughout the meetings. The details of members and their attendance are as below:

Name of the Director	Category	No. of Meetings attended
Dr. V Sumantran	Chairman, Non-Executive & Independent	4
Mr. L Ganesh	Member, Executive & Promoter	4
Dr. Sheela Bhide	Member, Non-Executive & Independent	4
Mr. Rajeev Gupta	Member, Non-Executive & Independent	4

Note:

1) Dr. Sheela Bhide (DIN:01843547) ceased to be member of the Committee with effect from May 12, 2023.

2) Mr. Pradip Kumar Bishnoi (DIN:00732640) was inducted as member of the Committee with effect from May 13, 2023.

All the members of the Audit Committee are financially literate and possess accounting and related financial management expertise. The Company Secretary acts as the Secretary to the Committee. The Statutory Auditor and the Internal Auditor were present as invitees in the meetings. The President – Finance & Group - CFO, & Executive Vice President – Finance & Chief Financial Officer (CFO) of the Company attended the meetings by invitation. Based on the requirement, other Directors also attended the meetings by invitation. All the recommendations of the Audit Committee during the year, were considered, accepted and approved by the Board. The Chairman of the Audit Committee was present at the last AGM of the Company held on June 29, 2022.

Overall purpose and terms of reference

The purpose of the Audit Committee is to assist the Board of Directors in reviewing the financial information which is disseminated to the shareholders and others, reviewing the systems of internal controls established in the Company, appointing, retaining and reviewing the performance of Internal Auditor and overseeing the Company's accounting and financial reporting processes and the audit of the Company's financial statements.

The terms of reference of the Audit Committee are as per the provisions of the SEBI LODR read with Section 177 of the Companies Act, 2013 and other applicable provisions of the SEBI LODR and the act, as amended from time to time. In line with these provisions, the Company has framed an Audit Committee Charter, which is subject to review by the Board of Directors.

The terms of reference and roles of the Audit Committee is in line with the provisions of SEBI LODR / Companies Act, 2013 which are mentioned hereunder:

- Review of Quarterly / Annual financial statements with Statutory Auditor and management before submission to the Board.
- Internal control systems, findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Internal audit function, internal audit reports relating to internal control weaknesses and functioning of whistle blower mechanism and prohibition of insider trading.
- Evaluation of internal financial controls and risk management systems.
- Management discussion and analysis of financial condition, results of operation financial and risk management policies of the Company.
- Defaults, if any, in payments to depositors, shareholders / creditors and the status of the inter-corporate loans and investments for scrutiny in detail.
- Approve related party transactions, including any subsequent modifications thereto.
- Compliance with listing and other legal requirements relating to financial statements.
- Changes, if any, in accounting policies and practices and reasons for the same, major accounting entries involving estimates based on the exercise of judgement by management and significant adjustments made in the financial statements arising out of the audit findings.
- Valuation of undertakings or assets of the Company, as and when required.
- Financial statements, in particular, the investments made by any unlisted subsidiary of the Company.
- Utilization of loans and/ or advances from/ investment by the Company to its subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower, including existing loans / advances / investments.
- Recommends appointment of Auditor and their remuneration and approves the appointment of CFO.
- Discusses the scope of audit and post-audit area of concern and qualifications, if any, with Statutory Auditor / Internal Auditor.
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Audit Committee reviews the quarterly unaudited / annual audited financial results of the Company. The unaudited results are subjected to limited review by the Statutory Auditor of the Company. The Statutory Auditor is eligible to issue limited review report as the audit firm has been subjected to peer review process of The Institute of Chartered Accountants of India (ICAI). The Audit Committee approves payments to Statutory Auditor for audit and non-audit services.

In accordance with the provisions of the Companies Act, 2013 read with relevant rules made thereunder and provisions of SEBI LODR, the Audit Committee accords prior approval for all Related party transactions (RPT), including any modifications thereto, as per the policy on RPT. The Audit Committee annually grants omnibus approvals for transactions that are routine or repetitive in nature and which are proposed to be undertaken / entered in the ordinary course of business at arm's length basis. While according omnibus approvals, the Audit Committee takes into consideration the following factors, viz., maximum value of the transactions, including value per transaction, extent and manner of disclosures made to the Audit Committee. On a quarterly basis, the Audit Committee reviews RPTs entered into by the company pursuant to each of the omnibus approval. The Audit Committee reviews all mandatory information under Part C of Schedule II pursuant to Regulation 18 of SEBI LODR, including review of Internal Auditor observations, statutory compliance.

4. Nomination and Remuneration Committee (NRC)

Composition, Attendance and Meetings

The NRC is constituted in terms of Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI LODR. The Company Secretary acts as the Secretary to the Committee. The Committee met three (3) times during the year on May 26, 2022, August 04, 2022 and February 14, 2023 with requisite quorum present throughout the meetings. The details of members and their attendance are as below:

Name of the Director	Category	No. of Meetings attended
Dr. V Sumantran	Chairman, Non-Executive & Independent	3
Mr. Pradip Kumar Bishnoi	Member, Non-Executive & Independent	2
Dr. Sheela Bhide	Member, Non-Executive & Independent	3

Note:

1) Dr. Sheela Bhide (DIN:01843547) ceased to be member of the Committee with effect from May 12, 2023.
2) Dr. Brinda Jagirdar (DIN:06979864) was inducted as member of the Committee with effect from May 13, 2023.

Overall purpose and terms of reference

The terms of reference and roles of the NRC are in line with the provisions of SEBI LODR / Companies Act, 2013 and, inter-alia, are as under:

- To formulate criteria for determining qualifications, positive attributes and Independence of Director for evaluation of performance of Independent Directors and the Board;
- To approve the remuneration policy of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel (SMP);
- To devise policy on Board diversity;
- To provide guidance to the Board on matters relating to appointment of Directors, Independent Directors, KMP and SMP, i.e., the core management team one level below the CEO / Managing Directors;
- To evaluate performance, recommend and review remuneration of the Executive Directors based on their performance;
- To recommend to the Board, the extension / continuation of term of appointment of Independent Directors based on report of performance evaluation;
- To consider and recommend professional indemnity and liability insurance for Directors, KMP and SMP;
- To recommend to the Board, all remuneration, in whatever form, payable to senior management;

During the year, the NRC, inter alia:

- Reviewed and recommended the process of Board evaluation, its committees and Directors.
- Considered and recommended the commission payable to Chairman & Managing Director for FY 2021-22.
- Considered and recommended the re-appointment of Mr. Rajeev Gupta as an Independent Director for second term.
- Reviewed and approved the compensation benefits of Senior Management Personnel (SMP) and Key Managerial Personnel (KMP).

Remuneration Policy

The policy on appointment and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel (SMP) is available in the policies section of the website of the Company at the weblink: https://ranegroup.com/investors/rane-holdings-limited/. This policy is designed to attract, motivate, and retain talented employees who drive the Company's success and aims at aligning compensation to goals of the Company, performance of the individual, internal equity, market trends and industry practices, legal requirements and appropriate governance standards.

Remuneration to Directors

In accordance with the said policy and the approval accorded by members' by way of a special resolution under Section 197 of the Companies Act, 2013 and the Rules made thereunder, Mr. L Ganesh, Chairman and Managing Director is entitled to commission on profits calculated as per Section 198 of the Companies Act, 2013. Accordingly, for the FY 2022-23 the Company has provided a sum of ₹127.75 Lakhs, as commission to Mr. L Ganesh. The same represents 2% of the net profits of the Company for the FY 2022-23.

Other Non-Executive Directors receive sitting fees as remuneration for attending the Board and Committee meetings.

Sitting Fees

The Directors are eligible for sitting fees, apart from reimbursement of their actual travel and out-of-pocket expenses, if any, for attending the meetings of the Board / Committee. The sitting fees payable per meeting of Board and its Committees are as under:

Type of Meeting	Sitting fees per meeting (in ₹)
Board	45,000
Audit Committee	15,000
Nomination & Remuneration Committee	10,000
Corporate Social Responsibility Committee	5,000
Stakeholders Relationship Committee	5,000

Details of Remuneration paid to Directors

The details of remuneration including sitting fees paid to the Directors during the year and their shareholding as at the year ended March 31, 2023 are as follows:

Name of the Director	Sitting Fees (in ₹)	Remuneration (in ₹)	Shares held as on March 31, 2023
Mr. L Ganesh	NA	4,38,02,498	12,16,433
Mr. Harish Lakshman	NA	93,88,450	1,39,882
Dr. V Sumantran	2,70,000	-	-
Dr. Sheela Bhide	2,85,000	-	-
Mr. Rajeev Gupta	2,40,000	-	-
Mr. Pradip Kumar Bishnoi	1,55,000	-	-
Total	**9,50,000**	**5,31,90,948**	**13,56,315**

Note:

1. Shareholding includes joint holdings & HUF, if any.
2. No other remuneration except sitting fees was paid to Non-Executive Directors.
3. Remuneration paid to Mr. L Ganesh, Chairman & Managing Director are based on shareholder's approval at the 84th AGM of the Company.
4. The remuneration paid to Mr. L Ganesh comprises of salaries & allowances – ₹2,36,96,867; perquisites – ₹73,30,631; and commission & performance linked incentive – ₹1,27,75,000, based on recommendation of the NRC and approval of the Board of Directors at their respective meetings held on May 12, 2023.
5. Mr. Harish Lakshman, Vice-Chairman & Joint Managing Director receives remuneration in the form of rent free accommodation only, which includes facilities in the nature of telecommunication, gas, electricity, in accordance with provisions of Income Tax Act, 1961. The monetary equivalent of the same is ₹93,88,450 for the FY 2022-23. He does not receive any other remuneration from the Company and receives remuneration from one of the group companies, viz., ZF Rane Automotive India Private Limited. The total remuneration received by him from both the Company and ZRAI is within the limits prescribed under the Companies Act, 2013.
6. Mr. L Ganesh, Chairman and Managing Director of the Company receives remuneration in the form of sitting fees for attending meetings of the Board and Committee(s) and commission on net profits, as per Section 197 of the Companies Act, 2013 from two of the subsidiary companies viz., Rane (Madras) Limited and Rane Brake Lining Limited.
7. No shares of the Company were pledged by the Directors. There is no stock option scheme prevailing in the Company.

5. Stakeholders Relationship Committee (SRC)

Composition, Attendance and Meetings

The Stakeholders Relationship Committee looks into grievances of shareholders and redresses them expeditiously in accordance with Section 178 of the Companies Act, 2013 and as per the requirements under Regulation 20 of SEBI LODR. The Company Secretary is the compliance officer of the Company and acts as the Secretary to the Committee. The Committee met two (2) times during the year on May 26, 2022 and October 28, 2022 with requisite quorum present throughout the meetings. The details of members and their attendance are stated below:

Name of the Director	Category	No. of meetings attended
Dr. Sheela Bhide	Chairperson, Non - Executive & Independent	2
Mr. L Ganesh	Member, Executive & Promoter	2
Mr. Harish Lakshman	Member, Executive & Promoter	2

Note:

1) Dr. Sheela Bhide (DIN:01843547) ceased to be Chairperson & member of the Committee with effect from May 12, 2023.

2) Dr. Brinda Jagirdar (DIN:06979864) was inducted as Chairperson & member of the Committee with effect from May 13, 2023.

Overall purpose and terms of reference

The terms of reference and roles of the SRC are in line with provisions of SEBI LODR and Companies Act, 2013 viz., as detailed hereunder:

- To resolve the grievances of the security holders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc.

- To review measures taken for effective exercise of voting rights by shareholders.
- To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- To review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.

During the year, two complaints were received and resolved (1 to the Company directly and 1 from NSE). They were relating to Annual Report of Subsidiary Company. There were no complaints remaining unresolved as at the end of the financial year 2022-23. The Chairman of the SRC was present at the last AGM of the Company held on June 29, 2022.

The SRC during the year reviewed:

- Internal Audit report for the FY 2021-22 issued to RTA, in line with the SEBI Circular dated April 20, 2018.

6. Corporate Social Responsibility (CSR) Committee

Education, Healthcare, Community Development and Environment are the four focus areas under Corporate Social Responsibility (CSR) as per the CSR activities of the Company. The CSR projects and activities undertaken by the Company are in line with the CSR Policy and recommendations of the CSR Committee which are in accordance with the areas or subjects specified under the Companies Act, 2013, as amended from time to time. The Committee met once (1) during the year on May 26, 2022 with requisite quorum present throughout the meeting. The Company Secretary acts as the Secretary to the Committee. The details of members and their attendance are stated below:

Name of the Director	Category	No. of meetings attended
Mr. L Ganesh	Chairman, Executive & Promoter	1
Dr. Sheela Bhide	Member, Non - Executive & Independent	1
Mr. Harish Lakshman	Member, Executive & Promoter	1

Note:
1) Dr. Sheela Bhide (DIN:01843547) ceased to be member of the Committee with effect from May 12, 2023.
2) Dr. Brinda Jagirdar (DIN:06979864) was inducted as member of the Committee with effect from May 13, 2023.

Overall purpose and terms of reference

The terms of reference of the Committee are as follows:

- Formulate and recommend CSR Policy, for approval of the Board.
- Formulate and recommend to the Board, an annual action plan in pursuance of CSR policy.
- Approve projects that are in line with the CSR policy.
- Implement CSR projects / programmes directly and through registered implementing agencies.
- Have monitoring mechanisms in place to track the progress of each project.
- Recommend the CSR expenditure to the Board of the Company for approval
- Carry out impact assessment of project / programmes, where required.
- Ensure utilization of CSR expenditure.
- Such other terms as required under any statutory obligation.

The report on CSR projects undertaken during the year 2022-23 as approved by the CSR Committee in consultation with the Board is annexed to this report in **'Annexure C'.**

7. Risk Management Committee

The Company has constituted a Risk Management Committee in compliance with the SEBI Listing Regulations.

The Committee comprises of members from the Board and senior member(s) from leadership team. The details of members and their attendance are stated below:

Name of the Director	Category	No. of meetings attended
Mr. L Ganesh	Chairman, Executive & Promoter	2
Mr. Harish Lakshman	Member, Executive & Promoter	1
Dr. V Sumantran	Member, Non – Executive & Promoter	2
Dr. P A Padmanabhan	Member, President - Finance, Management Group	2

The Company's approach towards risk management is to mitigate risks to an acceptable level within its tolerances, protect Rane Group's reputation and brand and strive to achieve operational and strategic business objectives.

Risk Assessment is conducted once in two years and the Company has mechanism to identify, assess, mitigate and monitor various risks to key business objectives.

Business process and compliance risk evaluation is an on-going process within the Company. The Company has a dynamic risk management framework to identify, monitor, mitigate and minimise risks.

The Committee is governed by a charter as per the terms of reference prescribed under LODR viz.,

- To formulate a detailed risk management policy which shall include:
    a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
    b. Measures for risk mitigation including systems and processes for internal control of identified risks.
    c. Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

The Committee met two (2) times on September 23, 2022 & March 22, 2023 wherein the committee reviewed the revised Risk Review Plan and reviewed various risks including Environmental, Social & governance (ESG) related risks.

8. Other Committees

Share Transfer Committee

To expedite the process of share transfers, the Board has delegated the power of share transfer, transmission, dematerialization / rematerialization / split / consolidation, issue of duplicate share certificates etc. to a committee comprising of such senior officials designated from time to time. The Committee meets on a case to case basis to approve share transfers and transmissions and the details of such transfer / transmissions of securities are placed to the Board. No sitting fees is payable to the committee members.

Investment Committee

To execute the investment decisions as delegated by the Board in a timely manner, in accordance with the annual operating plan, an Investment committee comprising of senior officials meets from time to time. No sitting fees is payable to the committee members. During the year, the Committee met once to approve open market purchase of equity shares of Rane Engine Valve Limited and matters connected thereto.

Finance Committee

A Finance Committee comprising of Mr. L Ganesh and Mr. Harish Lakshman as its members are authorised to approve borrowings and connected matters, in accordance with the delegations made by the Board, from time to time.No sitting fees is payable to the Committee members. The Company Secretary acts as Secretary to the Finance Committee of the Board. During the year no meeting was held.

Executive Committee

An Executive Committee, comprising of Mr. L Ganesh and Mr. Harish Lakshman as its members, is authorized to carry out activities in connection with change in authorization to officials under various legislations, operation of bank accounts and other administrative matters between two consecutive meetings of the Board. No sitting fees is payable to the Committee members. The Company Secretary acts as Secretary to the Executive Committee of the Board. During the year, one (1) meeting was held on January 19, 2023 for opening Suspense Escrow Demat Account as per SEBI Circular dated December 30, 2022.

9. Code of conduct

The Board of Directors have laid down a code of conduct i.e. "Ethical Standards of Behaviour – RANE COMPASS" for all Board members and employees of the Company in furtherance of its emphasis towards good Corporate Governance practices. The same has been posted in the policies section of the website of the Company at the weblink: https://ranegroup.com/investors/rane-holdings-limited/. The Board members and Senior Management Personnel have affirmed their compliance with the code of conduct. A declaration from the Chairman & Managing Director of the Company to this effect forms part of this report in '**Annexure (i)**'.

Prevention of Insider Trading

The Board of Directors have formulated "Rane Code to regulate, monitor and report trading by insiders" and "Rane Code of practices and procedures for fair disclosure of unpublished price sensitive information" in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, to prevent misuse of any unpublished price sensitive information and prohibit insider trading activity. The code of fair disclosure practices and procedures for unpublished price sensitive information is available in the policies section of the website of the Company at the weblink: https://ranegroup.com/investors/rane-holdings-limited/. Further, the Company maintains a Structured Digital Database as required under Regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015 with adequate internal controls, checks, time stamping and audit trails.

10. General Body Meetings

Details of last three (3) Annual General Meetings (AGM) are as under:

Date of AGM	Special resolutions passed	Time	Venue / Mode
June 29, 2022 (86th AGM)	1. Re-appointment of Mr. Rajeev Gupta (DIN:00241501) as an Independent Director for a second term.	14:00 hrs (IST)	Video Conferencing / Other Audio Visual Means (VC / OAVM)
August 06, 2021 (85th AGM)	1. Amendment of Articles of Association of the Company.	15:00 hrs (IST)	
August 14, 2020 (84th AGM)	1. Approval of the re-appointment of Mr. Ganesh Lakshminarayan as Chairman and Managing Director and his remuneration thereof 2. Approval under Regulation 17(6)(ca) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the remuneration payable to Mr. L Lakshman, Chairman Emeritus (Non- Executive Directors) exceeding fifty percent of the total remuneration payable to all Non- Executive Directors of the Company 3. Approval under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended from time to time, the remuneration payable to Mr. L Ganesh, Chairman & Managing Director and Mr. Harish Lakshman, Vice-Chairman & Joint Managing Director, being Promoter Executive Directors	15:00 hrs (IST)	

No resolution was passed through postal ballot or Extra-Ordinary General Meeting during the financial year 2022-23.

11. Other Disclosures

i. During the year, the Company had not entered into any transaction of material nature with any of the promoters, Directors, management or relatives or subsidiaries etc., except as disclosed in **'Annexure D'** to the report of the Board of Directors. The details of transactions in the nature of loans, advances and investments in subsidiary companies is available in the notes to the financial statements. The transactions entered with related parties during the year were in the ordinary course, at arms' length and not in conflict with the interests of the Company. All routine and periodic transactions with related parties were covered in the omnibus approval of the Audit Committee. The details of the related party transactions including those with persons/ entities belonging to promoter / promoter group as per Ind AS as stated in note no. 40 of the financial statements. The policy on related party transaction is available in the policies section of the website of the Company at the web-link: https://ranegroup.com/investors/rane-holdings-limited/.

ii. There was no instance of non-compliance by the Company on any matters relating to the capital markets; nor was there any penalty / strictures imposed by the stock exchanges or SEBI or any other statutory authority on such matters during the last three years.

iii. There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company.

iv. The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.

v. The Company has complied with the following non-mandatory requirements prescribed under Part – E of Schedule II, Chapter IV of the SEBI LODR:

a. adopted best practices to ensure a regime of financial results / statement with unmodified audit opinion.

b. internal auditor directly reports to the Audit Committee.

vi. In order to comply with all laws governing the operations and conduct of affairs of the Company in accordance with the highest ethical and legal standards, the Company has adopted a Statutory Compliance Kit (STACK). STACK is a structured process providing comprehensive reference framework to facilitate education to dealing personnel, execution, escalation and regular reviews to strengthen compliance management. The STACK is electronically integrated through an online platform (e-STACK) to improve the compliance management system and its efficiency. The master lists of statutory requirements are effectively complied through practice of Daily Routine Management (DRM) and Vital Activity Monitoring (VAM) charts. Reports relating to the compliance with various laws applicable to the Company are regularly reviewed and the vital issues are presented to the Audit Committee and the Board.

vii. The Company has material subsidiary in terms of SEBI LODR. The Company has framed a policy for determining "material subsidiary" and the same is available in the policies section of the website of the Company at the weblink https://ranegroup.com/investors/rane-holdings-limited/.

viii. The Company has obtained Certificate from a Company Secretary in Practice that none of the Director(s) on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of the companies by the Board / Ministry of Corporate Affairs or any such statutory authority. The Certificate obtained is attached as an '**Annexure (ii)**' to the Corporate Governance report.

ix. The Independent Directors have confirmed and declared that they meet the criteria of 'Independence' as stipulated under Section 149 including the compliance with the code of conduct as prescribed in Schedule – IV of the Companies Act, 2013 and Regulations 16 and 25 of SEBI LODR and other provisions of the Act and SEBI LODR, as amended from time to time and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact his / her ability to discharge duties with an objective independent judgment and without any external influence.

x. In terms of regulation 25 of SEBI LODR the Company has in place policy for Directors and Officers insurance ('D & O insurance') covering all the independent Directors, of such quantum and for such risks which commensurate to the operations of the Company and in line with the industry standards.

xi. The disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Directors' Report.

xii. The Managing Director and CFO of the Company have certified to the Board on the integrity of the financial results / statements, effectiveness of internal controls and significant changes in internal control /accounting policies during the year as required under Regulation 17(8) of the SEBI LODR and Companies Act, 2013.

xiii. The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of SEBI LODR.

xiv. The Board has accepted / considered all the recommendation(s) made by its Committee(s) during the relevant financial year.

xv. The total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the Statutory Auditor (including all entities in the network firm / network entity) is given hereunder:

(₹ in Crores)

Name of the entity	Paid by the Company	Paid by the Subsidiaries	Paid by the Company	Paid by the Subsidiaries
	FY 2022-23		FY 2021-22	
B S R & Co., Chartered Accountants	0.21	0.60	0.19	0.33
Network entities and firms of B S R & Co. (if any)	-	-	-	-
Total	**0.21**	**0.60**	**0.19**	**0.33**

xvi. During the year, the Company has not raised any funds through preferential allotment or qualified institutions placement, hence, the details of utilization of funds does not arise. There are no convertible instruments issued or outstanding.

xvii. The Board of Directors at their meeting held on May 27, 2021 has formulated a Dividend Distribution Policy and the same is available in the policies section of the website of the Company at the weblink: https://ranegroup.com/investors/rane-holdings-limited/.

xviii. The Company on a periodical basis reviews various policies framed under the Companies Act, 2013 and SEBI LODR and such other statutes, as applicable and amends them based on the requirement to ensure conformity with relevant regulatory changes and industry practices.

xix. There were no loan / advances given to firms / companies in which directors are interested during the year under review and no outstanding as at the year ended March 31, 2023.

12. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Company does not have any exposure hedged through Commodity derivatives. The Company has well defined forex exposure guidelines approved by the Board of Directors and forex exposures are suitably hedged through plain vanilla forward covers.

13. Whistle blower mechanism

The Company has a whistle blower policy, which provides the vigil mechanism for reporting with reliable information on any improper or unethical practices or actions which are violative (actual or potential) of the code of the Company by any employee or others dealing with the Company. The policy also addresses the protection to whistle blower who makes protected disclosures under the policy and provides for direct access to the Chairman of the Audit Committee.

The policy and the mechanism for reporting have been appropriately communicated across all locations of the Company. During the year under review the Board of Directors amended certain provisions to strengthen the policy on procedural matters especially those governing the anonymous disclosures, committees, ombudsperson and timelines for detailed enquiry. No person has been denied access to the ombudsperson / Audit Committee. The whistle blower policy is available in the policies section of the website of the Company and the same is available in the Company's website at the weblink: https://ranegroup.com/investors/rane-holdings-limited/.

14. Means of communication

The quarterly / annual financial results were published in "Business Standard" (English) and "Hindu Tamizh Thisai" (Tamil). The financial results, shareholding pattern and other disclosures / filings requirements under Regulation 17 to 27 and 46(2)(b) to (i), of SEBI LODR, wherever applicable, were also uploaded in the websites of the Stock Exchanges and the website of the Company viz., www.ranegroup.com. During the year, press release and presentations that were made to analysts / institutional investors were made available on the website of the Company.

The Company did not printed physical copies of the 86th annual report for the FY 2021-22 for distribution in view of exemption available vide circular no. 02/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ("MCA") read with previous circulars and SEBI circular no. SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022 in this regard. The full Annual Report was made available on the website of the Company and also disseminated to the stock exchanges where shares of the Company are listed. The electronic copies of the annual report and the notice convening the 86th AGM were sent to all the members whose e-mail addresses were registered with the Company or their respective Depository Participants (DP).

In compliance with SEBI Circular SEBI/HO/OIAE/2023/03394 dated January 27, 2023, the Company has created awareness regarding availability of Dispute Resolution Mechanism at Stock Exchanges by sending out on February 10, 2023 SMS and email communication to all physical shareholders who had registered their mobile number / email ID.

15. General Shareholder Information

i. Annual General Meeting

August 04, 2023 (Friday) at 14:00 hrs (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")

ii. Financial Year: April 01, 2023 – March 31, 2024

Financial Calendar:

Board meeting for approval of	Tentative Date
Audited Annual financial results and financial statements for the year ended March 31, 2023	May 12, 2023
Unaudited financial results for the 1st quarter ending June 30, 2023	By first week of August 2023
Unaudited financial results for the 2nd quarter ending September 30, 2023	By first week of November 2023
Unaudited financial results for the 3rd quarter ending December 31, 2023	By second week of February 2024

(both standalone and consolidated financial statements and financial results)

The above dates are only tentative in nature and may undergo changes based on the legal / administrative requirements.

iii. Dividend

The Board of Directors of the Company at their meeting held on May 12, 2023 have considered and recommended a dividend of 170% (₹17/- per share) on the equity share capital for approval of the shareholders at the ensuing 87th AGM to be held on August 04, 2023. The dividend, if declared, would be paid for those eligible shareholders whose name appeared in the register of members of the Company as on Friday, July 28, 2023 (being the Record Date) fixed for this purpose. The dividend will be paid to the shareholders on August 11, 2023.

iv. Listing on Stock Exchanges

Stock Exchanges	Stock Code
National Stock Exchange of India Limited (NSE) Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai 400 051	RANEHOLDIN
BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001	505800

Listing Fee

The shares of the Company are listed on NSE & BSE which provide nationwide access to trade and deal in Company's equity shares across the country. The Company has paid the Annual Listing fee for the financial year 2023 - 24 to NSE & BSE where the shares of the Company continue to be listed. The shares of the Company were not suspended from trading during the FY 2022-23.

v. Unpaid / Unclaimed Dividends

Pursuant to the provisions of Section 124 of the Companies Act, 2013, dividend for the financial year ended March 31, 2015 and thereafter which remain unclaimed for a period of seven years, will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government within the respective due dates.

During the year, the Company had transferred to IEPF unclaimed final dividend of ₹6,27,623/- for the financial year ended March 31, 2015 to IEPF on September 14, 2022. The Company has sent reminder letters to each of the shareholder's whose dividend is remaining unclaimed as per the records available with the Company. Information in respect of such unclaimed dividends when due for transfer to the said fund is given below:

Year	Date of declaration	Dividend per share# (in ₹)	Amount outstanding in Unclaimed Dividend Account (as on 31.03.2023) (in ₹)^	Last Date for claiming unpaid dividend	Due date for transfer to IEPF
31.03.2016	10.03.2016	10.00	7,80,060.00	15.04.2023	15.05.2023
31.03.2017*	09.02.2017	3.50	3,38,345.50	17.03.2024	16.04.2024
31.03.2017	31.08.2017	5.00	4,67,575.00	06.10.2024	05.11.2024
31.03.2018*	06.02.2018	5.50	2,80,181.00	14.03.2025	12.04.2025
31.03.2018	02.08.2018	9.00	4,56,192.00	07.09.2025	07.10.2025
31.03.2019	07.02.2019	8.00	3,79,200.00	15.03.2026	14.04.2026
31.03.2019	27.05.2019	11.00	5,25,349.00	02.07.2026	01.08.2026
31.03.2020*	06.02.2020	4.00	2,49,916.00	14.03.2027	13.04.2027
31.03.2020	24.06.2020	4.00	2,11,928.00	20.09.2027	19.10.2027
31.03.2022	08.07.2022	12.00	10,46,978.00	14.08.2029	19.02.2029

share of paid-up value of ₹10/- per share
* Interim dividend
^ amounts reflect confirmation of balance issued by Banks

During the year, the Company had filed with Registrar of Companies, the details of all unpaid and unclaimed Dividend amounts as on March 31, 2022 in accordance with The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The above details are also available in the investor information section of the website of the Company at the weblink www.ranegroup.com.

vi. Transfer of shares to IEPF Authority

Pursuant to Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refunds) Rules, 2016, as amended from time to time, ("the Rules" / "IEPF Rules") the Company is required to transfer the equity shares in respect of which dividends are not claimed for the last 7 years by any shareholder to the IEPF Authority.

During the year under review,, the Company has transferred to IEPF the following shares:

Year from which dividend has remained unclaimed / unpaid for seven consecutive years	No. of shares
2014-15	3,281

The Company has remitted / transferred the dividends declared on the shares already transferred to the IEPF Authority and the details are available at the investor section of the website of the Company at www.ranegroup.com. The other benefits, if any, arising out of shares already transferred to IEPF Authority will also be received by the IEPF Authority unless those shares are claimed by the shareholders.

No claim shall lie against the Company in respect of any dividend or shares transferred to the IEPF Authority. However, the shareholders may claim their shares / dividend by filing the electronic request for the same by following the procedure available on the website of IEPF at www.iepf.gov.in. The shares relating to unclaimed Dividend for FY 2015-16 (Interim) & FY 2016-17 (Interim) are liable to be transferred to IEPF Authority during the current FY 2023-24. In this regard, the Company shall intimate / publish notice in newspapers and requisite details would be made available on the Investors section of the Company's website at www.ranegroup.com. The concerned shareholders are requested to claim their shares before the due dates of transfer of shares to the IEPF, specified therein newspapers and Company website.

vii. Unclaimed share suspense

In accordance with Regulation 39 of SEBI LODR read with Schedule V of the SEBI LODR, the Company reports the movement of unclaimed shares in the unclaimed share suspense account. The voting rights of these shareholders shall remain frozen till the rightful owner of such shares claims the same. The movement of unclaimed shares in unclaimed suspense account, during the year are as follows:

Details of Unclaimed Suspense account	No. of share-holders	Outstanding shares
Aggregate at the beginning of the year	233	36,220
Requests for transfer during the year	15	1,894
Transfers to IEPF during the year	15	1,894
Balance at the end of the year	218	34,326

In compliance with SEBI Circular No. SEBI/HO/MIRSD/PoD1/0W/P/2022/64923 dated December 30, 2022,the Company has opened "Rane Holdings Limited – Suspense Escrow Demat Account" with M/s. Integrated Enterprises (India) Private Limited, the Depository Participant to credit securities for which demat is pending beyond 120 days from the date of issuance of letter of confirmation.

viii. Share Price Data

The equity shares of the Company are listed and admitted to dealings on two nationwide stock exchanges viz. National Stock Exchange of India Ltd (NSE) and BSE Ltd (BSE). The share price data as quoted on the NSE and BSE along with the movement in the respective stock index during the last financial year viz., April 01, 2022 – March 31, 2023 is given below:

Month	BSE Share Prices (₹)		BSE Sensex		NSE Share Prices (₹)		NSE Nifty	
	High	Low	High	Low	High	Low	High	Low
April 2022	667.00	578.40	60,845.10	56,009.07	668.00	587.00	18,114.65	16,824.70
May 2022	637.65	574.65	57,184.21	52,632.48	639.95	570.00	17,132.85	15,735.75
June 2022	652.00	556.00	56,432.65	50,921.22	651.50	555.95	16,793.85	15,183.40
July 2022	688.50	615.25	57,619.27	52,094.25	690.00	610.40	17,172.80	15,511.05
August 2022	884.55	659.80	60,411.20	57,367.47	884.90	658.75	17,992.20	17,154.80
September 2022	945.50	776.15	60,676.12	56,147.23	946.60	774.40	18,096.15	16,747.70
October 2022	970.75	785.00	60,786.70	56,683.40	973.00	786.00	18,022.80	16,855.55
November 2022	977.40	850.00	63,303.01	60,425.47	977.85	849.50	18,816.05	17,959.20
December 2022	957.85	808.50	63,583.07	59,754.10	962.85	810.00	18,887.60	17,774.25
January 2023	925.90	860.00	61,343.96	58,699.20	927.35	852.00	18,251.95	17,405.55
February 2023	1,049.00	846.00	61,682.25	58,795.97	1049.15	849.00	18,134.75	17,255.20
March 2023	927.45	792.00	60,498.48	57,084.91	930.00	825.00	17,799.95	16,828.35

source: www.bseindia.com & www.nseindia.com

ix. Registrar and Transfer Agent

The contact details of the Registrar and Transfer Agents are as follows:

Integrated Registry Management
Services Private Limited
SEBI Registration No. INR000000544
II Floor, 'Kences Towers',
No.1, Ramakrishna Street, North Usman Road,
T. Nagar, Chennai – 600 017
Phone: 28140801 – 03, Fax: 28142479, 28143378
e-mail ID: corpserv@integratedindia.in
Website: www.integratedindia.in
Name of the contact person:
Mr. K Suresh Babu, Director

x. Share Transfer System & Share Capital Audit

The power to approve transfer of shares has been delegated by the Board to the Share Transfer Committee which approves the share transfers and demat / remat requests in co-ordination with the RTA.

The Share transfers and transmissions are approved and registered within prescribed timelines. On a yearly basis, the compliance with the share transfer / transmission formalities is audited by a Practicing Company Secretary (PCS) in terms of Regulation 40(10) of SEBI (LODR) with the stock exchanges and a certificate to this effect is filed with the stock exchanges.

xi. Distribution of shareholding as on March 31, 2023

No. of shares held	Shareholders		Shares	
	Number	% to total	Number	% to total
Upto 500	13,781	91.10	10,65,147	7.46
501 – 1000	605	4.00	4,51,652	3.16
1001 – 2000	296	1.96	4,36,128	3.05
2001 – 3000	130	0.86	3,30,618	2.32
3001 – 4000	58	0.38	2,01,158	1.41
4001 – 5000	49	0.32	2,23,579	1.57
5001 – 10000	107	0.71	7,86,166	5.51
10001 & above	101	0.67	1,07,83,361	75.53
Total	**15,127**	**100.00**	**1,42,77,809**	**100.00**

xii. Shares Dematerialization

The Company has entered into the necessary agreements with National Securities Depository Limited and Central Depositories Services (India) Limited for dematerialization of the shares held by investors. As on March 31, 2023, about 99.00% of the shareholdings has been dematerialized. The promoter and promoter group hold their entire shareholding only in dematerialized form. A comparative chart of physical and demat holdings for the current and previous financial year is given below:

Particulars	Number of shares – As on		% to total capital – As on	
	March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Physical	1,42,743	1,52,964	1.00	1.12
Demat	1,41,35,066	1,41,24,845	99.00	98.88
Total	**1,42,77,809**	**1,42,77,809**	**100.00**	**100.00**

Demat ISIN: INE384A01010

The Company has not issued any equity share with differential voting rights nor granted stock options nor sweat equity shares. During the year, the Company has not bought-back its shares from its shareholders.

xiii. Transfer / Transmission / Issue of duplicate share certificates of shares in demat mode only

In accordance with SEBI guidelines with effect from January 25, 2022, all transmission/transfer requests including issuance of duplicate share certificates are mandatorily to be processed in dematerialised form only.

xiv. Credit Rating

The details of credit ratings, including revisions, if any, assigned to the debt instruments / total bank loan facilities of the Company during the year ended March 31, 2023 are as follows:

Rating Agency	Security - Type	₹ in Crores	Credit Rating	Outlook	Status (Assigned / Re-affirmed / Revised / Withdrawn)	Date of Credit Rating obtained
ICRA Limited	Long term	74.96	AA-	Stable	Re-affirmed	December 08, 2022
	Long term	25.04	AA-	Stable	Re-affirmed	
	Short term		A1+	-		

xv. Address for communication:

The Compliance Officer
Rane Holdings Limited
Rane Corporate Centre,
"Maithri" 132, Cathedral Road,
Chennai 600 086.
Ph.28112472/73;
e-mail ID: investorservices@ranegroup.com

OR

Mr. K Suresh Babu, Director
Integrated Registry Management Services Private Limited
II Floor, 'Kences Towers' No.1, Ramakrishna Street,
North Usman Road, T. Nagar, Chennai - 600 017
Phone: 28140801–03, Fax: 28142479
e-mail ID: corpserv@integratedindia.in

For and on behalf of the Board

Harish Lakshman
Vice-Chairman &
Joint Managing Director
DIN:00012602

Ganesh Lakshminarayan
Chairman &
Managing Director
DIN:00012583

Chennai
May 12, 2023

Annexure (i)

CERTIFICATE FROM MANAGING DIRECTOR / MANAGER

To
The Members,
Rane Holdings Limited

Declaration by Managing Director on the Code of Conduct pursuant to Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, hereby declare that to the best of my knowledge and information, all the Board members and Senior Management Personnel have affirmed compliance with 'Ethical Standards of Behaviour – RANE COMPASS', the code of conduct, for the year ended March 31, 2023.

For and on behalf of the Board

Ganesh Lakshminarayan
Chairman & Managing Director
DIN:00012583

Chennai
May 12, 2023

Annexure (ii)

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34 (3) read with Schedule V Para C (10) (i) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Rane Holdings Limited [CIN: L35999TN1936PLC002202]
"Maithri", No.132, Cathedral Road, Chennai – 600 086.

We hereby certify that, in our opinion, **none of the below named directors** who are on the Board of Directors of **RANE HOLDINGS LIMITED** ("the Company") **as on March 31, 2023, have been debarred or disqualified from being appointed or continuing as Directors** of companies by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs, Government of India (MCA).

Sl. No.	Name of the Director	Nature of Directorship	Director Identification Number (DIN)
1.	Ganesh Lakshminarayan	Chairman, Managing Director, Promoter	00012583
2.	Harish Lakshman	Vice Chairman, Joint Managing Director, Promoter	00012602
3.	Sheela Bhide	Non-Executive, Independent	01843547
4.	Venkataramani Sumantran	Non-Executive, Independent	02153989
5.	Rajeev Gupta	Non-Executive, Independent	00241501
6.	Pradip Kumar Bishnoi	Non-Executive, Independent	00732640

We are issuing this certificate based on the following, which to the best of our knowledge and belief were considered necessary in this regard:

1. Information relating to the directors available in the official website of the Ministry of Corporate Affairs;
2. Disclosures / declarations / confirmations provided by the said directors to the Company;
3. Registers, records, forms and returns filed / maintained by the Company; and
4. Information, explanation and representations provided by the Company, its officers and agents.

Management's responsibility:

The management of the Company is responsible to ensure the eligibility of a person for appointment / continuation as a Director on the Board of Directors of the Company.

Our responsibility:

Our responsibility is to express an opinion on this, based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness of the process followed by the management of the Company with regard to appointment / continuation of a person as a Director of the Company

For S Krishnamurthy & Co.,
Company Secretaries,
[Firm Unique Identification No. P1994TN045300]
[Peer Review Certificate No. 739/2020]

K. Sriram,
Partner
Membership No.: 6312
Certificate of Practice No.: 2215
UDIN: F006312E000297526

Place: Chennai
Date: May 12, 2023

Annexure (iii)

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

INDEPENDENT AUDITORS CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

TO
THE MEMBERS
RANE HOLDINGS LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter dated April 19, 2023.
2. We have examined the compliance of conditions of Corporate Governance by Rane Holdings Limited ('the Company') for the year ended March 31, 2023, as stipulated in regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all relevant records and documents. This responsibility includes design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Auditors' Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended March 31, 2023.
6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and the Guidance Note on Certification of Corporate Governance both issued by the Institute of Chartered Accountants of India ('ICAI') in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-00022

S Sethuraman
Partner
Membership No.: 203491
UDIN:23203491BGYXXA6423

Place: Chennai
Date: May 12, 2023

Annexure F to the Report of the Board of Directors

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 (SEBI LODR)

Section A

GENERAL DISCLOSURES

I.	Details of the listed entity	Company Response
1.	Corporate Identity Number (CIN) of the Listed Entity	L35999TN1936PLC002202
2.	Name of the Listed Entity	Rane Holdings Limited
3.	Year of incorporation	1936
4.	Registered office address	"Maithri", 132, Cathedral Road, Chennai 600086
5.	Corporate address	"Maithri", 132, Cathedral Road, Chennai 600086
6.	E-mail	investorservices@ranegroup.com
7.	Telephone	+91-44-28112472 / 73
8.	Website	www.ranegroup.com
9.	Financial year for which reporting is being done	2022-23
10.	Name of the Stock Exchange(s) where shares are listed	BSE Limited & National Stock Exchange of India Limited
11.	Paid-up Capital	₹14.28 Crores
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	044-28112472; l.ganesh@ranegroup.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone basis

II.	Products/services

14. Details of business activities (accounting for 90% of the turnover):

Sr. No	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Service fee	Employee training and development, investor services, business development and information system support	38%
2	Trade mark fee	Rane' trademark and license usage by the group companies	41%
3	Dividend income	From strategic investments held by the company	21%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No	Product/Service	NIC Code	% of Total Turnover contributed
1	Trademark fees	77400	41%
2	Dividend income	64200	21%
3	Information technology support service	62020	15%
4	Management consultancy service	70200	14%

III. Operations

16. Number of locations where plants and / or operations / offices of the entity are situated:

Sr. No	Location	Number of plants	Number of offices	Total
a)	National	-	4	4
b)	International	-	-	-

17. Markets served by the entity:

a) Number of locations

Locations	Number
National (No. of States)	2
International (No. of Countries)	-

b) What is the contribution of exports as a percentage of the total turnover of the entity?

Import	Export
Nil	0.30%

c) A brief on types of customers:

Rane Holdings Limited, being the holding Company of Rane Group is engaged in three main-stream services viz., holding strategic investments, licensing trademark and providing services to the Rane Group Companies

IV. Employees

18. Details as at the end of Financial Year:

a) Employees (including differently abled):

Sr. No	Particulars	Total (A)	Male	(% of Total)	Female	(% of Total)
1	Permanent	108	83	77%	25	23%
2	Other than Permanent	29	22	76%	7	24%
3	Total employees	137	105	77%	32	23%

Workers (including differently abled):

Sr. No	Particulars	Total (A)	Male	(% of Total)	Female	(% of Total)
1	Permanent	7	7	100%	-	-
2	Other than Permanent	38	31	82%	7	18%
3	Total employees	45	38	84%	7	16%

b) Differently abled Employees:

Sr. No	Particulars	Total (A)	Male	(% of Total)	Female	(% of Total)
1	Permanent	-	-	-	-	-
2	Other than Permanent	-	-	-	-	-
3	Total employees	-	-	-	-	-

Differently abled Workers:

Sr. No	Particulars	Total (A)	Male	(% of Total)	Female	(% of Total)
1	Permanent	-	-	-	-	-
2	Other than Permanent	-	-	-	-	-
3	Total employees	-	-	-	-	-

19. Participation/Inclusion/Representation of women:

Particulars	Total (A)	Female	(% of Total)
Board of Directors	6	1	17%
Key Management Personnel	4	-	0%

20. Turnover rate for permanent employees and workers: (Disclose trends for the past 3 years)

Particulars	FY23			FY22			FY21		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	27%	16%	24%	22%	37%	26%	13%	6%	12%
Permanent Workers	14%	-	14%	-	-	-	11%	-	11%

V. Holding, Subsidiary and Associate Companies (including joint ventures):

21.

Sr. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/ No)
1	Rane (Madras) Limited	Subsidiary	71.77	Rane's Code of Conduct covers responsible and sustainable business conduct and the same is applicable to all Companies in the Group. Irrespective of the nature and conduct of businesses the Group companies adhere to the Rane's Code of Conduct.
2	Rane Engine Valve Limited	Subsidiary	57.28	
3	Rane Brake Lining Limited	Subsidiary	50.03	
4	Rane t4u Private Limited	Subsidiary	98.59	
5	Rane Holdings America Inc.	Subsidiary	100	
6	Rane Holdings Europe GmBH	Subsidiary	100	
7	Rane NSK Steering Systems Private Limited	Joint Venture/ Associate	49	
8	ZF Rane Automotive India Private Limited	Joint Venture/ Associate	49	

VI. CSR Details:

22.

1	Whether CSR is applicable as per section 135 of Companies Act, 2013:	Yes
2	Turnover (in ₹)	117.65 Crores
3	Net worth (in ₹)	536.36 Crores

VII. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (If Yes, then provide web-link for grievance redress policy)	FY23			FY22		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	NA	-	-		-	-	
Investors (other than shareholders)	Y	2	-	-	2	-	-
Shareholders	Y	-	-		-	-	
Employees and workers	Y	-	-		-	-	
Customers	Y	-	-		-	-	
Value Chain Partners	Y	-	-		-	-	

24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

Being an investment Company with no manufacturing operations, no material risks with respect to sustainability are identified. However, with respect to administrative areas, the following non material risks / opportunities are identified.

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Non renewable Energy usage	Risk	Responsible organisation and committed towards sustainability	Identified countermeasures include sourcing of renewable energy and identifying appropriate Channel for E Waste disposal	Negative
2	Lack of systematic E Waste disposal process	Risk			
3	Stakeholder expectations on sustainability (Community, Investors, Shareholders, Employees, Customers)	Opportunity	Enhancement of Brand value	implementing ESG framework so as to exceed Stakeholder expectations on sustainability	Positive
4	Green building	Opportunity	Responsible organisation and committed towards sustainability	Adoption of IGBC code to enhance offices to improve sustainability	

Section B

MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes								
b. Has the policy been approved by the Board? (Yes/No)	Yes								
c. Web Link of the Policies, if available	https://ranegroup.com/investors/rane-holdings-limited/?rhl-cor-5								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Yes								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Considering the nature of the Company's structure, the Company does not have any significant value chain partners. Hence, the same is not applicable.								
4. Name of the national and international codes/certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 27001 certification obtained on Information Security Management Systems.								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	It is proposed to setup appropriate measurement systems to capture greenhouse gas emissions across relevant business processes by Mar 2024. Based on such assessment and identification of possible opportunities appropriate targets would be established.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	NA								
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	Please refer to Chairman message on page 2 of this report.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Chairman and MD								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Mr. L. Ganesh - Chairman & Managing Director Mr. Harish Lakshaman - Vice Chairman & Joint Managing Director								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee
Performance against above policies and follow up action	P1: Y; P2: Y; P3: Y; P4: Y; P5: Y; P6: Y; P7: NA; P8: Y; P9: Y
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company is in compliance with extant regulations as applicable.
Frequency (Annually / Half yearly / Quarterly / Any other – please specify)	Annually
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	Wherever required, policies are reviewed by statutory, secretarial and internal auditors.
12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated:	NA

Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
a. The entity does not consider the Principles material to its business (Yes/No) b. The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) c. The entity does not have the financial or/human and technical resources available for the task (Yes/No) d. It is planned to be done in the next financial year (Yes/ No) e. Any other reason (please specify)	Y	Y	Y	Y	Y	Y	NA	Y	Y

P7 considering the nature of its business Principle 7 has limited applicablity.

Section C
PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	Directors of the Company, at the time of their appointment are familiarized on the Company's Core Values, Code of Conduct including the purpose and the business it operates in. At each meeting of the Board / Audit Committee, members also deliberate on key governance matters. As part of agenda, members also discuss various sustainable initiatives of the Company, including regulatory and economic trends in the industry.		100%
Key Managerial Personnel	5	Information security, trends in automotive industry ,Code of Conduct, prevention of insider trading, management principles, Vigil Mechanism	100%
Employees other than BoD and KMPs	5		100%
Workers	-	-	-

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine	NA				
Settlement					
Compounding fee					

Non Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	NA			
Punishment				

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
NA	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy:

   Yes. https://ranegroup.com/investors/rane-holdings-limited/?rhl-cor-5

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption

	FY23	FY22
Directors	-	-
KMPs	-	-
Employees	-	-
Workers	-	-

6. Details of complaints with regard to conflict of interest:

	FY23		FY22	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	-	-	-	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	-	-	-	-

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.: Nil

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY23	FY22	Details of improvements in environmental and social impacts
R&D	-	-	-
Capex	-	-	-

2. a. **Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

   Rane Holdings Limited is not in the business of manufacturing goods. Therefore, the Company does not have a sizeable raw material consumption however it aligns to the culture of sustainable business practices.

   b. **If yes, what percentage of inputs were sourced sustainably? NA**

3. **Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for(a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.:**

   Given the nature of the business, Rane Holdings Limited does not manufacture any products, hence the company does not currently maintain records for hazardous and other waste generation. However, recycled tissue papers are used for some activities in the office. The Company has systems in place to manage e-waste and engage with certified e-waste handlers for disposal of e-waste. The Company has received green, disposable and re-cycling certificates from the respective e-waste handlers.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No).**

   If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

   Given the nature of the Company's business, the above is not applicable.

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (B)	% (B / A)	Number (B)	% (B / A)	Number (B)	% (B / A)	Number (B)	% (B / A)
Permanent employees											
Male	83	83	100.00%	83	100.00%	-	0.00%	83	100.00%	-	0.00%
Female	25	25	100.00%	25	100.00%	25	100.00%	-	0.00%	-	0.00%
Total	108	108	100.00%	108	100.00%	25	100.00%	83	100.00%	-	0.00%
Other than Permanent employees											
Male	22	22	100.00%	22	100%	-	0%	-	-	-	-
Female	7	7	100.00%	7	100%	7	100%	-	-	-	-
Total	29	29	100.00%	29	100%	7	100%	-	-	-	-

b. Details of measures for the well-being of workers:

Category	% of employees covered by										
	Total (A)	Health insurance		Accident insurance		Maternity benefits		Paternity Benefits		Day Care facilities	
		Number (B)	% (B / A)	Number (B)	% (B / A)	Number (B)	% (B / A)	Number (B)	% (B / A)	Number (B)	% (B / A)
Permanent workers											
Male	7	7	100.00%	7	100.00%	-	-	-	-	-	-
Female	-	-	0.00%	-	0.00%	-	-	-	-	-	-
Total	7	7	100.00%	7	100.00%	-	-	-	-	-	-
Other than Permanent workers											
Male	31	31	100%	31	100%	-	-	-	-	-	-
Female	7	7	100%	7	100%	7	100%	-	-	-	-
Total	38	38	100%	38	100%	7	100%	-	-	-	-

2. Details of retirement benefits, for Current financial year and Previous Financial Year

Benefits	FY23			FY22		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	100%	100%	Y	100%	100%	Y
NPS	100%	100%	Y	100%	100%	Y
Superannuation	100%	100%	Y	100%	100%	Y

Note: The above represents benefits provided to all the employees who are eligible/have opted for the said retirement benefits.

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?:

The office locations have requisite infrastructure enabling easy access to differently abled persons.

If not, whether any steps are being taken by the entity in this regard.: NA

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

Yes, Equal opportunity is covered as part of our Code of Conduct. The company is committed to the principles of equal employment opportunity, inclusion and respect. It does not unfairly discriminate on any ground including race, color, religion, national origin, gender, age, disability, etc. All employment-related decisions are based on company needs, job requirements and individual qualifications and the Company seeks to provide equal employment opportunity to everyone who is legally authorized to work in the country. The Company believes that having a diverse workforce, who bring a wide variety of skills, abilities, experiences and perspectives is essential to the Company's success. The code also encourages people to report suspected discrimination.

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	FY23		FY22	
	Permanent employees		Permanent employees	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	NA	NA	NA	NA
Female	100%	100%	100%	100%
Total	100%	100%	100%	100%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No	If Yes, then give details of the mechanism in brief
Permanent Employees	Yes	RHL creates a culture which is fair, open and transparent and where employees can openly present their views. Employees and workers are encouraged to share their concerns with their business heads, HR or the members of the senior management. The company has always followed an open door policy, wherein any employee irrespective of hierarchy has access to the senior management. It transparently communicates its policies and practices such as company plans, compensation, performance metrics, performance pay grids/ calculation, career enhancements, compliance etc. Code of conduct, POSH and whistle blower provides a formal platform to share grievances on various matters. The details of the grievance mechanism are shared with employees for raising their concerns, if any. Appropriate action is taken after proper investigation and the company has mechanism in place to protect the identity of the complainant/victim.
Other than Permanent Employees	NA	
Permanent Workers	Yes	
Other than Permanent Workers	NA	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity: Nil

Category	FY23			FY22		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)
Total Permanent Employees	-	-	-	-	-	-
Male	-	-	-	-	-	-
Female	-	-	-	-	-	-
Total Permanent Workers	-	-	-	-	-	-
Male	-	-	-	-	-	-
Female	-	-	-	-	-	-

8. Details of training given to employees and workers:

Category	FY23					FY22				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	83	83	100%	44	53%	67	67	100%	33	49%
Female	25	25	100%	12	48%	19	19	100%	11	58%
Total	108	108	100%	56	**52%**	**86**	**86**	**100%**	**44**	**51%**
Workers										
Male	7	7	100%	0	0	9	9	100%	0	0
Female	0	0	0%	0	0	0	0	0%	0	0
Total	7	7	100%	0	0	9	9	100%	0	0

9. Details of performance and career development reviews of employees and worker:

Category	FY23			FY22		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	83	83	100%	67	67	100%
Female	25	25	100%	19	19	100%
Total	108	108	100%	86	86	100%
Workers						
Male	7	7	100%	9	9	100%
Female	-	-	0%	-	-	0%
Total	7	7	100%	9	9	100%

10. Health and safety management system:

a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

Yes, RHL is committed to provide a productive workplace by minimizing the risk of accidents, injury and exposure to health risks. RHL has a comprehensive Health and Safety Management System which is duly certified for compliance under ISO 45001. The Company has adopted various initiatives for occupational health and safety by Standardising Work process to eliminate safety risks, setting up of Structured Training Systems to train and assess employees on Workplace Safety, Evolve Safety Standards and audit processes for compliance to such established processes. RHL trains its employees on safety protocols by conducting periodic trainings on fire safety and evacuation drills. It also conducts internal awareness campaigns on health and safety such as wear helmet, eat healthy, drink enough water, stay on the move, choose to use the stairs, etc.

b. **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Processes are assessed for Safety risk through systemic safety walkthrough audits by relevant members which enables implementation of corrective actions to mitigate risks identified. Fire protection for the premises is equipped with a power back up and sufficient water capacity. Vehicles are always parked in take off position for easy exit in case an emergency situation arises. Need based guidance from Government authorities are adhered to, for ensuring safety & health of the employees.

c. **Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)**

Yes, A well established process is in place to capture the Voice of the Employees through various interactions and suggestion schemes. Employees are encouraged to share their concerns with their process managers, HR or the members of the senior management. The Company has always followed an open door policy, wherein any employee irrespective of hierarchy has access to the senior management.

d. **Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes. All employees of the entity are covered under the Company's health insurance and personal accident policy The Company encourages Annual Health check-up and provides necessary support, especially for senior staff members, as a measure of preventive health care.

11. **Details of safety related incidents, in the following format:**

Safety Incident/Number	Category	FY23	FY22
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	-
	Workers	-	-
Total recordable work-related injuries	Employees	-	-
	Workers	-	-
No. of fatalities	Employees	-	-
	Workers	-	-
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	-	-

12. **Describe the measures taken by the entity to ensure a safe and healthy work place.**

Rane has a policy on Occupational Health, Safety & Environment covering all their employees. The exposure of employees to various risks is kept minimal on the day to day basis. At the same time equipped with fire detection & protection measures in case of any eventuality. The security personnel are sufficiently trained to handle the situation. Regular safety walk through is done to identify any additional risk exposures and actions taken to mitigate the risks.

13. **Number of Complaints on the following made by employees and workers:**

	FY23			FY2		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil					
Health & Safety						

14. **Assessments for the year:**

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100% Internal assessments are carried out at all locations of the Company.
Working Conditions	

15. **Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions:** NA

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**

Any individual or group of individuals or institution that adds value to the business chain of the Corporation is identified as a core stakeholder. This inter alia includes employees, shareholders and investors, customers, suppliers, channel partners and regulators, lenders, research analysts, communities, non-governmental organisations and others.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholder and Investor	No	Earnings call and presentation	Half yearly	To update on the company's business performance, development and other relevant information
Employees	No	Town Hall Meeting / Propel / Rent communication etc.	Quarterly	To build an inclusive, conducive, growth-oriented, safe working environment
Government and Regulators	No	Physical as well as Digital	Others: Regularly	To provide timely feedback on policies and represent the industry before regulators and government bodies on various relevant issues for the benefit of the Industry
Community	Yes	Physical as well as Digital	Others: Regularly	To promote social welfare activities for inclusive growth, fair and equitable development and well-being of the community the Company operates in

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY23			FY22		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	108	108	100	86	86	100
Other than permanent	29	29	100	19	19	100
Total Employees	137	137	100	105	105	100
Workers						
Permanent	7	7	-	9	9	-
Other than permanent	38	38	-	31	31	-
Total Workers	45	45	-	40	40	-

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY23					FY22				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Permanent	108	-	0%	108	100%	86	-	0%	86	100%
Male	83	-	0%	83	100%	67	-	0%	67	100%
Female	25	-	0%	25	100%	19	-	0%	19	100%
Other than Permanent	29	-	0%	29	100%	19	-	0%	19	100%
Male	22	-	0%	22	100%	17	-	0%	17	100%
Female	7	-	0%	7	100%	2	-	0%	2	100%
Workers										
Permanent	7	-	0%	7	100%	9	-	0%	9	100%
Male	7	-	0%	7	100%	9	-	0%	9	100%
Female	-	-	0%	-	0%	0	-	0%	-	0%
Other than Permanent	38	-	0%	38	100%	31	-	0%	31	100%
Male	31	-	0%	31	100%	27	-	0%	27	100%
Female	7	-	0%	7	100%	4	-	0%	4	100%

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	5	2,70,000	1	2,85,000
Key Managerial Personnel	2	66,22,190	-	-
Employees other than BoD and KMP	55	10,60,795	16	6,56,118
Workers	22	3,85,000	7	2,18,321

Numbers under KMP category excludes Chairman & Managing Director and Vice-Chairman & Joint Managing Director, who are included in BoD.

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No): Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The mechanism to redress grievances under human rights is the same as for other grievances. The 'Whistle Blower Policy' mechanism provides for employees to report instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy to the management. Further, concerns can always be raised with the reporting Manager / Functional Head / HR head.

6. Number of Complaints on the following made by employees and workers:

	FY23			FY22		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	NA					
Discrimination at workplace						
Child Labour						
Forced Labour/Involuntary Labour						
Wages						
Other human rights related issues						

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Whistleblower Policy and POSH Policy protects the identity of the complainant. Adequate systems are put in place to maintain confidentiality of the complainant and subject matter and safeguards are in place to ensure that there exists no scope for any discrimination in any manner.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, Human rights form a part of the Rane's Code of Conduct and the same are communicated to the vendor partners.

9. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%

All locations are in compliance with the all applicable laws

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above: NA

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY23	FY22
Total electricity consumption (A)	1178.52	1025.44
Total fuel consumption (B)	181.86	158.70
Energy consumption through other sources (C)	-	-
Total energy consumption (A+B+C)	1360.38	1184.14
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	1*10^-6	1*10^-6

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any: NA

3. **Provide details of the following disclosures related to water, in the following format**

The Company usage of water is restricted to human consumption purposes only. Efforts have been made to ensure that water is consumed judiciously in the office premises. In various offices, sensor taps are installed to economise on water consumption.

Parameter	FY23	FY22
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii) Groundwater	11,57,940	25,89,000
(iii) Third party water	37,026	25,315
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	11,94,966	26,14,315
Total volume of water consumption (in kilolitres)	11,94,966	26,14,315
Water intensity per rupee of turnover (Water consumed / turnover)	0.001	0.002

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

4. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation:** NA

5. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	FY23	FY22
NOx			
SOx			
Particulate matter (PM)			
Persistent organic pollutants (POP)		NA	
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – please specify			

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? - (Y/N) If yes, name of the external agency: NA

6. **Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:**

Parameter	Unit	FY23	FY22
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) (Metric tonnes of CO2 equivalent)	Tonnes of CO2 equivalent	34.18	21.88
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) (Metric tonnes of CO2 equivalent)	Tonnes of CO2 equivalent	63.31	55.08
Total Scope 1 and Scope 2 emissions per rupee of turnover		1*10^-7	1*10^-7

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

7. **Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.**

Even though the Company does not have manufacturing footprint or any other similar activity which emits sizeable greenhouse gases, the Company still strives to put in efforts in optimising the GHG emissions.

8. **Provide details related to waste management by the entity, in the following format:**

Parameter	FY23	FY22
Total Waste generated (in metric tonnes)		
Plastic waste (A)	-	-
E-waste (B)	-	-
Bio-medical waste (C)	NA	
Construction and demolition waste (D)		
Battery waste (E)		
Radioactive waste (F)		
Other Hazardous waste (G)		
Other Non-hazardous waste generated (H). Please specify, if any.	8.02	7.92
(Break-up by composition i.e. by materials relevant to the sector)		
Total (A+B + C + D + E + F + G + H)	8.02	7.92
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	-	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	-	-
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	8.02	7.92
(iii) Other disposal operations	-	-
Total	8.02	7.92

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. No

9. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes:**

Given the nature of the business, there is no usage of hazardous and toxic chemicals by the company. It has systems in place to manage e-waste and engages with certified e-waste handlers for such disposal.

10. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

Sr. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N)	If no, the reasons thereof and corrective action taken, if any.
NA				

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NA					

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
The Company is in compliance with applicable environmental norms				

PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations. 4 (FOUR)

   b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

Sr. No.	Name of the trade and industry chambers / associations	Reach of trade and industry chambers / associations (State/National)
1	Indo-American Chamber of Commerce	National
2	Automotive Component Manufacturers Association of India	National
3	Confedration of Indian Industry	National
4	Madras Chamber of Commerce and Industry	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
NA		

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
NA					

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:**

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
NA						

3. **Describe the mechanisms to receive and redress grievances of the community.**

   All grievances could be submitted at investorservices@ranegroup.com. This is provided in the Annual Report which is made available on the Company's website. Any such grievances could also be reported at the Corporate office.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY23	FY22
Directly sourced from MSMEs/ small producers	NA	
Sourced directly from within the district and neighbouring districts		

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

   The Company is providing services to other group Companies. Hence customers for the Company are subsidiaries and JV/Associate companies. Since all these companies form part of the group, they can reach out to the Company's Corporate office for addressing any concerns.

2. **Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:**

	As a percentage to total turnover
Environmental and social parameters relevant to the product	100% The Company is fair and transparent in all its dealings with the customers and other stakeholders. None of the services provided by the Company withheld any relevant information needed to make informed decisions information needed to make informed decisions
Safe and responsible usage	
Recycling and/or safe disposal	

3. **Number of consumer complaints in respect of the following:**

	FY23			FY22		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	Nil	Nil	Nil	Nil	Nil	Nil
Advertising	Nil	Nil	Nil	Nil	Nil	Nil
Cyber-security	Nil	Nil	Nil	Nil	Nil	Nil
Delivery of essential services	Nil	Nil	Nil	Nil	Nil	Nil
Restrictive Trade Practices	Nil	Nil	Nil	Nil	Nil	Nil
Unfair Trade Practices	Nil	Nil	Nil	Nil	Nil	Nil
Other	Nil	Nil	Nil	Nil	Nil	Nil

4. **Details of instances of product recalls on account of safety issues:**

	Reasons for recall	Corrective action taken
Voluntary recalls	NA	NA
Forced recalls	NA	NA

5. **Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy:** Yes, the policy is available in the policies section on the website of the Company.

6. **Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services:** No Incidents

INDEPENDENT AUDITOR'S REPORT

To the Members of Rane Holdings Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Rane Holdings Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2023, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment of investment in subsdiary - Rane T4u Private Limited

See note 7 to standalone financial statements

The key audit matter	How the matter was addressed in our audit
The Company has an investment in subsidiary, Rane T4u Private Limited amounting to INR 4,560 lakhs (gross) as at March 31, 2023. The Company records the investment at cost less accumulated impairment losses. If triggers for an impairment exists, the recoverable value of the investment is estimated in order to determine the extent of the impairment loss, if any. Due to significant losses incurred by the subsidiary, there is a risk that the carrying value of the investment is higher than its recoverable value as at the year end, thereby triggering impairment. Consequently, the Company carried out an impairment assessment and recognized an impairment loss of INR 292 lakhs during the year ended March 31, 2023 (resulting in a cumulative impairment loss of INR 3,630 lakhs and net carrying value of INR 930 lakhs).	In view of the significance of the matter, we applied the following audit procedures in this area, among others to obtain sufficient appropriate audit evidence: • Assessed the appropriateness of accounting policy for impairment as per relevant accounting standard. • Assessed the design and implementation of key internal financial controls with respect to impairment of investment in its subsidiary and tested the operating effectiveness of such controls • Evaluated the objectivity, independence and competence of the valuation specialist engaged by Company • Evaluated the appropriateness of the key assumptions used in estimating the recoverable value such as comparable companies and transactions, implied market multiples and revenue used in the fair value less cost to sell model. This evaluation was based on our knowledge of the Company, its subsidiary and the industry, and observable market data, past performances, consistency with the Board approved plans and inquiries of the auditors of the subsidiary.

The key audit matter	How the matter was addressed in our audit
The determination of the recoverable value of investments, which is based on the fair value less cost to sell, involves significant judgements and estimates including determination of comparable companies and transactions, implied market multiples and projected revenue. We have identified the assessment of impairment as a key audit matter since it involves significant judgement in making the above estimate especially in view of the highly uncertain economic environment and hence the actual results may differ from those estimated at the date of approval of these financial statements.	• Evaluated the sensitivity analysis of the key assumptions used in the impairment assessment • Involved our valuation specialist to assist us in evaluating the appropriateness of the valuation model, the assumptions and methodologies used by the Company for assessing the recoverable value of the investment in its subsidiary • Assessed the adequacy of the disclosures relating to impairment of investment in its subsidiary in the standalone financial statements.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the Board's report, Management Discussion and Analysis, Corporate Governance Report and Business Responsibility and Sustainability Report, but does not include the financial statements and auditor's report thereon, which we obtained prior to the date of this auditor's report, and the remaining sections of the Annual report, which are expected to be made available to us after that date.

Our opinion on the standalone financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the remaining sections of the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2.A. As required by Section 143(3) of the Act, we report that:

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

   e. On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of

Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its standalone financial statements - Refer Note 35 to the standalone financial statements.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

d (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 31.3 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 31.3 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 18(d) to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

f. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

S Sethuraman
Partner
Membership No.: 203491
ICAI UDIN:23203491BGYXXB7614

Place: Chennai
Date: 12 May 2023

Annexure A to the Independent Auditors Report

on the standalone financial statements of Rane Holdings Limited for the year ended March 31, 2023

(Referred to in paragraph (1) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified once in 2 years.. In accordance with this programme, no property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records (registered sale deeds/ court order approving the scheme of arrangement/ amalgamation, as provided to us) of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company. In respect of certain immovable properties of land and buildings whose title deeds have been pledged with bank / financial institution as security for term loans, our reporting under this clause is based on confirmations received from such bank / financial institution that the immovable properties are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The Company does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. The Company has made investments in companies, limited liability partnership and other parties (mutual funds) in respect of which the requisite information is as below. The Company has not made any investments in firms.

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has not provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity.

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made during the year are, prima facie, not prejudicial to the interest of the Company. The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans to companies, firms, limited liability partnership or any other parties during the year.

(c) The Company has not given any loans and advances in the nature of loan to any party during the year. Accordingly, clause (iii)(c) of the Order is not applicable to the Company.

(d) The Company has not given any loans and advances in the nature of loan to any party during the year. Accordingly, clause (iii)(d) of the Order is not applicable to the Company.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services rendered by it. Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-Tax or other statutory dues have been regularly deposited by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of duty of customs and cess.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees' State Insurance, Income-Tax and other statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Income-Tax, Duty of Customs which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Disputed amount (INR lakhs)	Amount unpaid (INR lakhs)	Period to which the amount relates	Forum where dispute is pending
Income tax Act, 1961	Income tax	85	35	AY 2005-06	Assessing officer
		49	20	AY 2017-18	CIT(A)
		555	473	AY 2020-21	CIT(A)
		9	5	AY 2021-22	CIT(A)
Customs Act, 1962	Customs duty	6	6	AY 2012-13	CESTAT

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries or joint venture/ associate entities (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) According to the information and explanations provided to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

S Sethuraman
Partner
Membership No.: 203491
ICAI UDIN:23203491BGYXXB7614

Place: Chennai
Date: 12 May 2023

Annexure B to the Independent Auditors Report

on the standalone financial statements of Rane Holdings Limited for the year ended March 31, 2023

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(f)under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Rane Holdings Limited ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration
No.:101248W/W-100022

S Sethuraman
Partner
Membership No.: 203491
ICAI UDIN:23203491BGYXXB7614

Place: Chennai
Date: 12 May 2023

STANDALONE BALANCE SHEET
AS AT MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3	10,199	10,131
Capital work-in-progress	4.a	-	20
Right-of-use assets	5	249	63
Other intangible assets	6	140	48
Intangible assets under development	4.b	-	95
Financial assets			
Investments	7	47,660	47,452
Other financial assets	8	62	4
Income tax assets, net	9	435	420
Other non-current assets	10	14	5
Total non-current assets		**58,759**	**58,238**
Current assets			
Financial assets			
Investments	12	214	-
Trade receivables	13	1,049	468
Cash and cash equivalents	14.a	254	34
Bank balances other than cash and cash equivalents above	14.b	47	46
Loans	15	-	2
Other financial assets	8	449	5
Other current assets	16	402	310
Total current assets		**2,415**	**865**
TOTAL ASSETS		**61,174**	**59,103**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	17	1,428	1,428
Other equity	18	52,208	49,115
Total equity		**53,636**	**50,543**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	19	4,491	5,632
Lease liabilities	20	147	10
Provisions	23	191	122
Deferred tax liabilities, net	11	334	481
Total non-current liabilities		**5,163**	**6,245**
Current liabilities			
Financial liabilities			
Borrowings	19	1,075	1,286
Lease liabilities	20	100	56
Trade payables	22		
Total outstanding dues of micro enterprises and small enterprises		67	79
Total outstanding dues of creditors other than micro enterprises and small enterprises		254	171
Other financial liabilities	21	616	528
Other current liabilities	25	198	151
Provisions	24	65	44
Total current liabilities		**2,375**	**2,315**
TOTAL LIABILITIES		**7,538**	**8,560**
TOTAL EQUITY AND LIABILITIES		**61,174**	**59,103**

See accompanying notes forming part of standalone financial statements
As per our report of even date attached

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.: 101248W/W-100022

For and on behalf of the Board of Directors of
Rane Holdings Limited

S Sethuraman
Partner
Membership No.: 203491

Harish Lakshman
Vice Chairman & Joint Managing Director
DIN:00012602

Ganesh Lakshminarayan
Chairman & Managing Director
DIN:00012583

Place: Chennai
Date: May 12, 2023

M A P Sridhar Kumar
Chief Financial Officer

Siva Chandrasekaran
Company Secretary

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

	Particulars	Note	Year ended March 31, 2023	Year ended March 31, 2022
I	Revenue from operations	26	11,766	8,880
II	Other income	27	53	2,044
III	**Total income (I+II)**		**11,819**	**10,924**
IV	**Expenses:**			
	Employee benefits expense	28	2,321	1,701
	Finance costs	29	561	590
	Depreciation and amortisation expenses	30	437	309
	Other expenses	31	2,305	1,777
	Total expenses		**5,624**	**4,377**
V	**Profit before exceptional items and tax (III-IV)**		6,195	6,547
VI	**Exceptional item**	7.3	(292)	(1,781)
VII	**Profit before tax (V+VI)**		5,903	4,766
VIII	**Tax expense:**	33		
	- Current tax		1,118	1,306
	- Current tax for earlier years		-	77
	- Deferred tax		(45)	(5)
	Total tax expense		1,073	1,378
IX	**Profit for the year (VII-VIII)**		4,830	3,388
X	**Other comprehensive income** **Items that will not be reclassified to profit or loss**			
	- Re-measurement (losses) / gains on defined benefit plans, net		(42)	15
	- Net (loss) / gain on FVOCI equity instruments		(21)	384
	- Income tax relating to items that will not be reclassified to profit or loss		39	(100)
	Other comprehensive income / (loss) (net of tax)		**(24)**	**299**
XI	**Total comprehensive income for the year (IX+X)**		**4,806**	3,687
XII	**Earnings per equity share**	37		
	- Basic (In ₹)		33.82	23.73
	- Diluted (In ₹)		33.82	23.73

See accompanying notes forming part of standalone financial statements

As per our report of even date attached

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Company Secretary

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

A. Equity share capital

Particulars	Note	Amount
Balance as at April 01, 2022	17	1,428
Changes in equity share capital due to prior period errors		-
Restated balance as at April 01, 2022		1,428
Changes in equity share capital during the year		-
Balance as at March 31, 2023	17	1,428
Balance as at April 01, 2021	17	1,428
Changes in equity share capital due to prior period errors		-
Restated balance as at April 01, 2021		1,428
Changes in equity share capital during the year		-
Balance as at March 31, 2022	17	1,428

B. Other equity

Particulars	Reserves and Surplus				Item of OCI	Total Other Equity
	Capital Redemption Reserve	Securities premium	General Reserve	Retained Earnings	Equity instrument through OCI	
Balance as at April 01, 2022	550	4,433	31,526	10,616	1,990	49,115
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance as at April 01, 2022	550	4,433	31,526	10,616	1,990	49,115
Profit for the year	-	-	-	4,830	-	4,830
Other comprehensive income for the year, net of tax	-	-	-	(32)	8	(24)
Total comprehensive income for the year ended March 31, 2023	-	-	-	4,798	8	4,806
Contributions and distributions						
Dividend	-	-	-	(1,713)	-	(1,713)
Amount transferred within reserves	-	-	837	(837)	-	-
Balance as at March 31, 2023	550	4,433	32,363	12,864	1,998	52,208
Balance as at April 01, 2021	550	4,433	31,526	7,217	1,702	45,428
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Restated balance as at April 01, 2021	550	4,433	31,526	7,217	1,702	45,428
Profit for the year	-	-	-	3,388	-	3,388
Other comprehensive income for the year, net of tax	-	-	-	11	288	299
Total comprehensive income for the year ended March 31, 2022	-	-	-	3,399	288	3,687
Balance as at March 31, 2022	550	4,433	31,526	10,616	1,990	49,115

See accompanying notes forming part of standalone financial statements
As per our report of even date attached

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DIN:00012583

Place: Chennai
Date: May 12, 2023

M A P Sridhar Kumar
Chief Financial Officer

Siva Chandrasekaran
Company Secretary

STANDALONE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Note	Year ended March 31, 2023	Year ended March 31, 2022
A - Cash flows from operating activities			
Profit for the year		4,830	3,388
Adjustments for:			
Tax expense	33	1,073	1,378
Depreciation and amortisation expenses	30	437	309
Net (gain) / loss on disposal of property, plant and equipment	27	(6)	(8)
Finance costs	29	561	590
Gain on current investments mandatorily measured at FVTPL	27	(38)	(17)
Impairment of investment	7.3	292	1,781
Gain on sale of non-current investments	27	-	(1,970)
Interest income	27	(3)	(48)
Operating profit before working capital changes		**7,146**	**5,403**
Working capital adjustments:			
(Increase) / decrease in trade receivables		(581)	698
(Increase) / decrease in other assets		(209)	166
Increase / (decrease) in trade payables		71	33
Increase / (decrease) in provisions		48	22
Increase / (decrease) in other liabilities		140	158
Cash (used in) / generated from operating activities		**6,615**	**6,480**
Income taxes paid, net		(1,196)	(1,777)
Net cash generated from / (used in) operating activities		**5,419**	**4,703**
B - Cash flows from investing activities			
Loan repaid by subsidiary		-	765
Loan given to subsidiary		-	(465)
(Payment towards purchase) / proceeds from sale of current investments, net		(175)	289
Payment towards purchase of property, plant and equipment and intangible assets		(373)	(178)
Proceeds from disposal of property, plant and equipment		6	8
Payment towards purchase of non-current investments		(913)	(6,318)
Proceeds from sale of non-current investments		-	2,569
Interest received		-	51
Net cash generated from / (used in) investing activities		**(1,455)**	**(3,279)**
C - Cash flows from financing activities			
Proceeds from borrowings	19	872	599
Repayment of borrowings	19	(2,224)	(1,373)
Dividend paid to shareholders		(1,713)	-
Interest paid		(537)	(572)
Payment of lease liabilities		(142)	(82)
Net cash generated from / (used in) financing activities		**(3,744)**	**(1,428)**
Net increase/ (decrease) in cash and cash equivalents (A+B+C)		**220**	**(4)**
Cash and cash equivalents at the beginning of the year	14.a	34	38
Cash and cash equivalents at the end of the year		**254**	**34**

See accompanying notes forming part of standalone financial statements
As per our report of even date attached

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Place: Chennai
Date: May 12, 2023

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NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

Summary of significant accounting policies, critical judgements and key estimates

1. Corporate Information

Rane Holdings Limited ("RHL" or "the Company") is the holding company whose main activity is investing in Rane group Companies that are engaged primarily in the manufacturing/marketing of components and providing technological services for the transportation industry, mainly the automotive sector. The Rane Group's investment profile includes subsidiaries and joint venture / associate entities. The Company's income stream comprises of (i) dividend from the investments made in the group companies, (ii) trade mark fee for use of "RANE" trade mark and (iii) service fee from group companies for providing service in the areas of management, information technology, business development and infrastructure. The Company is a public limited Company incorporated in India with its registered office in Chennai, Tamilnadu, India. The Company is listed on the Bombay Stock Exchange Limited, Mumbai and National Stock Exchange of India Limited, Mumbai.

2. Significant accounting policies

1. Statement of compliance and basis of preparation

These standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

2. Basis of measurement

The standalone financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset) / liability	Present value of defined benefit obligations less fair value of plan assets
Certain investments	Fair value

The Company classifies an asset as current asset when:

- it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- it holds the asset primarily for the purpose of trading;
- it expects to realise the asset within twelve months after the reporting period; or
- the asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when-

- it expects to settle the liability in its normal operating cycle;
- it holds the liability primarily for the purpose of trading;
- the liability is due to be settled within twelve months after the reporting period; or
- it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

3. Use of estimates and Judgements

The preparation of the standalone financial statements in conformity with accounting principles generally accepted in India requires the management to make judgements, estimates and assumptions as considered in the reported amount of assets and liabilities as of the Balance Sheet date, reported amount of revenues and expenses for the year and disclosure of contingent liabilities as of the Balance Sheet date. These estimates, judgement and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Although these estimates are based on the management's best knowledge of current events

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

and actions, uncertainty about the assumptions and estimates may result in outcomes requiring a material adjustment to the carrying amount of assets or liabilities in future periods.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3.1 Judgements

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the standalone financial statements is included in the following notes;

- Note 5, 20 and 39 - Right-of-use assets and lease liabilities
- Note 7 - Impairment testing for investments

3.2 Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are as follows;

3.2.1 Fair value measurements and valuation processes

In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party qualified valuers to perform the valuation. The management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. Further details are given in note 41.

3.2.2 Impairment of investments

The Company tests whether any of its investments have suffered any impairment on an annual basis. The recoverable value of the investment is determined based on fair value less cost to sell which require the use of assumptions. Refer note 7.

3.2.3 Taxation

Tax expense is calculated using applicable tax rate and laws that have been enacted or substantively enacted. Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws and the amount and timing of future taxable income. In arriving at taxable profit and all tax bases of assets and liabilities, the Company determines the taxability based on tax enactments, relevant judicial pronouncements and tax expert opinions, and makes appropriate provisions which includes an estimation of the likely expected outcome of any open tax assessments / litigations. Deferred income tax assets are recognized to the extent that it is probable that future taxable income will be available. Further details are given in note 11, 33 and 35.

3.2.4 Defined benefit plans

The cost of defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases and attrition rates. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty. Further details are given in note 36.

4. Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

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lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

5. Financial Instruments

i. Initial recognition

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (except trade receivables without significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. Trade receivables (without significant financing component) are measured at transaction price as per Ind AS 115.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair value through OCI – debt investment;
- Fair value through OCI – equity investment; or
- Fair value through profit and loss

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets – Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and other applicable charges as on the date payment criterion if the prepayment amount substantially represents unpaid amounts of principal and other applicable charges as on the date payment, which may include reasonable compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii. Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

6. Property, plant and equipment

Items of property, plant and equipment are carried at cost, which includes capitalised borrowing costs, less accumulated depreciation and impairment losses, if any. The cost comprises its purchase price net of any trade discounts and rebates, including any import duties and other taxes (other than those subsequently recoverable from the tax authorities) and any directly attributable expenditure on making the asset ready for its intended use. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 01, 2016 measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

Capital work-in-progress: Assets which are not yet ready for their intended use are carried at cost comprising direct cost, related incidental expenses and attributable interest (in case of qualifying assets).

Depreciation on property, plant and equipment has been provided on the straight-line method on the basis of estimated useful life determined based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc. The estimated useful lives of property, plant and equipment are as follows:

Asset	Management estimate of useful life	Useful life as per Schedule II
Buildings	30 years	30 years
Plant and machinery	15 years	15 years
Vehicles	5 years	8 years
Furniture and fixtures	5 years	10 years
Office equipment	3 years	5 years
Computers and data processing units	3 years	3 to 6 years

Freehold land is not depreciated.

Depreciation method, useful lives and residual values are reviewed at the end of each financial year.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

On property, plant and equipment added/ disposed off during the year, depreciation is charged on pro-rata basis for the period for which the asset was purchased and used. Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit and loss.

7. Other intangible assets

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the tax authorities) and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates and the cost can be measured reliably. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in which the expenditure is incurred. The amortisation expense on intangible assets is recognised in the statement of profit or loss. An intangible asset is derecognised on disposal or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

Other intangible assets which comprise of Software licence has a useful life of 5 years.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognised as at April 1, 2016 measured as per the previous GAAP, and use that carrying value as the deemed cost of such intangible assets.

8. Impairment

i. Impairment of financial instruments

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held).

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

and the cash flows that the Company expects to receive). Expected credit losses are discounted at the effective interest rate of the financial asset.

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognised in OCI.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

ii. Impairment of property, plant and equipment and other intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its property, plant and equipment and other intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss.

If the recoverable amount of the cash-generating unit is less than the carrying value of the unit, the impairment loss is allocated first to reduce the carrying value of any goodwill allocated to the unit and then to the other assets of the unit in proportion to the carrying value of each asset in the unit.

When an impairment loss subsequently reverses (other than goodwill), the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

9. Borrowings and borrowing costs

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of profit and loss over the period of the borrowings using the effective interest rate method. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

10. Leases

The Company's lease asset classes primarily consist of leases for building, IT assets and vehicles. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

Lease liability and ROU asset have been separately presented and lease payments have been classified as financing cash flows.

11. Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

12. Cash flow statement

Cash flows from operating activities are reported using the indirect method, whereby profit / (loss) is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

13. Foreign currency transactions and translations

i. Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian Rupee (INR), which is the Company's functional and presentation currency.

ii. Transactions and balances

In preparing the standalone financial statements, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined. All monetary assets and liabilities in foreign currency are reinstated at the end of accounting period.

Exchange differences are recognised in profit or loss, except exchange differences arising from the translation of the following items which are recognised in OCI:

- equity investments at fair value through OCI (FVOCI);
- qualifying cash flow hedges to the extent that the hedges are effective.

14. Revenue recognition

The Company derives revenues primarily from rendering management and information technology services to the subsidiaries and joint venture / associate entities and from Trade Mark fee in accordance with the terms of the agreements with the Group entities. Revenue is recognized upon transfer of control of promised services to customers (i.e. upon rendering of services) at an amount that reflects the consideration that the Company expects to receive in exchange for those services.

Dividend Income

Dividend income is accounted when the right to receive it is established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Other income

Interest income is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

15. Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Other Long term employee benefits

Compensated absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. Those that are expected to be encashed after 12 months from the end of the year are treated as other long-term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in profit or loss in the period in which they arise.

Defined benefit plans

Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") administered by LIC covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at upon resignation, retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses / gains are recognised in the other comprehensive income in the year in which they arise. Net interest expense and other expenses related to defined benefit plans are recognised in statement of profit and loss. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in statement of profit and loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Defined contribution plans

Provident fund

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Superannuation fund

This is a defined contribution plan, where a portion of the eligible employees' salary, as per the choice exercised by the respective employees, is contributed towards superannuation fund administered by the Trustees and managed by Life Insurance Corporation of India (LIC). There are no further obligations for future superannuation benefits other than the annual contributions which is recognized as expense as and when due.

16. Expenditure on Corporate Social Responsibility (CSR)

The Company accounts the expenditure incurred towards Corporate Social Responsibility as required under the Act as a charge to the statement of profit and loss. As at the balance sheet date, an asset / liability is recognized for the difference between the amount spent and the amount required to be spent as per the provisions of the Act.

17. Provisions and contingent liabilities

Provisions: Provisions are recognised when there is a present obligation as result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value unless the effect of time value of money is material. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Contingent assets: The company does not recognise contingent assets.

Onerous contract: A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under the contract and an allocation of other costs directly related to fulfilling the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

18. Taxation

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combinationton or an item recognised directly in equity or in other comprehensive income.

a. Current tax:

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

b. Deferred tax:

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

19. Financial and Corporate guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the Company are initially measured at their fair values and are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

20. Earnings per share

Basic earnings per share is computed by dividing the profit after tax (including the post tax effect of exceptional items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax (including the post tax effect of exceptional items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the additional dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

21. Investment in subsidiaries and joint venture / associate entities

Investment in subsidiaries and joint venture / associate entities are measured at cost less accumulated impairment as per Ind AS 27.

22. Dividend

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Board of Directors.

23. Segment reporting

The Company holds strategic investments in subsidiaries and joint venture / associate entities (collectively called "the Group") that are primarily engaged in single segment viz., manufacturing/ marketing of components and providing technological services for Transportation industry and also provides consultancy and other services to the Group. Segment reporting information is provided in the consolidated financial statements of the group.

24. Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, which includes the following:

Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements.

Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty.

The Company does not expect these amendments to have any significant impact in its standalone financial statements

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

3. Property, plant and equipment

Particulars	As at March 31, 2023	As at March 31, 2022
Carrying amounts of:		
a. Freehold land	7,941	7,941
b. Buildings	1,732	1,732
c. Plant and machinery	131	147
d. Furniture and fixtures	137	150
e.Office equipments	147	88
f. Vehicles	111	73
Total	10,199	10,131

Particulars	Freehold land	Buildings	Plant and machinery	Furniture and fixtures	Office equipment	Vehicles	Total
Gross carrying amount							
Balance as at April 01, 2021	7,941	2,034	199	329	207	130	10,840
Additions	-	54	31	23	53	17	178
Disposals	-	-	(1)	(1)	(11)	(15)	(28)
Balance as at March 31, 2022	7,941	2,088	229	351	249	132	10,990
Additions	-	84	6	46	131	69	336
Disposals	-	-	(1)	(0)	(2)	-	(3)
Balance as at March 31, 2023	7,941	2,172	234	397	378	201	11,323
Accumulated depreciation							
Balance as at April 01, 2021	-	273	64	149	123	51	660
Depreciation expense	-	83	19	53	49	22	226
Disposals	-	-	(1)	(1)	(11)	(14)	(27)
Balance as at March 31, 2022	-	356	82	201	161	59	859
Depreciation expense	-	84	22	59	72	31	268
Disposals	-	-	(1)	(0)	(2)	-	(3)
Balance as at March 31, 2023	-	440	103	260	231	90	1,124
Net carrying amount							
As at March 31, 2022	7,941	1,732	147	150	88	73	10,131
As at March 31, 2023	7,941	1,732	131	137	147	111	10,199

3.1. Land and buildings aggregating to ₹4,510 (March 31, 2022: ₹4,521) are mortgaged against loan availed from Federal Bank Limited, Axis Finance Limited and HDFC Bank Limited (Also refer note 19).

3.2. All title deeds of immovable properties are held in the name of the Company.

3.3. The Company does not have any Benami property.

3.4. The Company has not revalued its property, plant and equipment.

3.5. Refer note 35.a for Capital commitments.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

4. a. Capital work-in-progress

Particulars	Amount
As at April 01, 2021	-
Additions	198
Capitalised	(178)
As at March 31, 2022	20
Additions	316
Capitalised	(336)
As at March 31, 2023	-

Ageing schedule of CWIP balances:

As at March 31, 2023

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

As at March 31, 2022

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	20	-	-	-	20
Projects temporarily suspended	-	-	-	-	-

4. b. Intangible assets under development

Particulars	Amount
As at April 01, 2021	-
Additions	132
Capitalised	(37)
As at March 31, 2022	95
Additions	38
Capitalised	(133)
As at March 31, 2023	-

Ageing schedule of intangible assets under development:

As at March 31, 2023

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

As at March 31, 2022

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	95	-	-	-	95
Projects temporarily suspended	-	-	-	-	-

4.1. The Company does not have any CWIP and intangible assets under development which is overdue or has exceeded its cost compared to its original plan and hence CWIP and intangible assets under development completion schedule is not disclosed.

4.2. Refer note 35.a for Capital Commitments

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

5. Right-of-use assets

Particulars	Building	Office equipment	Vehicles	Total
Gross carrying amount				
Balance as at April 01, 2021	-	219	167	386
Additions	-	-	-	-
Disposals	-	-	(35)	(35)
Balance as at March 31, 2022	-	219	132	351
Additions	253	-	64	317
Disposals	-	-	(37)	(37)
Balance as at March 31, 2023	253	219	159	631
Accumulated depreciation				
Balance as at April 01, 2021	-	143	97	240
Depreciation expense	-	32	39	71
Disposals	-	-	(23)	(23)
Balance as at March 31, 2022	-	175	113	288
Depreciation expense	69	31	28	128
Disposals	-	-	(34)	(34)
Balance as at March 31, 2023	69	206	107	382
Net carrying amount				
As at March 31, 2022	-	44	19	63
As at March 31, 2023	184	13	52	249

5.1. Also refer note 39 - Leases

5.2. The Company has not revalued its right-of-use assets

6. Other intangible assets

Particulars	Software
Gross carrying amount	
Balance as at April 01, 2021	116
Additions	37
Disposals	-
Balance as at March 31, 2022	153
Additions	133
Disposals	-
Balance as at March 31, 2023	286
Accumulated amortisation	
Balance as at April 01, 2021	93
Amortisation expense	12
Disposals	-
Balance as at March 31, 2022	105
Amortisation expense	41
Disposals	-
Balance as at March 31, 2023	146
Net carrying amount	
As at March 31, 2022	48
As at March 31, 2023	140

6.1 The Company has not revalued its other intangible assets

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

7. Non-current investments

Particulars	Face value per share	As at March 31, 2023		As at March 31, 2022	
		No. of Shares (in numbers)	Amount	No. of Shares (in numbers)	Amount
I. Quoted investments					
Investments in equity instruments at cost					
- Subsidiary companies					
Rane (Madras) Limited	₹10	11,672,774	25,632	11,672,774	25,632
Rane Engine Valve Limited (refer note 7.1 and 7.2)	₹10	4,045,130	10,520	3,683,054	9,480
Rane Brake Lining Limited	₹10	3,867,440	2,965	3,867,440	2,965
Total quoted investments			**39,117**		**38,077**
II. Unquoted investments					
a. Investments in equity instruments at cost					
- Subsidiary companies					
Rane Holdings America Inc.	$ 1	20,000	10	20,000	10
Rane Holdings Europe GmbH	€ 1	25,000	19	25,000	19
Rane t4u Private Limited (refer note 7.3)					
- In equity shares	₹10	17,749,174	618	17,749,174	910
- In compulsorily convertible preference shares	₹10	27,850,000	312	27,850,000	312
Share warrants					
Rane Engine Valve Limited (refer note 7.2)			125		375
- Joint venture / associate companies					
ZF Rane Automotive India Private Limited (formerly known as Rane TRW Steering Systems Private Limited)	₹10	4,281,740	2,285	4,281,740	2,285
Rane NSK Steering Systems Private Limited	₹10	8,771,000	1,012	8,771,000	1,012
b. Investments in equity (designated as FVOCI)					
Autotech Fund I, L.P (refer note 7.4)			4,162		4,452
Wellingdon Corporate Foundation	₹10	60	-	60	-
Total unquoted investments			**8,543**		**9,375**
Total non-current investments (I + II)			**47,660**		**47,452**
Aggregate value of quoted investments			39,117		38,077
Aggregate market value of quoted investments			80,107		73,572
Aggregate value of unquoted investments			8,543		9,375
Aggregate amount of impairment in value of investments (included in the above)			3,630		3,338

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

Notes:

7.1 During the year ended March 31, 2023, the Company acquired 18,434 equity shares of Rane Engine Valve Limited ("REVL"), a subsidiary company at prevailing market prices aggregating to ₹39.76 through Open market purchase.

7.2 During the year ended March 31, 2023, the Company acquired 3,43,642 equity shares of ₹10 each fully paid up in Rane Engine Valve Limited ("REVL") pursuant to conversion of 3,43,642 share warrants for an aggregate consideration of ₹1,000 (including the share warrant exercise price of ₹250). The balance 1,71,821 share warrants are due for conversion on or before September 30, 2023.

7.3 As per requirements of Ind AS 36, the Company has assessed the recoverable value of its total investment in its subsidiary and has accordingly recorded an impairment loss amounting to ₹292 during the year ended March 31, 2023 (March 31, 2022 : ₹1,781) . In order to carry out this assessment, the management determined the recoverable value of investments, based on the fair value less cost to sell model. This involved significant judgements and estimates including determination of comparable companies and transactions, implied market multiples on revenue.

The key assumptions used in the estimation of the recoverable value are set out below:

Assumptions	31-Mar-23
Enterprise value to sales multiple	1.58

The changes in the following assumptions in isolation of other assumptions and used in the impairment assessment would lead to a change in the fair value less cost to sell and consequently an additional impairment as noted below:

Particulars	31-Mar-23
Decrease in enterprise value to sales multiple by 10%	114

7.4 The Company designated the investments shown below as equity investments at FVOCI because these equity instruments represent investments that the Company intends to hold for long-term for strategic purposes.

Particulars	Fair value at March 31, 2023	Dividend recognised during the year 2022-23	Fair value at March 31, 2022	Dividend recognised during the year 2021-22
Investment in AutoTech Fund I, L.P ("AutoTech")	4,162	-	4,452	-

During the year ended March 31, 2023, the Company had invested an amount of ₹124 (₹168 during the year ended March 31, 2022) in AutoTech towards its share of capital contribution as one of the limited partners in the fund. The company has receivable/received an amount of ₹393 (₹552 during the year ended March 31, 2022) from AutoTech towards its share of distribution of capital arising as a result of sale of investments held by AutoTech in some of the portfolio companies. The said amount has been reduced from the cost of investments.

8. Other financial assets

Particulars	Non-current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
(Unsecured and considered good, unless otherwise stated)				
Security deposits	62	4	-	-
Rent advance	-	-	5	5
Other receivables	-	-	444	-
Total	**62**	**4**	**449**	**5**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

8.1. The Company's exposure to credit risk and market risk are disclosed in note 41

8.2. For related party receivables refer note 40.

9. Income tax assets, net

Particulars	As at March 31, 2023	As at March 31, 2022
Advance income-tax, net (refer note 33)	435	420

10. Other non-current assets

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured and considered good, unless otherwise stated)		
Capital advance	14	5

11. Deferred tax liabilities / (assets)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred tax assets	(67)	(36)
Deferred tax liabilities	401	517
Deferred tax liabilities, net	**334**	**481**

Movement in deferred tax for the year ended March 31, 2023

Particulars	As at April 01, 2022	Recognised in profit and loss during 2022-2023	Recognised in OCI during 2022-2023	As at March 31, 2023
Deferred tax assets				
Provision for employee benefits	(35)	(32)	-	(67)
Right of use assets and lease liabilities	(1)	1	-	-
	(36)	(31)	-	(67)
Deferred tax liabilities				
Property, plant and equipment and other intangible assets	19	(14)	-	5
Fair valuation on equity instruments through other comprehensive income	498	-	(102)	396
	517	(14)	(102)	401
Deferred tax liabilities / (assets)	481	(45)	(102)	334

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

Movement in deferred tax for the year ended March 31, 2022

Particulars	As at April 01, 2021	Recognised in profit and loss during 2021-2022	Recognised in OCI during 2021-2022	As at March 31, 2022
Deferred tax assets				
Provision for employee benefits	(36)	1	-	(35)
Right of use assets and lease liabilities	(2)	1	-	(1)
	(38)	**2**	**-**	**(36)**
Deferred tax liabilities				
Property, plant and equipment and other intangible assets	26	(7)	-	19
Fair valuation on equity instruments through other comprehensive income	508	-	(10)	498
	534	**(7)**	**(10)**	**517**
Deferred tax liabilities / (assets)	**496**	**(5)**	**(10)**	**481**

12. Current investments

Particulars	As at March 31, 2023			As at March 31, 2022		
	NAV per Unit (₹)	Quantity (in numbers)	Amount	NAV per Unit (₹)	Quantity (in numbers)	Amount
Unquoted investments						
Investment in mutual fund - mandatorily measured at FVTPL						
- Nippon India Liquid Fund - Growth Plan	5,453	1,513	83	-	-	-
- SBI Liquid Fund Regular - Growth plan	3,496	3,754	131	-	-	-
Total			**214**			**-**
Aggregate value of unquoted investments			214			-
Aggregate amount of impairment in value of investments (included in the above)			-			-

13. Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022
Considered good - secured	-	-
Considered good - unsecured		
- Related parties (refer note 40)	1,049	468
Trade receivables - which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	-
Loss allowance	-	-
Total	**1,049**	**468**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Trade receivables ageing schedule - March 31, 2023

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables — considered good	545	504	-	-	-	-	1,049
(ii) Undisputed trade receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables — credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables — considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables — credit impaired	-	-	-	-	-	-	-
Sub-total	545	504	-	-	-	-	1,049
(vii) Unbilled							-
Total	545	504	-	-	-	-	1,049

Trade receivables ageing schedule - March 31, 2022

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables — considered good	311	147	-	-	-	-	458
(ii) Undisputed trade receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables — credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables — considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables — which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables — credit impaired	-	-	-	-	-	-	-
Sub-total	311	147	-	-	-	-	458
(vii) Unbilled							10
Total	311	147	-	-	-	-	468

Note:

The Company's receivables are wholly from its subsidiary companies and joint venture / associate entities. The Company did not have any history of bad debts in earlier years in respect of the receivables from the subsidiaries and joint venture / associate entities. Further, the Company has assessed that there is no credit risk and thus no allowance for impairment of trade receivables was required to be recognised.

The Company's exposure to currency risk is disclosed in note 41

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

14 a. Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks -		
in current accounts	253	33
Cash on hand	1	1
Total	254	34

14 b. Bank balances other than cash and cash equivalents above

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks in earmarked accounts - Unclaimed dividend	47	46
Total	47	46

15. Loans

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured and considered good, unless otherwise stated)		
Loan to employees	-	2
Total	-	2

15.1. The Company's exposure to credit risk and market risk are disclosed in note 41

15.2. There are no loans or advances in the nature of loans granted and given to promoters, directors, key managerial personnel and related parties, either severally or jointly with any other person

16. Other current assets

Particulars	As at March 31, 2023	As at March 31, 2022
(Unsecured and considered good, unless otherwise stated)		
Prepaid expenses	246	235
Advance to suppliers	21	9
Assets relating to employee benefits - Gratutiy (refer note 36)	-	38
Advances to employees	4	3
Others	131	25
Total	402	310

17. Equity share capital

Particulars	As at March 31, 2023	As at March 31, 2022
a. Authorised share capital:		
Equity shares:		
1,50,00,000 (March 31, 2022: 1,50,00,000) equity shares of ₹10 each	1,500	1,500
Preference shares:		
50,00,000 (March 31, 2022: 50,00,000) preference shares of ₹10 each	500	500
b. Issued and subscribed share capital:		
1,42,77,809 (March 31, 2022: 1,42,77,809) equity shares of ₹10 each fully paid-up	1,428	1,428

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

17.1 Reconciliation of shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount
Equity shares of ₹10 each fully paid up				
At the commencement and end of the year	1,42,77,809	1,428	1,42,77,809	1,428

Rights, preferences and restrictions attached to equity shares

The Company has one class of equity share having a par value of ₹10 per share. Each holder of equity share is entitled to one vote per share. The Dividend when proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders, repayment of capital on liquidation will be in proportion to the number of equity shares held.

17.2 Shares held by promoters at the end of the year

Promoter name	As at March 31, 2023			As at March 31, 2022		
	Number of shares held	% of total shares	% change during the year	Number of shares held	% of total shares	% change during the year
Raman T G G	14,84,056	10.39%	0%	14,84,056	10.39%	0%
Lakshman L & Pushpa Lakshman	7,52,560	5.27%	0.35%	7,02,560	4.92%	0%
Ganesh L & Meenakshi Ganesh	7,19,096	5.04%	0%	7,19,096	5.04%	0.05%
Rathika R Sundaresan	6,25,066	4.38%	0%	6,25,066	4.38%	0%
Geetha Raman Subramanyam	6,25,065	4.38%	0%	6,25,065	4.38%	0%
Ranjini R Iyer	6,25,065	4.38%	0%	6,25,065	4.38%	0%
Meenakshi Ganesh & Ganesh L	3,05,430	2.14%	0%	3,05,430	2.14%	0%
Vanaja Aghoram	2,75,635	1.93%	0%	2,75,635	1.93%	0%
Lakshman L (Huf)	2,16,986	1.52%	0%	2,16,986	1.52%	0%
Pushpa Lakshman & Lakshman L	1,95,199	1.37%	0%	1,95,199	1.37%	0%
Ganesh L (Huf)	1,91,907	1.34%	0%	1,91,907	1.34%	0%
Shanthi Narayan	1,44,924	1.02%	0%	1,44,924	1.02%	0%
Harish Lakshman	1,39,817	0.98%	0%	1,39,817	0.98%	0.11%
Aditya Ganesh	1,14,281	0.80%	0%	1,14,281	0.80%	0%
Aparna Ganesh	68,511	0.48%	0%	68,511	0.48%	0%
Rama R Krishnan	61,452	0.43%	0%	61,452	0.43%	0%
Vinay Lakshman	56,698	0.40%	(0.35%)	1,06,698	0.75%	0%
Malavika Lakshman	21,222	0.15%	0%	21,222	0.15%	0.02%
Rekha Sundar	15,610	0.11%	0%	15,610	0.11%	0%
Chitra Sundaresan	8,109	0.06%	0%	8,109	0.06%	0%
Pravin Kumar	2,800	0.02%	0%	2,800	0.02%	0%
Keshav Harish Lakshman	100	0.00%	0%	100	0.00%	0%

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

17.3 Particulars of shareholders holding more than 5 percent of equity shares in the Company:

Name of the share holder	As at March 31, 2023		As at March 31, 2022	
	Number of shares held	% of total shares	Number of shares held	% of total shares
Raman T G G	14,84,056	10.39%	14,84,056	10.39%
Lakshman L & Pushpa Lakshman	7,52,560	5.27%	7,02,560	4.92%
Ganesh L & Meenakshi Ganesh	7,19,096	5.04%	7,19,096	5.04%

17.4 Information regarding issue of shares in the last five years

There are no bonus shares or buy-back of shares or shares issued for consideration other than cash during a period of five years immediately preceeding financial years as of the aforesaid reporting dates.

17.5 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and equity reserves attributable to the equity holders of the Company. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and its capital requirements. The funding requirements are met through a mixture of equity and borrowings. The Company's policy is to use long-term borrowings to meet anticipated funding requirements. The Company monitors capital using a ratio of 'adjusted net debt' to 'total equity'. For this purpose, adjusted net debt comprises of interest-bearing borrowings less cash and cash equivalents. Total equity comprises all components of equity.

Particulars	As at March 31, 2023	As at March 31, 2022
Total debt	5,566	6,918
Cash and cash equivalents	(254)	(34)
Adjusted net debt	**5,312**	**6,884**
Total equity	53,636	50,543
Adjusted net debt to total equity ratio	**0.10**	**0.14**

18. Other equity

Particulars	As at March 31, 2023	As at March 31, 2022
General reserve	32,363	31,526
Securities premium	4,433	4,433
Capital redemption reserve	550	550
Retained earnings	12,864	10,616
Equity instruments through OCI	1,998	1,990
Total	**52,208**	**49,115**

a. General reserve

Particulars	As at March 31, 2023	As at March 31, 2022
General reserve		
Balance at the beginning of the year	31,526	31,526
Add: Addition during the year	837	-
Balance at the end of the year	**32,363**	**31,526**

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss except to the extent permitted as per Companies Act 2013 and rules made thereunder.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

b. Securities premium

Particulars	As at March 31, 2023	As at March 31, 2022
Securities premium	4,433	4,433
Total	4,433	4,433

Securities premium represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Companies Act, 2013 for specified purposes.

c. Capital redemption reserve

Particulars	As at March 31, 2023	As at March 31, 2022
Capital redemption reserve	550	550
Total	550	550

The Companies Act 2013 requires that where a Company purchases its own shares out of free reserves or securities premium account, a sum equal to the nominal value of the shares so purchased shall be transferred to a capital redemption reserve account and details of such transfer shall be disclosed in the balance sheet. The capital redemption reserve account may be applied by the Company, in paying up unissued shares of the Company to be issued to shareholders of the Company as fully paid bonus shares. The Company established this reserve pursuant to the redemption of preference shares issued in earlier years.

d. Retained earnings

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	10,616	7,217
Profit for the year	4,830	3,388
Other comprehensive income arising from remeasurement of defined benefit obligation(net of tax)	(32)	11
Payment of dividends	(1,713)	-
Transfer to general reserve	(837)	-
Balance at the end of the year	12,864	10,616

Retained earnings represents profits generated and retained by the Company post distribution of dividends to the equity shareholders in the respective years. The balance in retained earnings can be utilized for distribution of dividend by the Company considering the requirements of the Companies Act, 2013.

Balance of retained earnings at the end of the year includes cumulative other comprehensive loss arising from remeasurement of defined benefit obligations, net of tax, amounting to ₹54 as at March 31, 2023 (March 31, 2022: ₹22)

In respect of the year ended March 31, 2023, the directors proposed a dividend of ₹17/- per share (March 31, 2022: ₹12/- per share) be paid to all holders of fully paid equity shares. This equity dividend is subject to approval by shareholders at the ensuing Annual General Meeting and has not been included as a liability in these standalone financial statements. The total estimated equity dividend to be paid is ₹2,427 (March 31, 2022: ₹1,713).

e. Equity instruments through OCI

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	1,990	1,702
Net gain/(loss) on Equity instruments through OCI (net of tax)	8	288
Balance at the end of the year	1,998	1,990

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

The company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These charges are accumulated within equity. The Company transfers amounts therefrom to retained earnings when the relevent equity securities are derecognised.

19. Borrowings

Particulars	Non-current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Financial liabilities at amortised cost				
Term loans				
- From banks				
Secured loans	341	482	75	536
- From others				
Secured loans	4,150	5,150	1,000	750
Total borrowings	4,491	5,632	1,075	1,286

Summary of borrowing arrangements

Particulars	As at March 31, 2023	As at March 31, 2022	Terms of repayment
Term loan from Federal Bank Limited (Loan 1)	-	461	The loan was availed during the year ended March 31, 2020 in multiple tranches. The loan is repayable in 16 equal quarterly instalments commencing from June 2020 with 12 months of moratorium period. During the year ended March 31, 2023 the company made a prepayment in addition to regular repayment instalments and closed the loan.
Term loan from Federal Bank Limited (Loan 2)	-	377	The loan was availed during the year ended March 31, 2020 in multiple tranches. The loan is repayable in 16 equal quarterly instalments commencing from September 2020 with 12 months of moratorium period. During the year ended March 31, 2023 the company made a prepayment in addition to regular repayment instalments and closed the loan.
Term loan from Axis Finance Limited	5,150	5,900	The loan was availed in multiple tranches. The loan is repayable in 20 unequal quarterly instalments commencing from September 2022 with 18 months of moratorium period.
Term loan from HDFC Bank Limited (Loan 1)	144	180	The loan was availed during the year ended March 31, 2022. The loan is repayable in 20 equal quarterly instalments commencing from June 2022 .
Term loan from HDFC Bank Limited (Loan 2)	272	-	The loan was availed during the year ended March 31, 2023 in multiple tranches. The loan is repayable in 16 equal quarterly instalments commencing from July 2023 .
Less: Current maturities	(1,075)	(1,286)	
Total	4,491	5,632	

The interest rate range from 8.57% p.a to 9.30% p.a (March 31, 2022: 5.79% p.a to 9.65% p.a).

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

The term loans outstanding as at March 31, 2023 which are availed from Federal Bank Limited and HDFC Bank Limited are secured by a Pari-passu charge created on the Company's land located at Teynampet, Chennai and loan availed from Axis Finance Limited is secured by a first charge created on the Company's land and building located at Perungudi, Chennai.

Other borrowing notes

Term loans were applied for the purpose for which they were obtained. Further, short term loans availed have not been utilised for long term purposes by the Company.

Quarterly returns or statements of current assets filed by the Company for the sanction of working capital loans with banks or financial institutions are in agreement with that of books of accounts

The Company has not been declared as wilful defaulters by any bank or financial institutions or other lender.

Information about the Company's exposure to interest rate, foreign currency and liquidity risk is disclosed in note 41.

Breach of loan agreement

There is no breach of loan agreements.

Reconciliation of cash flows from financing activities

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	6,918	7,692
Changes from financing cash flows		
Repayment of borrowings	(2,224)	(1,373)
Proceeds from borrowings	872	599
Closing balance	5,566	6,918

20. Lease liabilities

Particulars	Non-current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Lease liabilities (refer note 39)	147	10	100	56
Total	147	10	100	56

21. Other financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Employee benefits payable	230	169
Commision payable	128	94
Unclaimed dividend (refer note 14.b)	47	46
Capital creditors (refer note 21.3)	149	159
Interest accrued but not due on borrowings	3	1
Others (refer note 21.1)	59	59
Total	616	528

21.1 Others represent an accrued amount of ₹59 in the earlier years towards arrears of lease rent for the land taken under lease

21.2 The Company's exposure to credit and liquidity risk related to other financial liabilities are disclosed in note 41

21.3 Capital creditors includes an amount of ₹12 (March 31, 2022 : ₹135) due to micro enterprises and small enterprises

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

22. Trade payables

Particulars	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro enterprises and small enterprises	67	79
Total outstanding dues of creditors other than micro enterprises and small enterprises	254	171
Total	321	250

* refer note 22.1 for details of dues to micro enterprises and small enterprises. These details have been provided based on the information available with the Company in respect of the registration status of its vendors/ suppliers. All trades payables are 'current'. For related party trade payables refer note 40.

The Company's exposure to credit and liquidity risk related to trade payables is disclosed in note 41.

Trade payables ageing schedule - March 31, 2023

Particulars	Outstanding for following periods from the due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME	-	67	-	-	-	67
(ii) Undisputed dues - Others	-	64	-	-	-	64
(iii) Disputed dues — MSME	-	-	-	-	-	-
(iv) Disputed dues — Others	-	-	-	-	-	-
Sub-total	-	131	-	-	-	131
(v) Unbilled dues						190
Total	-	131	-	-	-	321

Trade payables ageing schedule - March 31, 2022

Particulars	Outstanding for following periods from the due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME	-	79	-	-	-	79
(ii) Undisputed dues - Others	-	123	-	-	-	123
(iii) Disputed dues — MSME	-	-	-	-	-	-
(iv) Disputed dues — Others	-	-	-	-	-	-
Sub-total	-	202	-	-	-	202
(v) Unbilled dues						48
Total	-	202	-	-	-	250

22.1 Dues to micro enterprises and small enterprises :

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 28, 2008, which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the Micro, Small and Medium Enterprise Development Act, 2006 ('the Act'). In view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the balance sheet dates.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Particulars	As at March 31, 2023	As at March 31, 2022
(a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;	79	214
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

22.1.a. Amount due to MSME as on March 31, 2023 ₹79 (March 31, 2022; ₹214) represents amount payable towards trade payables of ₹67 (March 31, 2022: ₹79) and amount due to capital creditors ₹12 (March 31, 2022: ₹135)

23. Provisions - Non - Current

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for leave encashment	154	122
Provision for gratuity (refer note 36)	37	-
Total	191	122

24. Provisions - Current

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for leave encashment	65	44
Total	65	44

25. Other current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Statutory dues payable	198	151
Total	198	151

26. Revenue from operations

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Service fee	4,476	3,317
Trade mark fee	4,847	3,880
Dividend income	2,443	1,683
Total	11,766	8,880

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

Disaggregation of revenue from contracts with customers based on location of the customers:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Revenue by geography		
1. India (Domestic)	11,731	8,700
2. Outside India (Exports)	35	180
Total	11,766	8,880

27. Other income

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Gain on current investments mandatorily measured at FVTPL	38	17
Foreign exchange gain, net	1	-
Gain on disposal of property, plant and equipment, net	6	8
Interest income earned on financial assets		
Interest on deposit	3	-
Interest on loan	-	48
Other non-operating income	5	1
Profit on sale of non-current investment	-	1,970
Total	53	2,044

28. Employee benefits expense

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Salaries, wages and bonus	1,976	1,473
Expenses relating to post-employment benefit plans (refer note 36)	33	30
Contribution to:		
Provident and other fund (refer note 36)	105	82
Superannuation fund (refer note 36)	36	23
National pension scheme	34	24
Staff welfare expenses	137	69
Total	2,321	1,701

29. Finance costs

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest expense		
- On loans	539	569
- On lease liabilities	21	9
- On others	1	12
Total	561	590

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

30. Depreciation and amortisation expenses

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation on property, plant and equipment (refer note 4)	268	226
Depreciation of right-of-use assets (refer note 5)	128	71
Amortisation of intangible assets (refer note 6)	41	12
Total	437	309

31. Other expenses

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Power and fuel	52	31
Rent (refer note 39)	22	14
Travelling and conveyance	102	47
Repairs and maintenance		
- Buildings	121	113
- Others	55	45
Insurance	83	95
Rates and taxes	29	26
Payment to auditors (refer note 31.1)	23	19
Directors' sitting fees	10	15
Information systems expenses	774	675
Professional charges	725	468
Corporate social responsibility expenditure (refer note 31.2)	52	51
Chairman and Managing Director commission (refer note 40)	128	94
Miscellaneous expenses	129	84
Total other expenses	2,305	1,777

31.1 Payment to auditors (excluding taxes)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
For statutory audit and limited reviews	19	17
For taxation matters	1	1
For certification fee	1	1
For reimbursement of expenses	2	-
Total	23	19

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

31.2 Expenditure on corporate social responsibility

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
(i) Amount required to be spent by the company during the year	52	51
(ii) Amount approved by the Board to be spent during the year	60	50
(iii) Amount spent during the year		
(a) Construction / acquisition of asset	-	-
(b) On purposes other than (a) above		
(i) Education	52	-
(ii) Healthcare	-	1
(iii) Community Development	-	-
(iv) Others	-	1
(v) Utilisation of carry forward from earlier periods	6	55
(iv) Shortfall / (excess) at the end of the year	(6)	(6)
(v) Total of previous years shortfall	-	-
(vi) Reason for shortfall	NA	NA
(vii) Nature of CSR activities	Community development	Community development
(viii) Details of related party transactions	Refer note 40	Refer note 40
(ix) Where a provision is made with respect to a liability incurred by entering a contractual obligation	No	No

Disclosure in respect of excess amount spent by the Company - For the year ended March 31, 2022

Particulars	Amount
Opening balance	55
Amount required to be spent during the year	(51)
Amount spent during the year	2
Closing balance	**6**

31.3. Other statutory information

a. The Company has not traded or invested in Crypto currency or virtual currency during the financial year.

b. The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)

c. The Company does not have any transactions with struck off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year.

d. The Company has not advanced or loaned or invested funds to any persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

1) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

2) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

e. The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

f. The Company does not have any charges or satisfaction which is yet to be registered with Registar of Companies beyond the statutory period as at the reporting date.

g. The Company has complied with the number of layers prescribed under clause 87 of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.

h. The Company has not entered into any scheme of arrangement as per sections 230 to 237 of the Companies Act, 2013.

32. Ratios as per the schedule III requirements:

a) Current ratio = Current assets divided by Current liabilities

Particulars	March 31, 2023	March 31, 2022
Current assets	2,415	865
Current liabilities	2,375	2,315
Ratio	**1.02**	**0.37**
% Change from previous year	**175.68%**	

Reason for change more than 25% : Increased investment in mutual fund, and increase in trade receivables in current year.

b) Debt-equity ratio = Total debt divided by total equity where total debt represents aggregate of current and non-current borrowings

Particulars	March 31, 2023	March 31, 2022
Total debt	5,566	6,918
Total equity	53,636	50,543
Ratio	**0.10**	**0.14**
% Change from previous year	**(24.18%)**	

Reason for change more than 25%: not applicable

c) Debt service coverage ratio = Earnings available for debt service divided by total interest and principal repayments

Particulars	March 31, 2023	March 31, 2022
Earnings available for debt services (refer note 1 below)	6,075	6,063
Total interest and principal repayments (refer note 2 below)	2,903	2,027
Ratio	**2.09**	**2.99**
% change from previous year	**(30.02%)**	

Reason for change more than 25% : Increased borrowing rates in the current year.

Note:

1. Earnings available for debt services = (Profit after tax + Depreciation and amortisation expense + Finance cost + Exceptional items), adjusted for deferred taxes.
2. Total interest and principal repayments = Interest payment on borrowings + Lease payments + principal repayments of borrowings

d) Return on equity ratio = Profit after tax divided by average shareholder's equity

Particulars	March 31, 2023	March 31, 2022
Profit after tax	4,830	3,388
Average shareholder's equity (Refer note below)	52,090	48,700
Ratio	**9.27%**	**6.96%**
% Change from previous year	**33%**	

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

Reason for change more than 25%: Increased revenue resulted in increased profits for the year.

Note: Average shareholder's equity = (Total shareholder's equity as at beginning of respective year + total shareholder's equity as at end of respective year) divided by 2

e) **Inventory turnover ratio is not applicable since the Company does not have any inventory.**

f) **Trade receivables turnover ratio = Revenue divided by average trade receivables**

Particulars	March 31, 2023	March 31, 2022
Revenue (Refer note 1 below)	9,323	7,197
Average trade receivables (Refer note 2 below)	759	817
Ratio	**12.29**	**8.81**
% Change from previous year	**40%**	

Reason for change more than 25%: Change is on account of decrease in average collection period.

Note 1: Revenue for the purpose of the table above represents revenue from operations excluding dividend income.

Note 2: Average trade receivables = (Total trade receivables as at the beginning of respective year + Total trade receivables as at the end of respective year) divided by 2

g) **Trade payables turnover ratio = Expenses divided by average trade payables**

Particulars	March 31, 2023	March 31, 2022
Expenses (Refer note 1 below)	2,305	1,777
Average trade payables (Refer note 2 below)	286	233
Ratio	**8.07**	**7.61**
% Change from previous year	**6.04%**	

Reason for change more than 25%: Not applicable

Note 1: Expenses represents other expenses.

Note 2: Average trade payables = (Total trade payables as at the beginning of respective year + Total trade payables as at the end of respective year) divided by 2.

h) **Net capital turnover ratio = Revenue from operations divided by working capital**

Particulars	March 31, 2023	March 31, 2022
Revenue from operations	11,766	8,880
Working capital	40	(1,450)
Ratio	**290.67**	**(6.12)**
% Change from previous year	**(4849.51%)**	

Reason for change more than 25% : Increased investment in mutul fund, and increase in trade receivables in current year.

Note: Working capital = Current assets - Current liabilities

i) **Net profit ratio = Net profit after tax divided by Revenue from operations**

Particulars	March 31, 2023	March 31, 2022
Net profit after tax	4,830	3,388
Revenue from operations	11,766	8,880
Ratio	**41.05%**	**38.15%**
% Change from previous year	**8%**	

Reason for change more than 25%: not applicable

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

j) Return on capital employed= Earnings before interest and taxes (EBIT) divided by Capital employed

Particulars	March 31, 2023	March 31, 2022
Earnings before interest and taxes (Refer note 1 below)	6,464	5,356
Capital employed (Refer note 2 below)	59,783	58,008
Ratio	10.81%	9.24%
% Change from previous year	17%	

Reason for change more than 25%: not applicable

Note 1: EBIT= Profit before taxes + Finance costs

Note 2: Capital employed = Total equity + total debt + deferred tax liabilities+ lease liabilities

k) Return on investment = Income generated from invested funds divided by average invested funds in treasury investments

Particulars	March 31, 2023	March 31, 2022
Income generated from invested funds	38	17
Average invested funds in treasury investments (Refer note below)	631	515
Ratio	6.10%	3.30%
% Change from previous year	85%	

Reason for change more than 25%: Change on account of increased investments during the year.

Note: Invested funds in treasury investments = weighted average of investments held during the year.

33. Tax reconciliation:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Current tax expense		
In respect of current year	1,118	1,306
In respect of earlier years	-	77
Total current tax expense	1,118	1,383
Deferred tax expense	(45)	(5)
Tax expense recognised in profit or loss	1,073	1,378

Reconciliation of effective tax rate

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Profit before tax	5,903	4,766
Income tax expense calculated at applicable statutory rate of 25.17% (FY 2021-22: 25.17%)	1,486	1,200
Effect of:		
Dividend from subsidiaries and joint venture / associate entities	(495)	(424)
Non-deductible expense	83	593
Current tax for earlier years	-	77
Income chargeable at special rates	-	(68)
Income tax expense recognised in profit or loss	1,073	1,378

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

Income tax recognised in other comprehensive income:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Current tax on remeasurement of defined benefit plan	11	(4)
Equity investment through other comprehensive income		
- Current tax	(73)	(106)
- Deferred tax	102	10
Income tax recognised in other comprehensive income	**39**	**(100)**

34. Disclosure under Section 186(4) of the Companies Act, 2013 and as per Regulation 34(3) read with Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

(i) Loans

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	-	300
Given during the year	-	465
Repaid during the year	-	(765)
Closing balance	-	-

The Company during the year ended March 31,2022 had given loan to Rane t4u Private Limited. As per the terms of the agreement, the loan is to be utilised to meet the working capital requirements of the subsidiary. The loan carried an interest of 9% p.a and was repayable at the end of one year from the date of such loan.

(ii) Interest accrued on loan

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	-	3
Interest for the year	-	48
Interest received during the year	-	(51)
Closing balance	-	-

During the year ended March 31, 2022, the maximum amount of loan outstanding and interest on loan at any point in time during the year was ₹765 and ₹25 respectively.

35. Contingent liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Claims against the company not acknowledged as debts		
- Income tax matters	585	112
- Customs matters	6	6

In addition to the above, the Company from time to time is also engaged in proceedings pending with various authorities in the ordinary course of business. Judgement is required in assessing the range of possible outcomes for some of these matters, which could change substantially over time as each of the matters progresses depending on experience on actual assessment proceedings by the respective authorities and

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

other judicial precedents. Based on its internal assessment supported by external legal counsel views, as considered necessary, the Company believes that it will be able to sustain its positions if challenged by the authorities and accordingly no additional provision / disclosures are required for these matters.Management is of the view that above matters will not have any material adverse effect on the Company's financial position and results of operations.

35 a. Commitments

Particulars	As at March 31, 2023	As at March 31, 2022
Estimated amount of contracts remaining to be executed on capital account (net of advance)	63	125
Uncalled liability on investment in Auto Tech I, L.P	267	360
Balance amount payable towards preferential allotment of shares warrants issued by REVL	375	1,125

36. Employee benefit plans

A. Defined contribution plans

The Company participates in a number of defined contribution plans on behalf of relevant personnel. Any expense recognised in relation to these schemes represents the value of contributions payable during the period by the Company at rates specified by the rules of those plans. The only amounts included in the balance sheet are those relating to the prior months contributions that were not due to be paid until after the end of the reporting period.

(a) Provident fund

In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees salary.

The contributions, as specified under the law, are made to the Government.

(b) Superannuation fund

The Company has a superannuation plan for the benefit of its employees. Employees who are members of the superannuation plan are entitled to benefits depending on the years of service and salary drawn.

The Company contributes up to 15% of the eligible employees' salary to LIC every year. Such contributions are recognised as an expense as and when incurred. The Company does not have any further obligation beyond this contribution.

The total expense recognised in profit or loss of ₹141 (for the year ended March 31, 2022 : ₹105) represents contributions payable to these plans by the company at rates specified in the rules of the plans. As at March 31, 2023, contributions of ₹20 (as at March 31, 2022 : ₹18) had not been paid. The amounts were paid subsequent to the end of the respective reporting periods.

B. Defined benefit plans

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees upon retirement, resignation, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company makes annual contributions to Life Insurance Corporation of India (LIC). The Company accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

The defined benefit plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to government/high quality bond yields; if the return on plan asset is below this rate, it will create a plan deficit.
Interest risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

(a) Gratuity

The following table summarises the position of assets and obligations relating to the plans:

Particulars	As at March 31, 2023	As at March 31, 2022
Present value of defined benefit obligation	713	598
Fair value of plan assets	676	636
Net (asset) / liability recognised in the balance sheet	**37**	**(38)**

(i) Movement in present values of defined benefit obligations

Particulars	As at March 31, 2023	As at March 31, 2022
Opening defined benefit obligation	598	535
Current service cost	36	32
Interest cost	43	39
Actuarial (gain) / loss	45	(13)
Transfer in	11	50
Transfer out	-	(31)
Benefits paid	(20)	(14)
Closing defined benefit obligation	**713**	**598**

(ii) Movements in the fair value of the plan assets

Particulars	As at March 31, 2023	As at March 31, 2022
Opening fair value of plan assets	636	550
Interest income	46	41
Remeasurement gain / (loss):		
Return on plan assets (excluding amounts included in net interest expense)	3	2
Contributions from the employer	-	38
Transfer in	11	50
Transfer out	-	(31)
Benefits paid	(20)	(14)
Closing fair value of plan assets	**676**	**636**

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

(iii) Amounts recognised in statement of profit and loss and other comprehensive income in respect of these defined benefit plans are as follows:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Current service cost	36	32
Net interest (income)	(3)	(2)
Components of defined benefit costs recognised in profit or loss	**33**	**30**
Remeasurement on the net defined benefit liability :		
Return on plan assets (excluding amounts included in net interest expense)	(3)	(2)
Actuarial (gains) / losses on plan obligations	45	(13)
Components of defined benefit costs recognised in other comprehensive income	**42**	**(15)**

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the statement of profit and loss.

The remeasurement of the net defined benefit liability is included in other comprehensive income.

(iv) The principal assumptions used for the purposes of the actuarial valuations were as follows.

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate	7.21%	7.30%
Salary escalation	8.00%	8.00%
Attrition	3.00%	3.00%

Notes:

(i) The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.

(ii) The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

(iii) The entire plan assets are managed by Life Insurance Corporation of India (LIC).

Sensitivity analysis

Change in assumption	March 31, 2023	March 31, 2022
A. Discount rate + 50 BP	7.71%	7.80%
Defined Benefit Obligation	699	586
Current service cost	44	35
B. Discount rate - 50 BP	6.71%	6.80%
Defined Benefit Obligation	726	609
Current service cost	48	37
C. Salary escalation rate +50 BP	8.50%	8.50%
Defined Benefit Obligation	726	609
Current service cost	48	37
D. Salary escalation rate -50 BP	7.50%	7.50%
Defined Benefit Obligation	699	586
Current service cost	44	34

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

Change in assumption	March 31, 2023	March 31, 2022
E. Attrition rate +50 BP	**3.50%**	**3.50%**
Defined Benefit Obligation	712	597
Current service cost	46	36
F. Attrition -50 BP	**2.50%**	**2.50%**
Defined Benefit Obligation	712	598
Current service cost	46	36

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and attrition. The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Defined benefit liability and employer contributions

The Company expects to contribute an amount of ₹37 towards defined benefit plan obligations funds for year ending March 31, 2024 in view of deficit in plan assets as at March 31, 2023. The weighted average duration of the defined benefit obligation is 4.1 years (March 31, 2022 - 4.2 years). The expected maturity analysis of undiscounted gratuity is as follows:

Particulars	March 31, 2023	March 31, 2022
Year 1	371	300
Year 2	69	98
Year 3	75	13
Year 4	19	65
Year 5	94	16
After 5 years	142	170

37. Earnings per share ('EPS')

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Profit attributable to the equity holders	4,830	3,388
Weighted average number of equity shares	1,42,77,809	1,42,77,809
a. Basic Earning per share (₹)	33.82	23.73
b. Diluted Earnings per share (₹)	33.82	23.73

38. Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Company's Board of Directors to make decisions about resources to be allocated to the segments and assess their performance. The Board of Directors are considered to be the Chief Operating Decision Maker ('CODM') within the purview of Ind AS 108 Operating Segments.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

The Company holds strategic investments in subsidiaries and joint venture / associate entities (collectively called "the Group") that are primarily engaged in single segment viz., manufacturing/marketing of components and providing technological services for Transportation industry and also provides consultancy and other services to the Group. Since the Company prepares consolidated financial statements, segment information has been disclosed in the consolidated financial statements.

39. Leases

A. Breakup of currrent and non current lease liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Current lease liabilities	100	56
Non-current lease liabilities	147	10
Total	247	66

B. Movement in lease liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	66	152
Additions / (deletions/termination)	302	(13)
Interest expense on lease liabilities	21	9
Payment of lease liabilities	(142)	(82)
Closing balance	247	66

C. Maturity analysis - contractual undiscounted cash flows

Particulars	As at March 31, 2023	As at March 31, 2022
Less than one year	101	60
One to five years	152	10
Total	253	70

D. Amounts recognized in profit or loss

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest on lease liabilities	21	9
Expenses relating to short-term leases recognised in other expenses	22	14

E. Amounts recognised in statement of cash flows

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Total cash outflows for leases	142	82

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

40. Related party disclosures

Description of relationship	Name of the related party
List of related parties where control exists	
Subsidiaries / step-down subsidiaries	Rane (Madras) Limited
	Rane Engine Valve Limited
	Rane Brake Lining Limited
	Rane Holdings America Inc.
	Rane (Madras) International Holdings B.V
	Rane Light Metal Castings Inc.
	Rane Holdings Europe GmbH
	Rane t4u Private Limited
Joint venture / associate entities	ZF Rane Automotive India Private Limited ('ZRAI') (formerly known as Rane TRW Steering Systems Private Limited)
	ZF Rane Occupant Safety Systems Private Limited (subsidiary of ZRAI)
	Rane NSK Steering Systems Private Limited
Other related parties where transactions have taken place	
Key Management Personnel (KMP)	Mr. L Ganesh
	Mr. Harish Lakshman
Relative of KMP	Mr. L Lakshman
Enterprises over which KMP or relatives of KMP can exercise significant influence	Rane Foundation
Post employment benefit plans	Rane Holdings Limited Gratuity Fund
	Rane Holdings Limited Senior Executives Superannuation Fund

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Details of related party transactions and balances:

Description	Subsidiaries		Joint venture/ associate entities		Key Management Personnel		Relative of KMP		Enterprises over which KMP or relatives of KMP can exercise significant influence		Post employment benefit plans	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Transaction during the year												
Investment made												
Rane (Madras) Limited	-	3,000	-	-	-	-	-	-	-	-	-	-
Rane t4u Private Limited (refer note 7.3)	-	1,641	-	-	-	-	-	-	-	-	-	-
Rane Engine Valve Limited (refer note 7.1)	750	375	-	-	-	-	-	-	-	-	-	-
Loan given												
Rane t4u Private Limited	-	465	-	-	-	-	-	-	-	-	-	-
Loan repaid												
Rane t4u Private Limited	-	765	-	-	-	-	-	-	-	-	-	-
Interest income												
Rane t4u Private Limited	-	48	-	-	-	-	-	-	-	-	-	-
Service fee												
Rane (Madras) Limited	1,389	946	-	-	-	-	-	-	-	-	-	-
Rane Engine Valve Limited	515	391	-	-	-	-	-	-	-	-	-	-
Rane Brake Lining Limited	493	406	-	-	-	-	-	-	-	-	-	-
Rane Light Metal Castings America Inc	35	30	-	-	-	-	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	-	1,112	810	-	-	-	-	-	-	-	-
Rane NSK Steering Systems Private Limited	-	-	932	734	-	-	-	-	-	-	-	-
Trademark fee												
Rane (Madras) Limited	1,037	766	-	-	-	-	-	-	-	-	-	-
Rane Engine Valve Limited	243	187	-	-	-	-	-	-	-	-	-	-
Rane Brake Lining Limited	299	251	-	-	-	-	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	-	1,774	1,275	-	-	-	-	-	-	-	-
Rane NSK Steering Sys tems Private Limited	-	-	1,494	1,401	-	-	-	-	-	-	-	-

Description	Subsidiaries		Joint venture/ associate entities		Key Management Personnel		Relative of KMP		Enterprises over which KMP or relatives of KMP can exercise significant influence		Post employment benefit plans	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Dividend received												
Rane Brake Lining Limited	773	922	-	-	-	-	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	-	1,670	612	-	-	-	-	-	-	-	-
Rane Holdings America Inc.	-	149	-	-	-	-	-	-	-	-	-	-
Fee paid for services received												
Rane Foundation	-	-	-	-	-	-	-	-	-	5	-	-
Salary and other perquisites												
L Ganesh	-	-	-	-	310	204	-	-	-	-	-	-
Harish Lakshman	-	-	-	-	94	79	-	-	-	-	-	-
Commission												
L Ganesh	-	-	-	-	128	94	-	-	-	-	-	-
Sitting fees												
L Lakshman	-	-	-	-	-	-	-	1	-	-	-	-
Advisory fee												
L Lakshman	-	-	-	-	-	-	125	106	-	-	-	-
Reimbursement of expenses from												
Rane (Madras) Limited	3	56	-	-	-	-	-	-	-	-	-	-
Rane Engine Valve Limited	3	19	-	-	-	-	-	-	-	-	-	-
Rane Brake Lining Limited	7	34	-	-	-	-	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	-	1	21	-	-	-	-	-	-	-	-
Rane NSK Steering Systems Private Limited	-	-	15	34	-	-	-	-	-	-	-	-
Rane Light Metal Castings America Inc	-	2	-	-	-	-	-	-	-	-	-	-
Reimbursement of expenses to												
ZF Rane Automotive India Private Limited	-	-	-	2	-	-	-	-	-	-	-	-
Rane Brake Lining Limited	8	10	-	-	-	-	-	-	-	-	-	-
L Lakshman	-	-	-	-	-	-	2	-	-	-	-	-
CSR contributions to												
Rane Foundation	-	-	-	-	-	-	-	-	-	-	42	-
Contribution to post employment benefit plan												
Rane Holdings Limited Gratuity Fund	-	-	-	-	-	-	-	-	-	-	33	30
Rane Holdings Limited Senior Executives Superannuation Fund	-	-	-	-	-	-	-	-	-	-	36	23

Description	Subsidiaries		Joint venture/ associate entities		Key Management Personnel		Relative of KMP		Enterprises over which KMP or relatives of KMP can exercise significant influence		Post employment benefit plans	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Balance as at 31 March												
Commission payable												
L Ganesh	-	-	-	-	128	94	-	-	-	-	-	-
Trade receivables												
Rane (Madras) Limited	523	98	-	-	-	-	-	-	-	-	-	-
Rane Engine Valve Limited	110	92	-	-	-	-	-	-	-	-	-	-
Rane Brake Lining Limited	38	15	-	-	-	-	-	-	-	-	-	-
Rane Light Metal Castings America Inc	18	17	-	-	-	-	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	-	207	107	-	-	-	-	-	-	-	-
Rane NSK Steering Systems Private Limited	-	-	153	139	-	-	-	-	-	-	-	-
Rane t4u Private Limited	-	-	-	-	-	-	-	-	-	-	-	-
Trade payables												
Rane Brake Lining Limited	1	-	-	-	-	-	-	-	-	-	-	-
Other receivables												
Rane (Madras) Limited	15	-	-	-	-	-	-	-	-	-	-	-
Rane Engine Valve Limited	4	-	-	-	-	-	-	-	-	-	-	-
Rane Brake Lining Limited	5	-	-	-	-	-	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	-	13	-	-	-	-	-	-	-	-	-
Rane NSK Steering Systems Private Limited	-	-	13	-	-	-	-	-	-	-	-	-
Investment in equity shares												
Rane (Madras) Limited	25,632	25,632	-	-	-	-	-	-	-	-	-	-
Rane Engine Valve Limited	10,520	9,480	-	-	-	-	-	-	-	-	-	-
Rane Brake Lining Limited	2,965	2,965	-	-	-	-	-	-	-	-	-	-
Rane t4u Private Limited (refer note 7.3)	618	910	-	-	-	-	-	-	-	-	-	-
Rane Holdings America Inc.	10	10	-	-	-	-	-	-	-	-	-	-
Rane Holdings Europe GmbH	19	19	-	-	-	-	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	-	2,285	2,285	-	-	-	-	-	-	-	-
Rane NSK Steering Systems Private Limited	-	-	1,012	1,012	-	-	-	-	-	-	-	-
Investment in compulsorily convertible preference shares												
Rane t4u Private Limited	312	312	-	-	-	-	-	-	-	-	-	-
Share warrants												
Rane Engine Valve Limited	125	375	-	-	-	-	-	-	-	-	-	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Remuneration to Key Management Personnel

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Short term benefits paid	511	359
Other Long term benefits paid	21	18
Total	532	377

Note: As the future liabilities of gratuity and compensated absences are provided on an actuarial basis for the company as a whole, the amounts pertaining to key managerial person is not ascertainable separately and therefore, not included above.

41. Financial instruments - Fair value and risk management

A. Accounting classification and fair values

41.1. The following table shows the carrying amounts and fair values of financial assets and financial liabilities

Particulars	Note	Carrying Amount					
		As at March 31, 2023			As at March 31, 2022		
		Measured at FVTPL	Measured at FVTOCI	Measured at amortised cost	Measured at FVTPL	Measured at FVTOCI	Measured at amortised cost
Financial assets							
Investments	7	214	4,162	43,498	-	4,452	43,000
Trade receivables	13	-	-	1,049	-	-	468
Cash and cash equivalents	14.a	-	-	254	-	-	34
Bank balances other than cash and cash equivalents	14.b	-	-	47	-	-	46
Loans	15	-	-	-	-	-	2
Other financial assets	8	-	-	511	-	-	9
Total		**214**	**4,162**	**45,359**	**-**	**4,452**	**43,559**
Financial liabilities							
Borrowings	19	-	-	5,566	-	-	6,918
Trade payables	22	-	-	321	-	-	250
Other financial liabilities	21	-	-	616	-	-	528
Total		**-**	**-**	**6,503**	**-**	**-**	**7,696**

Note:

1. Investment in subsidiaries, joint venture / associate entities of ₹43,498 (₹43,000) is shown at cost (net off impairment) in balance sheet as per the Ind AS 27 " Separate Financial Statements"
2. The Company has not disclosed fair values of financial instruments such as trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, loans, other financial assets, borrowings, trade payables and other financial liabilities, since their carrying amounts are a reasonable approximation of their fair values.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

41.2. The below table summarises the fair value hierarchy of the financial assets:

Particulars	As at March 31, 2023	As at March 31, 2022	Fair Value Hierarchy (Level 1,2,3)*	Valuation technique
a. Mutual fund investments (unquoted) (mandatorily measured at FVTPL)	214	-	2	Fair value is determined based on Net Assets Value published by respective funds.
b. Investments in equity instruments measured at FVOCI	4,162	4,452	3	Fair value of the investment is determined based on the fair value of the net assets as furnished by the fund which inturn is determined using various significant unobservable inputs including the purchase price, developments concerning the investee company of the fund subsequent to acquisition, data and projections of investee company etc. The estimated fair value would increase or decrease depending upon changes to such inputs.
Total	4,376	4,452		

Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values:

Particulars	Amount
Balance as at April 01, 2021	4,452
Capital distribution, net	(384)
Unrealised gain / (loss) on account of change in fair value	384
Balance as at March 31, 2022	4,452
Capital distribution, net	(269)
Unrealised gain / (loss) on account of change in fair value	(21)
Balance as at March 31, 2023	4,162

* Fair value measurement hierarchy

The company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: Quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

a) Credit risk (see (ii) below);

b) Liquidity risk (see (iii) below); and

c) Market risk (see (iv) below).

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors along with the top management are responsible for developing and monitoring the Company's risk management policies. The Company's senior management advises on financial risks and the appropriate financial risk governance framework for the Company.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The board of directors oversees the compliance with respect to risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

ii. Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

The Company's receivables are only from its subsidiary, joint venture / associate entities. The Company does not have any history of bad debts in earlier years in respect of receivable from the Group companies and as a result, the Company do not perceive a credit risk with respect to receivables from group companies and no loss allowance for trade receivables was required to be recognised.

Investments are made only with approval of Board of Directors. This primarily include investments in equity instruments of subsidiaries, joint venture/associate entities amongst others. The Company does not expect significant credit risks arising from these investments.

The Company holds cash and cash equivalents and bank balances other than cash and cash equivalents with credit worthy banks as at the reporting dates. The credit risk on these instruments is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

Other financial assets comprises of other receivables, long term deposits and rent advance. The Company does not expect any loss from non-performance by these counter-parties

iii. Liquidity risks

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Taking into consideration the liquidity position of the Company as at the balance sheet date together with the existing and proposed financing arrangements made for future, the management believes that the liquidity risk is mitigated and that the Company will be able to meet all its obligations arising from settlement of financial liabilities.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Exposure to liquidity risk

The following are contractual maturities of financial liabilities on reporting dates. The amounts are gross and undiscounted, including contractual interest:-

Particulars	Contractual cash flows				
	Carrying amount	Less than 1 year	1 - 5 years	5 or more years	Total contractual cash flows
As at March 31, 2023					
Borrowings	5,566	1,550	5,131	-	6,681
Trade payables	321	321	-	-	321
Other financial liabilities	616	616	-	-	616
Total	**6,503**	**2,487**	**5,131**	**-**	**7,618**
As at March 31, 2022					
Borrowings	6,918	1,785	6,530	-	8,315
Trade payables	250	250	-	-	250
Other financial liabilities	528	528	-	-	528
Total	**7,696**	**2,563**	**6,530**	**-**	**9,093**

iv. Market risks

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters and optimising the return.

The Company is exposed to equity price risks arising from its investments in equity investments. However all the equity investments in group companies are strategic in nature and held for long term period rather than for trading purposes.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily on account of investments and trade receivables.

Exposure to currency risk

Particulars	Foreign currency in INR	
	As at March 31, 2023	As at March 31, 2022
Financial assets		
Investments	4,162	4,452
Trade receivables	18	17
Total	**4,180**	**4,469**

Sensitivity analysis

A reasonably possible strengthening / weakening of the ₹ against USD / EURO as at the respective reporting period end would have affected the measurement of financial instruments denominated in a foreign currency and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remains constant.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

Foreign currency movement(+- 5%)	Impact on profit or loss		Impact on total equity	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Strengthening	(1)	(1)	(208)	(223)
Weakening	1	1	208	223

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate borrowings. A 50 basis point increase or decrease is used and represents management's assessment of the reasonably possible changes in interest rates.

If interest rate had been 50 basis point higher / lower and all other variables were held constant, the Company's profit for the year ended March 31, 2023 would decrease / increase by ₹28 (March 31, 2022 : ₹35).

Equity price sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to equity price risks at the end of the reporting period.

If the fair value had been 1% higher / lower, profit for the year ended March 31, 2023 would increase / decrease by ₹42 (March 31, 2022: ₹45) as a result of the changes in fair value of equity investments which have been irrevocably designated at FVOCI.

Offsetting financial assets and financial liabilities

The Company does not have any financial instruments that offset or are subject to enforceable master netting arrangements and other similar agreements.

42. Approval of financial statements

The financial statements were approved for issue by the Board of Directors on May 12, 2023.

See accompanying notes forming part of standalone financial statements

As per our report of even date attached

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.: 101248W/W-100022

For and on behalf of the Board of Directors of Rane Holdings Limited

S Sethuraman
Partner
Membership No.: 203491

Harish Lakshman
Vice Chairman & Joint Managing Director
DIN:00012602

Ganesh Lakshminarayan
Chairman & Managing Director
DIN:00012583

Place: Chennai
Date: May 12, 2023

M A P Sridhar Kumar
Chief Financial Officer

Siva Chandrasekaran
Company Secretary

INDEPENDENT AUDITOR'S REPORT

To the Members of Rane Holdings Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Rane Holdings Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), its joint venture / associate entities, which comprise the consolidated balance sheet as at 31 March 2023, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate/consolidated financial statements of such subsidiaries and joint venture / associate entities as were audited by the other auditors, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint venture / associate entities as at 31 March 2023, of its consolidated profit and other comprehensive loss, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its joint venture / associate entities in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Emphasis of Matter

We draw attention to:

a. Note 9.2 to the consolidated financial statements, relating to one of the equity accounted investee companies, wherein the component auditor has included an emphasis of matter in their audit report regarding such entity's management's assessment of the special warranty obligations pending the ongoing discussions and negotiations amongst relevant parties.

Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate/consolidated financial statements of components audited by them, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Impairment of assets relating to Rane Light Metal Castings Inc., USA ('LMCA') – a cash generating unit

See Note 2.12(ii) and 3 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
The Group has identified LMCA as a separate cash generating unit ('CGU'), which has carrying value of INR 164.41 Crores as at March 31, 2023. Due to significant losses incurred by LMCA, there is a risk that the carrying value of the CGU is higher than its recoverable values as at the year end, thereby triggering the impairment. Based on the assessment carried out by the management, an impairment loss of INR 9.05 Crores has been recorded during the current year.	In view of the significance of the matter, we applied the following audit procedures as applicable in this area, among others to obtain sufficient appropriate audit evidence in the context of step-down subsidiary LMCA whose separate financial statements have been audited by the component auditor: • Assessed the appropriateness of accounting policy as per relevant accounting standard. • Assessed the design and implementation of key internal financial controls with respect to impairment of CGU and tested the operating effectiveness of such controls. • Involved our valuation specialist to assist us in evaluating the appropriateness of the valuation model, the assumptions and methodologies used by the Group for assessing the recoverable values of the CGU.
The determination of the recoverable value of the CGU, which is based on the discounted cashflows, involves significant judgements and estimates, including estimates of revenue growth rate, terminal growth rate, discount rate. We have identified the assessment of impairment of CGU as a key audit matter since it involves significant judgement in making the above estimates especially in view of uncertain market conditions and hence the actual results may differ from those estimated at the date of approval of these financial statements.	• Evaluated the objectivity, independence and competence of the valuation specialist engaged by the Group. • Evaluated the appropriateness of the key assumptions used in estimating future cash flows such as revenue growth rate, discount rate, terminal growth rate. This evaluation was based on our knowledge of the Group and the industry, observable market data, past performances, consistency with the Board approved plans and inquiries of the auditors of the subsidiary. • Performed procedures in respect of sensitivity analysis of the key assumptions used in the impairment assessment. • Performed procedures as specified in SA 600 "Using the work of another auditor" to evaluate the reasonableness of impairment assessment. • Assessed the adequacy of the disclosures relating to impairment of CGU in the consolidated financial statements.

Recoverability of deferred tax assets recognised in one of the subsidiaries of the Company

See Note 16 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
One of the subsidiaries of the Company (Rane Engine Valve Limited) has recognised deferred tax assets on deductible temporary differences, unused tax losses (unabsorbed depreciation) and for unused tax credits (MAT credit), that it believes are recoverable. The recoverability of recognised deferred tax assets is dependent on the subsidiary company's ability to generate future taxable profits sufficient to utilize the deductible temporary differences and tax losses and to set off the unused tax credits. Recognition of deferred tax assets has been identified as a key audit matter by the auditor of the subsidiary, due to the inherent uncertainty and significant judgement involved in forecasting the amount and timing of future taxable profits and the reversal of temporary differences.	In view of the significance of the matter, the auditor of the subsidiary has reported that the following audit procedures were applied, among others to obtain sufficient appropriate audit evidence: • Reconciling tax losses/ credits and expiry dates to tax returns; • Assessing the accuracy of forecasts of future taxable profits by comparing the assumptions, such as projected growth rates, with business plans and assessing their consistency with forecasts used for impairment testing purposes; and • Evaluating the adequacy of disclosures.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the Board's report and Management discussion and analysis, Corporate Governance report and Business Responsibility and Sustainability Report, but does not include the financial statements and auditor's report thereon, which we obtained prior to the date of this auditor's report, and the remaining sections of the Annual report, which are expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed and based on the work done/audit reports of other auditors on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

When we read the remaining sections of the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its joint venture / associate entities in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and the respective Management and Board of Directors of its joint venture / associate entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and the respective Management and Board of Directors of its joint venture / associate entities are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and the respective Management and Board of Directors of its joint venture / associate entities are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint venture / associate entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of such entities or business activities within the Group and its joint venture / associate entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

a. We did not audit the financial statements of three subsidiaries (including a step-down subsidiary), whose financial statements reflects total assets (before consolidation adjustments) of Rs. 56,754 lakhs as at March 31, 2023, total revenues (before consolidation adjustments) of Rs. 73,580 lakhs and net cash inflows (before consolidation adjustments) amounting to Rs. 1,614 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net loss (and other comprehensive loss) of Rs. 151 lakhs for the year ended March 31, 2023, in respect of two joint venture / associate entities, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture / associate entities, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint venture / associate entities is based solely on the reports of the other auditors.

   Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matter with respect to our reliance on the work done and the reports of the other auditors.

b. The financial information of three subsidiaries (including a step-down subsidiary), whose financial information reflects total assets (before consolidation adjustments) of Rs. 1,933 lakhs as at 31 March 2023, total revenues (before consolidation adjustments) of Rs. 801 lakhs and net cash inflows (before consolidation adjustments) amounting to Rs. 100 lakhs for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditors. These unaudited financial information have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to the financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate/consolidated financial statements of such subsidiaries and joint venture / associate entities as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and joint venture / associate entities incorporated in India, none of the directors of the Group companies and its joint venture / associate entities incorporated in India is disqualified as on 31 March 2023 from being appointed as a director in terms of Section 164(2) of the Act.

f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies, joint venture / associate companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate/ consolidated financial statements of the subsidiaries and joint venture / associate entities, as noted in the "Other Matters" paragraph:

a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2023 on the consolidated financial position of the Group and its joint venture / associate entities. Refer Note 42.a to the consolidated financial statements.

b. The Group and its joint venture / associate entities did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2023.

c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies and joint venture / associate entities incorporated in India during the year ended 31 March 2023.

d (i) The respective management of the Holding Company, its subsidiary companies and joint venture / associate entities incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies, joint venture / associate entities respectively that, to the best of their knowledge and belief, as disclosed in the Note 37.4 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiary companies and joint venture / associate entities to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiary companies and joint venture / associate entities ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The respective management of the Holding Company, its subsidiary companies and joint venture / associate entities incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies, joint venture / associate entities respectively that, to the best of their knowledge and belief, other than as disclosed in the Note 37.5 to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies and joint venture / associate entities from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies and joint venture / associate entities shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary companies and joint venture / associate entities incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The final dividend paid by the Holding Company, its subsidiary companies and joint venture / associate entities incorporated in India during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 21(b) to the consolidated financial statements, the respective Board of Directors of the Holding Company, its subsidiary companies and joint venture / associate entities incorporated in India have proposed final dividend for the year which is subject to the approval of the respective members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

d. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company or any of such subsidiary companies and joint venture / associate entities only with effect from 1 April 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies and joint venture / associate entities incorporated in India which were not audited by us, the remuneration paid during the current year by the Company and its subsidiary companies and joint venture / associate entities to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Company and its subsidiary companies and joint venture / associate entities is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

S Sethuraman
Partner
Membership No.: 203491
ICAI UDIN:23203491BGYXXD9835

Place: Chennai
Date: 12 May 2023

Annexure A to the Independent Auditor's report

on the consolidated financial statements of Rane Holdings Limited for the year ended March 31, 2023

(Referred to in paragraph (1) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company/ Subsidiary/ JV/ Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1	Rane (Madras) Limited	L65993TN2004PLC052856	Subsidiary	Clause (ii) (b)
2	Rane t4u Private Limited	U72900KA2009PTC049462	Subsidiary	Clause (xvii) and (xix)
3	Rane NSK Steering Systems Private Limited	U29141TN1995PTC030621	Joint venture / Associate entity	Clause (xvii) and (xix)
4	Rane Brake Lining Limited	L63011TN2004PLC054948	Subsidiary	Clause (i)(c)

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

S Sethuraman
Partner
Membership No.: 203491
ICAI UDIN:23203491BGYXXD9835

Place: Chennai
Date: 12 May 2023

Annexure B to the Independent Auditor's report

on the consolidated financial statements of Rane Holdings Limited for the period ended March 31, 2023

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of Rane Holdings Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2023, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies and its joint venture / associate entities, as of that date.

In our opinion and based on the consideration of reports of the other auditors on internal financial controls with reference to financial statements of subsidiary companies and joint venture / associate companies, as were audited by the other auditors, the Holding Company and such companies incorporated in India which are its subsidiary companies and its joint venture / associate entities, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies and joint venture / associate entities in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to two subsidiary companies and two joint venture / associate entities, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

S Sethuraman
Partner
Membership No.: 203491
ICAI UDIN:23203491BGYXXD9835

Place: Chennai
Date: 12 May 2023

CONSOLIDATED BALANCE SHEET
AS AT MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

Particulars	Note	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-current assets			
Property, plant and equipment	3.a	77,742	75,504
Capital work-in-progress	3.b	3,795	2,674
Right-of-use assets	4	1,239	1,045
Investment property	5	-	31
Goodwill	6	7,093	7,093
Other intangible assets	7	496	676
Intangible assets under development	8	-	95
Investments accounted for using equity method	9	27,343	29,161
Financial assets			
Investments	10	4,658	4,948
Other financial assets	13	2,771	6,198
Deferred tax assets, net	16	3,943	3,464
Income tax assets, net	14	3,204	3,138
Other non-current assets	15	3,184	3,144
Total non-current assets		**1,35,468**	**1,37,171**
Current assets			
Inventories	17	43,664	39,995
Financial assets			
Investments	11	2,543	1,209
Trade receivables	18	64,218	57,547
Cash and cash equivalents	19.a	4,714	2,715
Bank balances other than cash and cash equivalents above	19.b	96	96
Loans	12	38	98
Other financial assets	13	2,283	1,122
Current tax assets, net	14	38	39
Other current assets	15	6,097	6,837
Total current assets		**1,23,691**	**1,09,658**
TOTAL ASSETS		**2,59,159**	**2,46,829**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	20	1,428	1,428
Other equity	21	79,360	76,194
Equity attributable to owners of the Company		**80,788**	**77,622**
Non-controlling interest	22	24,307	22,932
Total Equity		**1,05,095**	**1,00,554**
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	23	33,478	32,431
Lease liabilities	44	944	819
Other financial liabilities	24	151	142
Provisions	25	3,952	4,077
Deferred tax liabilities, net	16	369	821
Other non-current liabilities	26	1,297	1,354
Total non-current liabilities		**40,191**	**39,644**
Current liabilities			
Financial liabilities			
Borrowings	23	51,807	45,248
Lease liabilities	44	404	307
Trade payables	28		
Total outstanding dues of micro enterprises and small enterprises		2,411	3,098
Total outstanding dues of creditors other than micro enterprises and small enterprises		46,201	46,818
Other financial liabilities	24	8,957	7,738
Other current liabilities	26	2,817	2,363
Provisions	25	1,275	1,056
Current tax liabilities, net	27	1	3
Total current liabilities		**1,13,873**	**1,06,631**
TOTAL LIABILITIES		**1,54,064**	**1,46,275**
TOTAL EQUITY AND LIABILITIES		**2,59,159**	**2,46,829**

See accompanying notes forming part of the consolidated financial statements
As per our report of even date attached

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.: 101248W/W-100022

For and on behalf of the Board of Directors of Rane Holdings Limited

S Sethuraman
Partner
Membership No.: 203491

Harish Lakshman
Vice Chairman & Joint Managing Director
DIN:00012602

Ganesh Lakshminarayan
Chairman & Managing Director
DIN:00012583

Place: Chennai
Date: May 12, 2023

M A P Sridhar Kumar
Chief Financial Officer

Siva Chandrasekaran
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

	Particulars	Note	Year ended March 31, 2023	Year ended March 31, 2022
I	Revenue from operations	29	3,50,833	2,67,730
II	Other income	30	2,913	3,736
III	Total income (I+II)		3,53,746	2,71,466
IV	Expenses			
	Cost of materials consumed	31	2,04,875	156,036
	Purchase of stock-in-trade	32	907	1,089
	Changes in inventories of finished goods, work-in-progress and stock-in-trade	33	(2,918)	(6,333)
	Employee benefits expense	34	52,717	48,002
	Finance costs	35	4,982	3,417
	Depreciation and amortisation expenses	36	14,173	12,884
	Other expenses	37	63,304	52,365
	Total expenses		3,38,040	2,67,460
V	Profit before share of profit / (loss) of joint venture / associate entities, exceptional items and tax (III-IV)		15,706	4,006
VI	Share of profit / (loss) of joint venture / associate entities (includes share of exceptional items, net of taxes)	9	(92)	(736)
VII	Profit before exceptional items and tax (V+VI)		15,614	3,270
VIII	Exceptional items	45	(1,832)	4,088
IX	Profit before tax (VII+VIII)		13,782	7,358
X	Tax expense :	38		
	- Current tax		5,860	3,746
	- Current tax for earlier years		-	295
	- Deferred tax		(809)	(189)
	Total tax expense		5,051	3,852
XI	Profit for the year (IX-X)		8,731	3,506
XII	Other comprehensive income			
	Items that will not be reclassified to profit or loss			
	- Re-measurement gains on defined benefit plans, net		51	59
	- Net (loss) / gain on FVOCI equity instruments		(21)	384
	- Income tax relating to items that will not be reclassified to profit or loss		79	(84)
			109	359
	Items that will be reclassified to profit or loss			
	- Net movement on cash flow hedges		-	(193)
	- Exchange differences on translating financial statements of foreign operations		(1,776)	700
			(1,776)	507
	Other comprehensive income / (loss), net of tax		(1,667)	866
XIII	Total comprehensive income for the year (XI+XII)		7,064	4,372
	Profit for the year attributable to:			
	Owners of the Company		6,227	2,414
	Non-controlling interest		2,504	1,092
			8,731	3,506
	Other comprehensive income attributable to:			
	Owners of the Company		(1,230)	714
	Non-controlling interest		(437)	152
			(1,667)	866
	Total comprehensive income attributable to:			
	Owners of the Company		4,997	3,128
	Non-controlling interest		2,067	1,244
			7,064	4,372
XIV	Earnings per equity share	43		
	- Basic (In ₹)		43.61	16.91
	- Diluted (In ₹)		43.61	16.91

See accompanying notes forming part of the consolidated financial statements

As per our report of even date attached

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.: 101248W/W-100022

For and on behalf of the Board of Directors of Rane Holdings Limited

S Sethuraman
Partner
Membership No.: 203491

Harish Lakshman
Vice Chairman & Joint Managing Director
DIN:00012602

Ganesh Lakshminarayan
Chairman & Managing Director
DIN:00012583

Place: Chennai
Date: May 12, 2023

M A P Sridhar Kumar
Chief Financial Officer

Siva Chandrasekaran
Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

A. Equity share capital

Particulars	Note	Amount
Balance as at April 01, 2022	20	1,428
Changes in equity share capital due to prior period errors		-
Restated balance as at April 01, 2022		1,428
Changes in equity share capital during the year		-
Balance as at March 31, 2023	20	1,428
Balance as at April 01, 2021	20	1,428
Changes in equity share capital due to prior period errors		-
Restated balance as at April 01, 2021		1,428
Changes in equity share capital during the year		-
Balance as at March 31, 2022	20	1,428

B. Other equity

Particulars	Reserves and surplus								Items of OCI				Total attributable to owners of the Company	Attributable to NCI	Total
	General Reserve	Retained Earnings	Capital Redemption Reserve	Capital Reserve	Securities Premium	Amalgamation adjustment Account	Capital Reserve on Consolidation	Total	Foreign Currency Translation Reserve	Hedge Reserve	Equity instruments through OCI	Total			
Balance as at April 01, 2022	49,786	17,259	1,473	69	4,433	(13)	1,771	74,778	(574)	-	1,990	1,416	76,194	22,932	99,126
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance as at April 01, 2022	49,786	17,259	1,473	69	4,433	(13)	1,771	74,778	(574)	-	1,990	1,416	76,194	22,932	99,126
Profit for the year	-	6,227	-	-	-	-	-	6,227	-	-	-	-	6,227	2,504	8,731
Other comprehensive income for the year, net of tax	-	43	-	-	-	-	-	43	(1,281)	-	8	(1,273)	(1,230)	(437)	(1,667)
Total comprehensive income for the year	-	6,270	-	-	-	-	-	6,270	(1,281)	-	8	(1,273)	4,997	2,067	7,064
Transaction with owners, recorded directly in equity															
Distribution to owners															
Dividends	-	(1,713)	-	-	-	-	-	(1,713)	-	-	-	-	(1,713)	(772)	(2,485)
Amount transferred within reserves	1,128	(1,128)	-	-	-	-	-	-	-	-	-	-	-	-	-
Changes in ownership interests in subsidiaries that do not result in loss of control															
Acquisition of non-controlling interests	327	(448)	-	3	-	-	-	(118)	-	-	-	-	(118)	80	(38)
Balance as at March 31, 2023	51,241	20,240	1,473	72	4,433	(13)	1,771	79,217	(1,855)	-	1,998	143	79,360	24,307	103,667

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Reserves and surplus								Items of OCI				Total attributable to owners of the Company	Attributable to NCI	Total
	General Reserve	Retained Earnings	Capital Redemption Reserve	Capital Reserve	Securities Premium	Amalgamation adjustment Account	Capital Reserve on Consolidation	Total	Foreign Currency Translation Reserve	Hedge Reserve	Equity instruments through OCI	Total			
Balance as at April 01, 2021	**48,855**	**17,666**	**1,430**	**69**	**4,433**	**(12)**	**1,771**	**74,212**	**(1,025)**	**132**	**1,702**	**809**	**75,021**	**22,113**	**97,134**
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance as at April 01, 2021	48,855	17,666	1,430	69	4,433	(12)	1,771	**74,212**	(1,025)	132	1,702	**809**	75,021	22,113	**97,134**
Profit for the year	-	2,414	-	-	-	-	-	**2,414**	-	-	-	-	2,414	1,092	**3,506**
Other comprehensive income for the year, net of tax	**-**	**70**	**-**	**-**	**-**	**-**	**-**	**70**	**488**	**(132)**	**288**	**644**	**714**	**152**	**866**
Total comprehensive income for the year	-	2,484	-	-	-	-	-	**2,484**	488	(132)	288	**644**	3,128	1,244	**4,372**
Transaction with owners, recorded directly in equity															
Distribution to owners															
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	(1,012)	**(1,012)**
Changes in ownership interests in subsidiaries that do not result in loss of control															
Acquisition of non-controlling interests	931	(2,891)	43	-	-		-	**(1,918)**	(37)	-	-	**(37)**	(1,955)	587	**(1,368)**
Balance as at March 31, 2022	**49,786**	**17,259**	**1,473**	**69**	**4,433**	**(13)**	**1,771**	**74,778**	**(574)**	**-**	**1,990**	**1,416**	**76,194**	**22,932**	**99,126**

See accompanying notes forming part of the consolidated financial statements

As per our report of even date attached

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.: 101248W/W-100022

S Sethuraman
Partner
Membership No.: 203491

Place: Chennai
Date: May 12, 2023

For and on behalf of the Board of Directors of Rane Holdings Limited

Harish Lakshman
Vice Chairman & Joint Managing Director
DIN:00012602

Ganesh Lakshminarayan
Chairman & Managing Director
DIN:00012583

M A P Sridhar Kumar
Chief Financial Officer

Siva Chandrasekaran
Company Secretary

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2023

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Cash flows from operating activities		
Profit for the year	8,731	3,506
Adjustments for:		
Tax expense	5,051	3,852
Depreciation and amortisation expenses	14,173	12,884
Net (gain) / loss on disposal of property, plant and equipment	(29)	(21)
Government grant	(130)	(2,164)
Share of (profit) / loss of joint venture / associate entities	92	736
Gain on sale of non-current investments	-	(1,564)
Finance costs	4,982	3,417
Impairment losses on financial assets	374	317
Provisions / liabilities no longer required written back	(682)	(1,249)
Gain on current investments mandatorily measured at FVTPL	(68)	(18)
Impairment of goodwill / property, plant and equipment	905	162
Net unrealised foreign exchange (gain) / loss	(1,481)	416
Interest income	(156)	(160)
Operating profit before working capital changes	**31,762**	**20,114**
Movements in working capital:		
(Increase) / decrease in inventories	(3,500)	(11,596)
(Increase) / decrease in trade receivables	(9,293)	(8,734)
(Increase) / decrease in other assets	4,462	(877)
Increase / (decrease) in trade payables	(915)	3,872
Increase / (decrease) in provisions	107	(805)
Increase / (decrease) in other liabilities	1,992	3,746
Cash generated from operating activities	**24,615**	**5,720**
Income taxes paid, net	(5,991)	(4,187)
Net cash generated from / (used in) operating activities	**18,624**	**1,533**
Cash flows from investing activities		
(Payment towards purchase) / proceeds from sale of current investments, net	(1,288)	1,105
Purchase consideration for acquisition of business	-	(2,319)
Dividend received from joint venture / associate entities	1,670	612
Payment towards purchase of property, plant and equipment and intangible assets	(15,820)	(13,317)
Proceeds from disposal of property, plant and equipment	104	45
Payment towards purchase of non-current investments	(124)	(378)
Proceeds from sale of non-current investments	-	2,483
Interest received	290	210
Bank balances not considered under cash and cash equivalents	4	114
Net cash generated from / (used in) investing activities	**(15,164)**	**(11,445)**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Cash flows from financing activities		
Proceeds from long-term borrowings	12,776	18,058
Repayment of long-term borrowings	(10,757)	(10,201)
Proceeds from short-term borrowings, net	4,376	5,266
Dividends paid to shareholders	(1,713)	-
Dividends paid to non-controlling interest	(775)	(1,012)
Interest paid	(4,791)	(3,898)
Payment of lease liabilities	(495)	(361)
Acquisition of NCI through buy-back	-	(182)
Tax on buyback	-	(42)
Acquisition of NCI	(39)	(1,127)
Net cash generated from / (used in) financing activities	**(1,418)**	**6,501**
Net increase / (decrease) in cash and cash equivalents	**2,042**	**(3,411)**
Cash and cash equivalents at the beginning of the year	**2,511**	**5,922**
Cash and cash equivalents at the end of the year	**4,553**	**2,511**

See accompanying notes forming part of the consolidated financial statements.

As per our report of even date attached.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.: 101248W/W-100022

For and on behalf of the Board of Directors of Rane Holdings Limited

S Sethuraman
Partner
Membership No.: 203491

Harish Lakshman
Vice Chairman & Joint Managing Director
DIN:00012602

Ganesh Lakshminarayan
Chairman & Managing Director
DIN:00012583

Place: Chennai
Date: May 12, 2023

M A P Sridhar Kumar
Chief Financial Officer

Siva Chandrasekaran
Company Secretary

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Summary of significant accounting policies, critical judgements and key estimates

1. Corporate Information

Rane Holdings Limited ("RHL" or 'the Company') is the holding company whose main activity is investing and holding strategic investments in subsidiaries (collectively called "the Group") and joint venture / associate entities, that are primarily engaged in manufacturing/marketing of components and providing technological services for the transportation industry, mainly the automotive sector. The Company is a public limited Company incorporated in India with its registered office in Chennai, Tamilnadu, India. The Company is listed on the Bombay Stock Exchange Limited, Mumbai and National Stock Exchange of India Limited, Mumbai.

2. Significant accounting policies

1. Statement of compliance and basis of preparation

a) These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

b) Functional and presentation currency

Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which the respective entities in the Group operates ('the functional currency'). The financial statements are presented in Indian Rupee (INR), which is the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

2. Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities (including forward contracts)	Fair value
Net defined benefit (asset) / liability	Present value of defined benefit obligations less fair value of plan assets
Certain investments	Fair value

The Group classifies an asset as current asset when:

- it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;
- it holds the asset primarily for the purpose of trading;
- it expects to realise the asset within twelve months after the reporting period; or
- the asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when –

- it expects to settle the liability in its normal operating cycle;
- it holds the liability primarily for the purpose of trading;
- the liability is due to be settled within twelve months after the reporting period; or
- it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Group has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

3. Principles of consolidation

The consolidated financial statements relate to Rane Holdings Limited (referred as "the Company" or "the Holding Company"), its subsidiary companies (collectively referred to as "the Group") and the Group's share of profit / (loss) in its joint venture / associate entities.

The Financial statements of the subsidiaries and joint venture /associate entities used in the consolidation are drawn up to the same reporting date as that of the holding company i.e. March 31 2023.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

4. Basis of consolidation

a. Subsidiaries

Subsidiaries are entities over which the Group has control. The Group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group consolidates the financial statements of the parent and its subsidiaries on a line by line basis, adding together like items of assets, liabilities, income and expenses. Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment.

b. Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

c. Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in profit and loss.

d. Equity accounted investees

The Group's interests in equity accounted investees comprise interests in joint venture / associate entities.

Interests in joint venture / associate entities are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit and loss and OCI of equity-accounted investees until the date on which significant influence or joint control ceases.

e. Business combination

In accordance with Ind AS 103, the Group accounts for business combinations using the acquisition method when control is transferred to the Group. The consideration transferred for the business combination is generally measured at fair value as at the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships with the acquiree. Such amounts are generally recognised in profit or loss. Any contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured subsequently and settlement is accounted for within equity. Other contingent consideration is remeasured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in profit or loss.

5. Use of estimates and Judgements

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in India requires the management to make judgements, estimates and assumptions as considered in the reported amount of assets and liabilities as of the Balance Sheet date, reported amount of revenues and expenses for the year and disclosure of contingent liabilities as of the Balance Sheet date. These estimates, judgement and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about the assumptions and estimates may result in outcomes requiring a material adjustment to the carrying amount of assets or liabilities in future periods.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

5.1 Judgements

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the consolidated financial statements is included in the following notes;

- Note 6 - Impairment testing for goodwill

5.2 Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are as follows;

5.2.1 Fair value measurements and valuation processes

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Group engages third party qualified valuers to perform the valuation. The management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. Further details are given in note 48.

5.2.2 Impairment test of non-financial assets (Goodwill)

The Group tests whether goodwill has suffered any impairment on an annual basis. The recoverable amount of the cash generating unit (CGU) is determined to be the fair value less costs to sell in respect goodwill allocated to CGUs represented by the quoted market prices of the underlying listed investment and in the case of others, it is determined based on value-in-use calculations which require the use of assumptions. The calculations use cash flow projections and involves judgements. Further details are given in note 6.

5.2.3 Taxation

Tax expense is calculated using applicable tax rate and laws that have been enacted or substantively enacted. Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws and the amount and timing of future taxable income. In arriving at taxable profit and all tax bases of assets and liabilities, the Group determines the taxability based on tax enactments, relevant judicial pronouncements and tax expert opinions, and makes appropriate provisions which includes an estimation of the likely expected outcome of any open tax assessments / litigations. Deferred income tax assets are recognized to the extent that it is probable that future taxable income will be available. Further details are given in note 16, 38 and 42.

5.2.4 Defined benefit plans

The cost of defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases, mortality rates and future pension increases. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty. Further details are given in note 39.

6. Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Group has an established control framework with respect to the measurement of fair values.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

7. Financial Instruments

i. Initial recognition

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (except trade receivables and contract asset) or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. Trade receivables are measured at transaction price as per Ind AS 115.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- Amortised cost;
- FVOCI – debt investment;
- Fair value through OCI – equity investment; or
- Fair value through profit and loss

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets – Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest, which may include reasonable compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit and loss. However, see Note 2(7)(v) for derivatives designated as hedging instruments.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit and loss. Any gain or loss on derecognition is recognised in profit and loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit and loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit and loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit and loss.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit and loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit and loss. Any gain or loss on derecognition is also recognised in profit and loss. However, see Note 2(7)(v) for derivatives designated as hedging instruments.

iii. Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit and loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

v. Derivative Financial instruments and Hedge Accounting

The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposure. Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value and changes therein are generally recognised in profit and loss.

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the other equity under 'effective portion of cash flow hedges'. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in profit and loss

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in other equity remains there until, for a hedge of a transaction resulting in recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to profit and loss in the same period or periods as the hedged expected future cash flows affect profit and loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to profit and loss.

8. Property, plant and equipment

Items of property, plant and equipment are carried at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises its purchase price net of any trade discounts and rebates, including any import duties and other taxes (other than those subsequently recoverable from the tax authorities) and any directly attributable expenditure on making the asset ready for its intended use. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

(All amounts are in INR lakhs unless otherwise stated)

Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

Capital work-in-progress: Assets which are not yet ready for their intended use are carried at cost comprising direct cost, related incidental expenses and attributable interest (in case of qualifying assets).

Depreciation on property, plant and equipment has been provided on the straight-line method on the basis of estimated useful life determined based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc. The useful lives of the assets are as below:

Asset	Management estimate of useful life (in years)	Useful life as per Schedule II (in years)
Buildings (other than factory building)	30-60 Years	60 Years
Factory buildings	30 years	30 years
Plant and equipment	1-15 years	15 years
Vehicles	4-5 years	8 years
Furniture and fixtures	5 years	10 years
Office equipment (other than computers)	3 years	5 years
Computers, servers and network	3 to 6 years	3 to 6 years

Freehold land is not depreciated. Leasehold improvements has been depreciated over the lease period or five years whichever is lower.

Depreciation method, useful lives and residual values are reviewed at the end of each financial year.

On property, plant and equipment added/ disposed off during the year, depreciation is provided from / (upto) the month on which the asset is ready for use/(disposed off). Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit and loss.

9. Investment property

Investment property is property held either to earn rental income or for capital appreciation or for both, but not for sale in the ordinary course of business, use in the production or supply of goods or services or for administrative purposes. Upon initial recognition, an investment property is measured at cost. Subsequent to initial recognition, investment property is measured at cost less accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the group and the cost of the item can be measured reliably. Any gain or loss on disposal of an investment property is recognised in profit and loss.

10.1 Goodwill

Goodwill arising on the acquisition of a subsidiary represents the excess of the consideration transferred in the business combination over the Group's interest in the net fair value of the identifiable assets acquired, liabilities assumed at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. Goodwill is not amortised.

10.2 Intangible assets

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the tax authorities) and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit and loss as incurred. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

and loss in which the expenditure is incurred. The amortisation expense on intangible assets is recognised in the statement of profit and loss. An intangible asset is derecognised on disposal or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its intangible assets recognised as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such intangible assets.

Intangible assets are amortised using straight-line method over their estimated useful life as follows:

Asset	Useful life
License fee on software	5 years or license period whichever is lower
Technical know how	3 years
Customer relationships	4 years
Customer contracts	4 years

11. Non-current assets held for sale

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale in its present condition rather than through continuing use and are measured at the lower of carrying amount and fair value less costs to sell.

Once classified as held-for-sale, property, plant and equipment, intangible assets and investment properties are no longer depreciated or amortised.

12. Impairment

i. Impairment of financial instruments

The Group recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Group measures loss allowances at an amount equal to lifetime expected credit losses, except for debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group considers a financial asset to be in default when the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is charged to profit and loss and is recognised in OCI.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

ii. Impairment of property, plant and equipment and intangible assets including goodwill

At the end of each reporting period, the group reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Goodwill and intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units or groups of cash-generating units that are expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit's value may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss.

If the recoverable amount of the cash-generating unit is less than the carrying value of the unit, the impairment loss is allocated first to reduce the carrying value of any goodwill allocated to the unit and then to the other assets of the unit in proportion to the carrying value of each asset in the unit.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss. An impairment loss in respect of goodwill is not subsequently reversed.

13. Borrowings and borrowing costs

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of profit and loss over the period of the borrowings using the effective interest rate method. Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit and loss in the period in which they are incurred.

14. Leases

The Group's lease asset classes primarily consist of leases for land, buildings, plant and equipment, office equipment, vehicles etc. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the group assesses whether: (i) the contract involves the use of an identified asset (ii) the group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an expense on a straight-line basis over the term of the lease.

ROU assets and lease liabilities are measured based on lease term that includes periods covered by an option to extend the lease when it is reasonably certain that they will be exercised and periods covered by an option to terminate the lease when it is reasonably certain that they will not be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the group changes its assessment if whether it will exercise an extension or a termination option.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- varable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

Lease liability and ROU asset have been separately presented and lease payments have been classified as financing cash flows.

15. Inventories

Inventories are valued at the lower of cost on weighted average basis and estimated net realisable value (net of allowances) after providing for obsolescence and other losses, where

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

considered necessary. The cost comprises of cost of purchase, cost of conversion and other costs including appropriate production overheads in the case of finished goods and work-in-progress, incurred in bringing such inventories to their present location and condition. Trade discounts or rebates are deducted in determining the costs of purchase. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

The comparison of cost and net realisable value is made on an item-by-item basis.

16. Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

16.1 Cash flow statement

Cash flows from operating activities are reported using the indirect method, whereby profit / (loss) is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated.

17. Foreign currency

(i) Transactions and balances

In preparing the consolidated financial statements, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined. All monetary assets and liabilities in foreign currency are translated into the functional currency at the exchange rate at the reporting date.

Exchange differences are recognised in profit and loss, except exchange differences arising from the translation of the following items which are recognised in OCI:

- equity investments at fair value through OCI (FVOCI);
- qualifying cash flow hedges to the extent that the hedges are effective.

(ii) Foreign operations

The assets and liabilities of foreign subsidiaries including goodwill and fair value adjustments arising on acquisition, are translated into INR, the functional currency of the Group, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

18. Revenue recognition

The Group derives revenues primarily from various products and services related to manufacture and supply of auto components and providing technological services. Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

Revenue is recognized upon transfer of control of promised products or services to customers (i.e. when products are delivered to customers or when delivered to a carrier, as the case may be) at an amount that reflects the consideration that the Group expects to receive in exchange for those products or services. Revenue is reduced for estimated discounts and other similar allowances.

Revenue from services has been recognised as and when the service has been performed.

Other income

Interest income is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

Dividend income from investments is recognised when the shareholder's right to receive payment has been established.

19. Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. Such grants are valued at fair value at the initial recognition.

Government grants are recognised in profit and loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the balance sheet and transferred to profit and loss on a systematic basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit and loss in the period in which they become receivable.

20. Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Other Long term employee benefits

Compensated absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. Those that are expected to be encashed after 12 months from the end of the year are treated as other long-term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in profit and loss in the period in which they arise.

Defined contribution plans

Provident fund

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit and loss in the periods during which the related services are rendered by employees.

Superannuation fund

This is a defined contribution plan, where a portion of the eligible employees' salary, as per the choice exercised by the respective employees, is contributed towards superannuation fund administered by the Trustees and managed by Life Insurance Corporation of India (LIC). There are no further obligations for future superannuation benefits other than the annual contributions which is recognized as expense as and when due.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in statement of profit and loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

21. Expenditure on Corporate Social Responsibility (CSR)

The Group accounts the expenditure incurred towards Corporate Social Responsibility as required under the Act as a charge to the statement of profit and loss account. As at the balance sheet date, an asset / liability is recognized for the difference between the amount spent and the amount required to be spent as per the provisions of the Act.

22. Research & development expenditure

Expenditure on research is recognized as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognized as an expense when it is incurred.

Items of property, plant and equipment and acquired intangible assets utilised for Research and Development are capitalized and depreciated in accordance with the policies stated for property, plant and equipment and intangible assets.

23. Provisions and contingent liabilities

Provisions: Provisions are recognised when there is a present obligation as result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value unless the effect of time value of money is material. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Contingent assets: The company does not recognise contingent assets.

Onerous contract: A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under the contract and an allocation of other costs directly related to fulfilling the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

Provisions for warranty: The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise - being typically upto two years. The group accounts for the provision for warranty on the basis of the information available with the Management duly taking into account the current and past technical estimates.

24. Taxation

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combinationton or

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

an item recognised directly in equity or in other comprehensive income.

a. Current tax:

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

b. Deferred tax:

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit and loss at the time of the transaction;
- temporary differences related to investments in subsidiaries and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

25. Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payments when due in accordance with the terms of a debt instrument.

Financial guarantee contracts issued by the group are initially measured at their fair values are subsequently measured at the higher of:

- the amount of loss allowance determined in accordance with impairment requirements of Ind AS 109; and
- the amount initially recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115.

26. Earnings per share

Basic earnings per share is computed by dividing the profit after tax (including the post tax effect of exceptional items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax (including the post tax effect of exceptional items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the additional dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented.

27. Dividend

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Board of Directors.

28. Segment reporting

The Group is engaged in the activities related to manufacture and supply of auto components and providing technological services for transportation industry. The Chief Operating Decision Maker (Board of Directors) review the operating results of the Group as a whole for purposes of making decisions about resources to be allocated and assess its performance, the entire operations are to be classified as a single segment, namely components for transportation industry.

29. Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Rules, 2015 by issuing the Companies (Indian Accounting Standards) Amendment Rules, 2023, applicable from April 1, 2023, which includes the following:

'Ind AS 1 – Presentation of Financial Statements

The amendments require companies to disclose their material accounting policies rather than their significant accounting policies. Accounting policy information, together with other information, is material when it can reasonably be expected to influence decisions of primary users of general purpose financial statements.

Ind AS 12 – Income Taxes

The amendments clarify how companies account for deferred tax on transactions such as leases and decommissioning obligations. The amendments narrowed the scope of the recognition exemption in paragraphs 15 and 24 of Ind AS 12 (recognition exemption) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors

The amendments will help entities to distinguish between accounting policies and accounting estimates. The definition of a change in accounting estimates has been replaced with a definition of accounting estimates. Under the new definition, accounting estimates are "monetary amounts in financial statements that are subject to measurement uncertainty". Entities develop accounting estimates if accounting policies require items in financial statements to be measured in a way that involves measurement uncertainty.

The Group does not expect these amendments to have any significant impact in its financial statements.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

3.a Property, plant and equipment

Particulars	Freehold land	Leasehold land improvement	Buildings	Plant and equipment	Furniture and Fixtures	Office Equipment	Vehicles	Total
Gross carrying amount								
Balance at April 01, 2021	11,194	546	19,139	91,837	1,015	2,867	321	1,26,919
Additions	-	26	672	13,303	88	348	53	14,490
Disposals	-	-	-	(143)	(26)	(45)	(15)	(229)
Exchange differences on translation of foreign operations	-	16	-	430	-	9	-	455
Acquisition through business combination	-	-	-	1,634	14	17	12	1,677
Balance at March 31, 2022	11,194	588	19,811	1,07,061	1,091	3,196	371	1,43,312
Additions	-	111	1,849	12,785	106	646	69	15,566
Transfers	31	-	-	-	-	-	-	31
Disposals	-	-	-	(141)	-	(13)	(13)	(167)
Exchange differences on translation of foreign operations	-	52	-	1,514	-	26	-	1,592
Balance at March 31, 2023	11,225	751	21,660	1,21,219	1,197	3,855	427	1,60,334
Accumulated depreciation and impairment losses								
Balance at April 01, 2021	-	129	3,657	48,802	700	2,199	209	55,696
Depreciation expense	-	42	835	10,670	114	417	44	12,122
Disposals	-	-	-	(134)	(25)	(39)	(14)	(212)
Exchange differences on translation of foreign operations	-	4	-	191	-	7	-	202
Balance at March 31, 2022	-	175	4,492	59,529	789	2,584	239	67,808
Depreciation expense	-	51	885	11,677	119	450	49	13,231
Disposals	-	-	-	(67)	-	(11)	(12)	(90)
Exchange differences on translation of foreign operations	-	16	-	701	-	22	-	739
Impairment loss	-	-	-	904	-	-	-	904
Balance at March 31, 2023	-	242	5,377	72,744	908	3,045	276	82,592
Net carrying amount								
As on March 31, 2022	11,194	413	15,319	47,532	302	612	132	75,504
As on March 31, 2023	11,225	509	16,283	48,475	289	810	151	77,742

Note:

3.1. For property, plant and equipment provided as security against borrowings, Refer note 23.

3.2. All title deeds of immovable properties are held in the name of the Group. In respect of one of the subsidiary, title deeds for a part of an immovable property in nature of land and building thereon situated at Telangana (measuring 11.2 acres), with aggregate gross carrying values of ₹298 (approximately), are disputed by The State of Telangana for which the subsidiary company has filed a writ petition with the Honourable High Court of Telangana and obtained an interim stay.

3.3. The Group does not have any Benami property.

3.4. The Group has not revalued its property, plant and equipment.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

3.b. Capital work-in-progress

Particulars	As at March 31, 2023	As at March 31, 2022
Capital work-in-progress ('CWIP')	3,795	2,674

Ageing schedule of CWIP balances:

As at March 31, 2023

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	3,449	346	-	-	3,795
Projects temporarily suspended	-	-	-	-	-

As at March 31, 2022

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	2,574	36	64	-	2,674
Projects temporarily suspended	-	-	-	-	-

The Group does not have any CWIP that has exceeded its cost compared to its original plan. CWIP includes certain projects whose completion is overdue. Expected completion schedule of such projects are as follows:

As at March 31, 2023

Particulars	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress					
Capacity enhancement project	320	-	-	-	320
Integration project	355	-	-	-	355
Others	75	-	-	-	75

As at March 31, 2022

Particulars	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress					
Capacity enhancement project	555	-	-	-	555
Others	73	-	-	-	73

3.5 Refer note 42.b for Capital Commitments

Impairment assessment

As at March 31, 2023, on account of changes in market conditions and rising cost of capital, the Group has assessed the recoverable amount (higher of value in use and fair value less cost of disposal) of the net assets of Rane Light Metal Castings Inc, ('LMCA') the step-down subsidiary of the company which represents a single cash generating unit (CGU). Based on such assessment, the Group has recorded an impairment charge of ₹904 as an exceptional item in its consolidated financial statements during the year ended March 31, 2023. In order to carry out the above assessment, Group has considered projections of future cash flows of the entity based on

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

the most recent long-term forecasts, including selling price / related volumes and fair market value of property, plant and equipment, as applicable.

The key assumptions used in the estimation of the recoverable amount are set out below. The values assigned to the key assumptions represent management's assessment of future trends in the relevant industries and have been based on historical data from both external and internal sources.

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate	12.00% to 15.50%	8.20% to 9.20%
Terminal value growth rate	2.50%	2.50%
Revenue growth rate	12.20%	15.38%

Sensitivity analysis:

For the impairment of assets, reasonably possible changes at the reporting date to one of the significant unobservable inputs, holding other inputs constant, would have the following effects.

Particulars	Impact on Profit/(Loss)	
	Increase	Decrease
March 31, 2022		
Annual revenue growth rate (1% movement)	1,927	(1,895)
Terminal value growth rate (1% movement)	598	(566)
Risk adjusted discount rate (1% movement)	(1,211)	1,738
March 31, 2023		
Annual revenue growth rate (1% movement)	439	(299)
Terminal value growth rate (1% movement)	62	(62)
Risk adjusted discount rate (1% movement)	(88)	88

4. Right-of-use assets

Particulars	Land	Buildings	Plant and Equipment	Office Equipment	Vehicles	Others	Total
Gross carrying amount							
Balance at April 01, 2021	**536**	**183**	**203**	**371**	**345**	**18**	**1,656**
Additions	-	218	41	-	-	-	259
Disposals	-	(69)	-	-	(38)	-	(107)
Exchange differences on translation of foreign operations	-	-	7	5	-	-	12
Balance at March 31, 2022	**536**	**332**	**251**	**376**	**307**	**18**	**1,820**
Additions	-	292	255	-	73	-	620
Disposals	-	(127)	-	(54)	(67)	-	(248)
Exchange differences on translation of foreign operations	-	-	27	12	-	-	39
Balance at March 31, 2023	**536**	**497**	**533**	**334**	**313**	**18**	**2,231**
Accumulated depreciation and impairment							
Balance at April 01, 2021	29	84	37	197	191	6	544
Depreciation expense	20	106	53	68	73	2	322
Disposals	-	(69)	-	-	(26)	-	(95)
Exchange differences on translation of foreign operations	-	-	2	2	-	-	4

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

Particulars	Land	Buildings	Plant and Equipment	Office Equipment	Vehicles	Others	Total
Balance at March 31, 2022	49	121	92	267	238	8	775
Depreciation expense	20	197	85	71	56	2	431
Disposals	-	(119)	-	(54)	(59)	-	(232)
Exchange differences on translation of foreign operations	-	-	10	8	-	-	18
Balance at March 31, 2023	69	199	187	292	235	10	992
Net carrying amount							
As at March 31, 2022	487	211	159	109	69	10	1,045
As at March 31, 2023	467	298	346	42	78	8	1,239

4.1 Also refer note 44 for additional information about leases

4.2 The Group has not revalued its right-of-use assets

5. Investment property

Particulars	Land
Gross carrying amount	
Balance at April 01, 2021	31
Additions	-
Disposals	-
Balance at March 31, 2022	31
Additions	
Transfers	(31)
Disposals	
Balance at March 31, 2023	-
Accumulated depreciation	
Balance at April 01, 2021	-
Depreciation expense	-
Disposals	-
Balance at March 31, 2022	-
Depreciation expense	-
Disposals	-
Balance at March 31, 2023	-
Net carrying amount	
As at March 31, 2022	31
As at March 31, 2023	-

Fair value of the Group's investment property:

Particulars	Level 3	
	March 31, 2023	March 31, 2022
Fair value	-	54

The fair value of investment property as at March 31, 2022, is not based on the valuation by a registered valuer as defined under rule 2 of Companies (Registered Valuers and Valuation) Rules, 2017. It was determined based on the guideline value published by the relevant revenue authority.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

6. Goodwill

Particulars	As at March 31, 2023	As at March 31, 2022
Cost	7,452	7,452
Accumulated impairment loss	(359)	(359)
Total	**7,093**	**7,093**

Particulars	Amount
Cost	
Balance at April 01, 2021	**7,395**
Additions through business combinations	57
Disposals	-
Balance at March 31, 2022	**7,452**
Additions	-
Disposals	-
Balance at March 31, 2023	**7,452**
Accumulated impairment loss	
Balance at April 01, 2021	**196**
Impairment loss (refer note 6.1)	163
Disposals	-
Balance at March 31, 2022	**359**
Impairment loss	-
Disposals	-
Balance at March 31, 2023	**359**
Net carrying amount	
As at March 31, 2022	**7,093**
As at March 31, 2023	**7,093**

6.1 Impairment tests for goodwill

For impairment testing the carrying amount of goodwill was allocated to cash generating units as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Rane (Madras) Limited ('RML')	2,901	2,901
Rane Engine Valve Limited ('REVL')	3,874	3,874
Rane Brake Lining Limited ('RBL')	114	114
Rane Holdings Europe GmbH	2	2
Rane t4u Private Limited ('RT4U')	202	202
Total	**7,093**	**7,093**

The Group tests whether goodwill has suffered any impairment loss on an annual basis. The recoverable amount of the cash generating unit (CGU) is determined based on fair value less costs to sell in respect of goodwill allocated to CGUs represented by the quoted market prices of the underlying listed investments (being RML, REVL, RBL) using Level 1 inputs. The key level 1 input is the closing market value of each of these CGUs.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

As regards the Goodwill allocated to RT4U, the recoverable amount is determined based on the fair value less cost to sell model. This involves significant judgements and estimates including determination of comparable companies and transactions, implied market multiples on actual revenue.

The key assumptions used in the estimation of the recoverable value are set out below:

Assumptions	31-Mar-23
Enterprise value to sales multiple	1.58

Based on the assessment, management has recorded an impairment of ₹ Nil in March 31, 2023 (March 31, 2022: ₹163 for Goodwill allocated to Rane t4u Private Limited).

7. Other intangible assets

Particulars	Software	Technical know-how	Customer relationship	Customer contracts	Total
Gross carrying amount					
Balance at April 01, 2021	2,247	440	58	-	2,745
Additions	179	-	-	-	179
Acquisition through business combination	2	-	-	367	369
Disposals	-	-	-	-	-
Balance at March 31, 2022	2,428	440	58	367	3,293
Additions	331	-	-	-	331
Acquisition through business combination	-	-	-	-	-
Disposals	-	-	-	-	-
Balance at March 31, 2023	2,759	440	58	367	3,624
Accumulated amortisation					
Balance at April 01, 2021	1,686	440	51	-	2,177
Amortisation expense	400	-	2	38	440
Disposals	-	-	-	-	-
Balance at March 31, 2022	2,086	440	53	38	2,617
Amortisation expense	275	-	4	232	511
Disposals	-	-	-	-	-
Balance at March 31, 2023	2,361	440	57	270	3,128
Net carrying amount					
As at March 31, 2022	342	-	5	329	676
As at March 31, 2023	398	-	1	97	496

7.1. The Group has not revalued its other intangible assets.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

8. Intangible assets under development

Particulars	As at March 31, 2023	As at March 31, 2022
Intangible assets under development	-	95

Ageing schedule of intangible assets under development

As at March 31, 2023

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

As at March 31, 2022

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	95	-	-	-	95
Projects temporarily suspended	-	-	-	-	-

8.1. The Group does not have any intangible assets under development which is overdue or exceeded its cost compared to its original plan and hence intangible assets under development completion schedule is not applicable

8.2. Refer note 42.b for Capital Commitments

9. Investments accounted for using equity method

Particulars	As at March 31, 2023	As at March 31, 2022
ZF Rane Automotive India Private Limited (formerly known as Rane TRW Steering Systems Private Limited)	26,112	23,068
[42,81,740 (March 31, 2022: 42,81,740) shares of ₹10 each]		
Rane NSK Steering Systems Private Limited	1,231	6,093
[87,71,000 (March 31, 2022: 87,71,000) shares of ₹10 each]		
	27,343	29,161

ZF Rane Automotive India Private Limited and Rane NSK Steering Systems Private Limited are equity accounted investments in which the group has 49% ownership each (March 31, 2022: 49% each).

The investment in these entities are accounted as follows:

The results of these entities are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in joint venture / associate entities are initially recognised in the consolidated balance sheet at cost and adjusted thereafter to recognise the Group's share of profit or loss and other comprehensive income of the entities investments. Distributions received from such entities are reduced from the carrying amount of the investments.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

The following table summarises the financial information of the joint venture / associate entities and the carrying amount of group's interest in such entities:

Particulars	31-Mar-23		31-Mar-22	
	ZF Rane Automotive India Private Limited - (ZRAI)	Rane NSK Steering Systems Private Limited - (RNSS)	ZF Rane Automotive India Private Limited- (ZRAI)	Rane NSK Steering Systems Private Limited - (RNSS)
Percentage ownership interest	49%	49%	49%	49%
Non-current assets	53,912	31,647	37,862	37,734
Current assets	69,650	33,628	55,742	28,836
Non-current liabilities	(15,030)	(3,401)	(4,015)	(720)
Current liabilities	(59,322)	(61,536)	(46,592)	(55,589)
Net assets	**49,210**	**338**	**42,997**	**10,261**
Group's share of net assets	**24,113**	**166**	**21,069**	**5,028**
Add: Goodwill	1,999	1,065	1,999	1,065
Carrying amount of interest in joint venture / associate entities	**26,112**	**1,231**	**23,068**	**6,093**
The above amounts of assets and liabilities include the following:				
Cash and cash equivalents	2,697	89	1,829	1,800
Current financial liabilities (excluding trade and other payables and provisions)	24,435	31,776	17,210	17,363
Non-current financial liabilities (excluding deferred tax, trade and other payables and provisions)	13,990	657	3,301	720

Particulars	31-Mar-23		31-Mar-22	
	ZF Rane Automotive India Private Limited - (ZRAI)	Rane NSK Steering Systems Private Limited - (RNSS)	ZF Rane Automotive India Private Limited- (ZRAI)	Rane NSK Steering Systems Private Limited - (RNSS)
Percentage ownership interest	49%	49%	49%	49%
Revenue	1,85,036	1,51,034	1,34,030	1,43,224
Interest income	13	14	18	21
Finance costs	1,049	2,469	681	1,146
Depreciation and amortisation expenses	5,288	5,147	5,084	5,179
Income tax expense	3,441	4,823	1,396	(3,465)
Profit / (loss) for the year	9,723	(9,911)	4,939	(6,504)
Other comprehensive income / (loss)	(103)	(12)	18	(63)
Total comprehensive income	**9,620**	**(9,923)**	**4,957**	**(6,567)**
Group's share of profit / (loss) for the year	4,764	(4,856)	2,451	(3,187)
Group's share of other comprehensive income	(50)	(6)	9	(31)
Group's share of total comprehensive income	**4,714**	**(4,862)**	**2,460**	**(3,218)**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Note 9.1: The Group received dividend amounting to ₹1,670 (March 31,2022: ₹612) from ZRAI

Commitments and contingent liabilities in respect of joint venture / associate entities

Commitments				
Share of capital commitment	1,229	269	1,554	324
Contingent liabilities				
Share of contingent liabilities	985	1,507	915	1,169

Note 9.2: Group's share of profit / (loss) of joint venture / associate entities disclosed in the consolidated financial statement includes the Group's share of exceptional item, recorded by Rane NSK Steering Systems Private Limited ("RNSS") of ₹3,626 for the year ended March 31, 2023 (March 31, 2022: ₹7,918). This was incurred by RNSS towards incremental warranty claims with respect to certain specific lots of products sold by RNSS to one of its customers. RNSS has determined the amount based on technical estimates and is currently in discussions with various parties to determine and conclude on certain aspects that may impact the quantum of the final warranty liability to be borne by RNSS. Based on its assessment and pending final outcome of such discussions and negotiations, RNSS believes that the cumulative provision carried by them towards such special warranty obligations as at March 31, 2023, is adequate.

10. Non-current investments

Particulars	As at March 31, 2023	As at March 31, 2022
Unquoted investments:		
a. Investments in equity shares carried at amortised cost		
Clean Wind Power (Manvi) Private Limited	4	4
[43,200 (March 31, 2022: 43,200) shares of ₹10 each]		
Capsol Energy Private Limited	210	210
[21,00,000 (March 31, 2022: 21,00,000) shares of ₹10 each]		
CWRE Wind Power Private Limited	0.09	0.09
[947 (March 31, 2022: 947) shares of ₹10 each]		
Shree MTK Textiles Private Limited	282	282
[8,820 (March 31, 2022: 8,820) shares of ₹100 each]		
b. Investments in equity (designated as FVOCI)		
AutoTech Fund I, L.P (refer note 10.1)	4,162	4,452
Wellingdon Corporate Foundation	-	-
[60 (March 31, 2022: 60) shares of ₹10 each]		
	4,658	**4,948**
Aggregate value of unquoted investments	4,658	4,948
Aggregate amount of impairment in value of investments (included in the above)	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

10.1. Investments in Equity instruments at FVOCI:

The Group designated the investments shown below as equity investments at FVOCI because these equity instruments represent investments that the Group intends to hold for long-term for strategic purposes.

Particulars	Fair value at March 31, 2023	Dividend recognised during the year 2022-23	Fair value at March 31, 2022	Dividend recognised during the year 2021-22
Investment in AutoTech Fund I, L.P ("AutoTech")	4,162	-	4,452	-

During the year ended March 31, 2023, the Group had invested an amount of ₹124 (₹168 during the year ended March 31, 2022) in AutoTech towards its share of capital contribution as one of the limited partners in the fund. During the current year, the Group has receivable/received an amount of ₹393 (₹552 during the year ended March 31, 2022) from AutoTech towards its share of distribution of capital arising as a result of sale of investments held by AutoTech in some of the portfolio companies. The said amount has been reduced from the cost of investments.

11. Current investments

Particulars	As at March 31, 2023			As at March 31, 2022		
	NAV per Unit (₹)	Quantity (in numbers)	Amount	NAV per Unit (₹)	Quantity (in numbers)	Amount
Unquoted investments						
Investment in mutual fund - mandatorily measured at FVTPL						
- Nippon India Liquid Fund - Growth	5,453	25,545	1,394	-	-	-
- SBI Liquid Fund Regular - Growth plan	3,496	5,385	188	-	-	-
- HDFC Liquid Fund - Regular plan - Growth	4,384	21,928	961	4,152	24,173	1,004
- Aditya Birla Sun Life Liquid Fund - Growth	-	-	-	340	41,031	140
- SBI Mutual Fund - Growth	-	-	-	3,311	1,973	65
Total			**2,543**			**1,209**
Aggregate value of unquoted investments			2,543			1,209
Aggregate amount of impairment in value of investments (included in the above)			-			-

12. Loans

Particulars	Non-current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
(Unsecured and considered good, unless otherwise stated)				
Loans to employees	-	-	38	98
Total	**-**	**-**	**38**	**98**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

The Group's exposure to credit risk and market risk are disclosed in note 48. There are no loans or advances in the nature of loans granted and given to promoters, directors, key managerial personnel and related parties, either severally or jointly with any other person.

13. Other financial assets

Particulars	Non-current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
(Unsecured and considered good, unless otherwise stated)				
Security and other deposits	1,820	2,275	138	186
Interest receivable	-	-	78	193
Insurance and other claims	-	-	1	146
Claims receivable	-	-	40	-
Tooling related receivables	-	3,225	1,219	-
Derivative assets	787	547	5	264
Margin money deposits (refer note 13.1)	164	151	-	11
Advance recoverable in cash	-	-	-	66
Export incentive receivables	-	-	166	108
Rebate of GST on exports receivable	-	-	143	127
Other receivable	-	-	493	21
Total	**2,771**	**6,198**	**2,283**	**1,122**

Note:

13.1. Margin money with banks includes restricted cash deposits provided as collateral for bank guarantees and borrowings.

13.2. The Group's exposure to credit risk and market risk are disclosed in note 48.

14. Income tax assets, net

Particulars	Non-current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 3a1, 2022
Advance Income-tax, net	3,204	3,138	38	39
Total	**3,204**	**3,138**	**38**	**39**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

15. Other assets

Particulars	Non-current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
(Unsecured and considered good, unless otherwise stated)				
Prepaid expenses	808	515	1,460	1,399
Capital advances	1,088	1,361	-	-
Balance with statutory/government authorities	697	640	2,264	2,087
Advances to suppliers	-	-	1,579	2,047
Advances to employees	-	-	139	109
Export entitlements	-	-	98	620
Assets relating to employee benefits - Gratuity (refer note 39)	-	-	-	53
Others	591	628	557	522
Unsecured and considered doubtful:				
Capital advances	20	20	-	-
Balance with statutory/government authorities	68	-	-	-
Provision for doubtful advances / balance with statutory/government authorities	(88)	(20)	-	-
Total	**3,184**	**3,144**	**6,097**	**6,837**

16. Deferred tax assets / (liabilities)

Particulars	As at March 31, 2023	As at March 31, 2022
Deferred tax assets, net	3,943	3,464
Deferred tax liabilities, net	(369)	(821)

Movement in deferred tax assets, net for the year ended March 31, 2023

Particulars	As at April 01, 2022	Recognised in profit and loss during 2022-2023	Recognised in OCI during 2022-2023*	Other adjustments during 2022-2023	As at March 31, 2023
Deferred tax assets					
Employee benefits / Expenses deductible on payment basis	822	(3)	30	331	1,180
MAT credit	194	33	-	-	227
Tax losses carried forward	1,949	(191)	-	-	1,758
Loss allowance on trade receivables	75	50	-	-	125
Property, plant and equipment	423	556	-	(761)	218
Others	1	197	-	237	435
Deferred tax assets	**3,464**	**642**	**30**	**(193)**	**3,943**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Movement in deferred tax liabilities, net for the year ended March 31, 2023

Particulars	As at April 01, 2022	Recognised in profit and loss during 2022-2023	Recognised in OCI during 2022-2023*	Other adjustments during 2022-2023	As at March 31, 2023
Deferred tax assets					
Employee benefits / Expenses deductible on payment basis	1,242	-	(11)	(568)	663
Loss allowance on trade receivables	104	7	-	-	111
	1,346	**7**	**(11)**	**(568)**	**774**
Deferred tax liabilities					
Fair valuation of financial instruments	(514)		103	15	(396)
Property, plant and equipment	(1,653)	160	-	746	(747)
	(2,167)	**160**	**103**	**761**	**(1,143)**
Net deferred tax assets / (liabilities)	**(821)**	**167**	**92**	**193**	**(369)**

Movement in deferred tax assets, net for the year ended March 31, 2022

Particulars	As at April 01, 2021	Recognised in profit and loss during 2021-2022	Recognised in OCI during 2021-2022*	Other adjustments during 2021-2022	As at March 31, 2022
Deferred tax assets					
Employee benefits / Expenses deductible on payment basis	767	60	(5)	-	822
MAT credit	395	-	-	(201)	194
Tax losses carried forward	2,161	(212)	-	-	1,949
Loss allowance on trade receivables	100	(25)	-	-	75
Property, plant and equipment	294	129	-	-	423
Others	1	-	-	-	1
Deferred tax assets	**3,718**	**(48)**	**(5)**	**(201)**	**3,464**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

Movement in deferred tax liabilities, net for the year ended March 31, 2022

Particulars	As at April 01, 2021	Recognised in profit and loss during 2021-2022	Recognised in OCI during 2021-2022*	Other adjustments during 2021-2022	As at March 31, 2022
Deferred tax assets					
Employee benefits / Expenses deductible on payment basis	1,878	(646)	10	-	1,242
Loss allowance on trade receivables	102	2	-	-	104
	1,980	**(644)**	**10**	**-**	**1,346**
Deferred tax liabilities					
Fair valuation of financial instruments	(579)	55	10	-	(514)
Property, plant and equipment	(2,479)	826	-	-	(1,653)
	(3,058)	**881**	**10**	**-**	**(2,167)**
Net deferred tax assets / (liabilities)	**(1,078)**	**237**	**20**	**-**	**(821)**

*Group's share of tax on other comprehensive income pertaining to Joint Venture / associate entities amounting to ₹20 (March 31 2022: ₹11) not included in the above.

Unrecognised deferred tax assets

Deferred tax assets have not been recognised in respect of the following tax losses relating to certain subsidiaries, because it is not probable that future taxable profit will be available against which such subsidiaries can use the benefits therefrom

Particulars	As at March 31, 2023		As at March 31, 2022	
	Gross amount	Unrecognised tax effect	Gross amount	Unrecognised tax effect
Tax losses	62,110	11,654	24,627	6,627

17. Inventories

Particulars	As at March 31, 2023	As at March 31, 2022
(valued at lower of cost and net realizable value)		
Raw materials and components [included goods-in-transit amounting to ₹1,203 (March 31, 2022: ₹1,679)]	14,580	15,159
Work-in-progress	6,168	5,235
Finished goods [included goods-in-transit amounting to ₹1,396 (March 31, 2022: ₹1,485)]	16,342	14,299
Stores and spares	6,346	5,016
Stock-in-trade	228	286
Total	**43,664**	**39,995**

Note:

17.1. The cost of inventories recognised as an expense during the year is disclosed in Note 31, 32 and 33

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

17.2. The cost of inventories recognised as an expense is disclosed in Note 33 in respect of write-down of inventory to net realisable value amounting to ₹398 (March 31, 2022: ₹469)

17.3. The method of valuation of inventories has been stated in Note 2.15

18. Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022
From related parties		
Trade receivables considered good - unsecured	730	468
Sub-total	**730**	**468**
From others		
Trade receivables considered good - unsecured	64,272	58,145
Trade receivables - credit impaired	646	-
Less: Loss allowance (expected credit loss allowance)	(1,430)	(1,066)
Sub-total	**63,488**	**57,079**
Total	**64,218**	**57,547**

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience based on: a) Past trend of outstanding receivables over a rolling period of past 24 months and b) actual amount of outstanding receivables as on the reporting date.

Movement in loss allowance on trade receivables	Year ended March 31, 2023	Year ended March 31, 2022
At beginning of the year	1,066	946
Loss allowance for the year (refer note 37)	374	317
Foreign exchange adjustment	5	(31)
Amount written off during the year	(15)	(166)
At end of the year	**1,430**	**1,066**

Trade receivables ageing schedule - March 31, 2023

Particulars		Not due	Outstanding for following periods from due date of payment				
			Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years
(i)	Undisputed Trade receivables — considered good	55,721	8,944	115	68	22	132
(ii)	Undisputed Trade receivables — which have significant increase in credit risk	-	-	-	-	-	-
(iii)	Undisputed Trade receivables — credit impaired	26	165	141	119	50	114
(iv)	Disputed Trade receivables — considered good	-	-	-	-	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

Particulars	Not due	Outstanding for following periods from due date of payment				
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years
(v) Disputed Trade receivables — which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables — credit impaired	-	-	-	-	-	31
Sub-total	55,747	9,109	256	187	72	277
(vii) Unbilled revenue	-	-	-	-	-	-
Total	55,747	9,109	256	187	72	277

Trade receivables ageing schedule - March 31, 2022

Particulars	Not due	Outstanding for following periods from due date of payment				
		Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years
(i) Undisputed Trade receivables — considered good	48,031	8,950	216	131	233	142
(ii) Undisputed Trade receivables — which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables — credit impaired	-	-	-	-	-	-
(iv) Disputed Trade receivables — considered good	-	-	-	-	-	-
(v) Disputed Trade receivables — which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables — credit impaired	-	-	-	-	-	-
Sub-total	48,031	8,950	216	131	233	142
(vii) Unbilled revenue	910	-	-	-	-	-
Total	48,941	8,950	216	131	233	142

19 a. Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Balance with banks in		
Current accounts	3,247	1,548
EEFC account	710	184
Deposit accounts	750	975
Cash on hand	7	8
Total	4,714	2,715

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Reconciliation of cash and cash equivalents as per the cash flow statement to as per the Balance sheet

Particulars	As at March 31, 2023	As at March 31, 2022
Cash and cash equivalents as per Balance sheet	4,714	2,715
Effects of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies	(161)	(58)
Bank overdraft availed for cash management purposes	-	(146)
Cash and cash equivalents as per the cash flow statement	**4,553**	**2,511**

b. Bank balances other than cash and cash equivalents above

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks in earmarked accounts		
Unclaimed dividend	96	95
Unpaid fractional shares account	-	1
Total bank balances other than cash and cash equivalents above	**96**	**96**

20. Equity share capital

Particulars	As at March 31, 2023	As at March 31, 2022
a. Authorised share capital:		
Equity shares:		
1,50,00,000 (March 31, 2022: 1,50,00,000) equity shares of ₹10 each	1,500	1,500
Preference shares:		
50,00,000 (March 31, 2022: 50,00,000) preference shares of ₹10 each	500	500
b. Issued and subscribed share capital:		
1,42,77,809 (March 31, 2022: 1,42,77,809) equity shares of ₹10 each fully paid-up	1,428	1,428

20.1 Reconciliation of shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2023		As at March 31, 2022	
	Number of shares	Amount	Number of shares	Amount
Equity shares of ₹10 each fully paid up				
At the beginning and at the end of the year	1,42,77,809	1,428	1,42,77,809	1,428

Rights, preferences and restrictions attached to equity shares

The Company has one class of equity share having a par value of ₹10 per share. Each holder of equity share is entitled to one vote per share. The Dividend when proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders, repayment of capital on liquidation will be in proportion to the number of equity shares held.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

20.2 Shares held by promoters at the end of the year

Promoter name	As at March 31, 2023			As at March 31, 2022		
	Number of shares held	% of total shares	% change during the year	Number of shares held	% of total shares	% change during the year
Raman T G G	14,84,056	10.39%	0%	14,84,056	10.39%	0%
Lakshman L & Pushpa Lakshman	7,52,560	5.27%	0.35%	7,02,560	4.92%	0%
Ganesh L & Meenakshi Ganesh	7,19,096	5.04%	0%	7,19,096	5.04%	0.05%
Rathika R Sundaresan	6,25,066	4.38%	0%	6,25,066	4.38%	0%
Geetha Raman Subramanyam	6,25,065	4.38%	0%	6,25,065	4.38%	0%
Ranjini R Iyer	6,25,065	4.38%	0%	6,25,065	4.38%	0%
Meenakshi Ganesh & Ganesh L	3,05,430	2.14%	0%	3,05,430	2.14%	0%
Vanaja Aghoram	2,75,635	1.93%	0%	2,75,635	1.93%	0%
Lakshman L (Huf)	2,16,986	1.52%	0%	2,16,986	1.52%	0%
Pushpa Lakshman & Lakshman L	1,95,199	1.37%	0%	1,95,199	1.37%	0%
Ganesh L (Huf)	1,91,907	1.34%	0%	1,91,907	1.34%	0%
Shanthi Narayan	1,44,924	1.02%	0%	1,44,924	1.02%	0%
Harish Lakshman	1,39,817	0.98%	0%	1,39,817	0.98%	0.11%
Aditya Ganesh	1,14,281	0.80%	0%	1,14,281	0.80%	0%
Aparna Ganesh	68,511	0.48%	0%	68,511	0.48%	0%
Rama R Krishnan	61,452	0.43%	0%	61,452	0.43%	0%
Vinay Lakshman	56,698	0.40%	(0.35%)	1,06,698	0.75%	0%
Malavika Lakshman	21,222	0.15%	0%	21,222	0.15%	0.02%
Rekha Sundar	15,610	0.11%	0%	15,610	0.11%	0%
Chitra Sundaresan	8,109	0.06%	0%	8,109	0.06%	0%
Pravin Kumar	2,800	0.02%	0%	2,800	0.02%	0%
Keshav Harish Lakshman	100	0.00%	0%	100	0.00%	0%

20.3 Particulars of shareholders holding more than 5 percent of equity shares in the Company:

Name of the shareholder	As at March 31 2023		As at March 31 2022	
	Number of shares held	% of holding in shares	Number of shares held	% of holding in shares
Raman T G G	14,84,056	10.39%	14,84,056	10.39%
Lakshman L & Pushpa Lakshman	7,52,560	5.27%	7,02,560	4.92%
Ganesh L & Meenakshi Ganesh	7,19,096	5.04%	7,19,096	5.04%

20.4 Information regarding issue of shares in the last five years

There are no bonus shares or buy-back of shares or shares issued for consideration other than cash during a period of five years immediately preceding financial years as of the aforesaid reporting dates.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

21. Other equity

Particulars	As at March 31, 2023	As at March 31, 2022
General reserve	51,241	49,786
Retained earnings	20,240	17,259
Capital redemption reserve	1,473	1,473
Capital reserve	72	69
Securities premium	4,433	4,433
Amalgamation adjustment account	(13)	(13)
Foreign currency translation reserve	(1,855)	(574)
Capital reserve on consolidation	1,771	1,771
Equity instruments through OCI	1,998	1,990
Total	**79,360**	**76,194**

a. General reserve

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	**49,786**	**48,855**
Additions during the year	1,128	-
Acquisition of non-controlling interests	327	931
Balance at the end of the year	**51,241**	**49,786**

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss except to the extent permitted as per Companies Act, 2013 and rules made thereunder.

b. Retained earnings

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	**17,259**	**17,666**
Profit / (loss) for the year	6,227	2,414
Other comprehensive income	43	70
Acquisition of non-controlling interests	(448)	(2,891)
Payments of dividend on equity shares	(1,713)	-
Transfer to general reserves	(1,128)	-
Balance at the end of the year	**20,240**	**17,259**

Retained earnings represents profits generated and retained by the Company post distribution of dividends to the equity shareholders in the respective years. The balance in retained earnings can be utilized for distribution of dividend by the Company considering the requirements of the Companies Act, 2013.

Balance of retained earnings at the end of the year includes cumulative other comprehensive loss arising from remeasurement of defined benefit obligations, net of tax, amounting to ₹469 (March 31, 2022: ₹391).

In respect of the year ended March 31, 2023, the directors proposed a dividend of ₹17 per share (March 31, 2022: ₹12 per share) be paid to all holders of fully paid equity shares. This equity dividend is subject to approval by shareholders at the ensuing Annual General Meeting and has not been included as a liability in these consolidated financial statements. The total estimated equity dividend to be paid is ₹2,427 (March 31, 2023: ₹1,713).

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

c. Capital redemption reserve

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	1,473	1,430
Acquisition of non-controlling interests	-	43
Balance at the end of the year	1,473	1,473

The Companies Act, 2013 requires that where a Company purchases its own shares out of free reserves or securities premium, a sum equal to the nominal value of the shares so purchased shall be transferred to a capital redemption reserve account and details of such transfer shall be disclosed in the balance sheet. The capital redemption reserve account may be applied by the Company, in paying up unissued shares of the Company to be issued to shareholders of the Company as fully paid bonus shares. The Group established this reserve pursuant to the redemption of preference shares issued in earlier years.

d. Capital reserve

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	69	69
Acquisition of non-controlling interests	3	-
Balance at the end of the year	72	69

The Group recognises profit or loss on purchase, sale, issue or cancellation of the Group's own equity instruments to capital reserve.

e. Securities premium

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning and end of the year	4,433	4,433

Securities premium reserve represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Companies Act, 2013 (the Act) for specified purposes.

f. Hedge reserve

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	-	132
Addition during the year	-	(132)
Balance at the end of the year	-	-

The cumulative effective portion of gain or losses arising on changes in the fair value of hedging instruments designated as cash flow hedges are recognised in cash flow hedge reserve. Such changes recognised are reclassified to the statement of profit and loss when the hedged item affects the profit or loss or are included as an adjustment to the cost of the related non-financial hedged item.

g. Amalgamation adjustment account

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	(13)	(12)
Acquisition of non-controlling interests	-	(1)
Balance at the end of the year	(13)	(13)

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

At the time of business combination under common control, amalgamation adjustment reserve of transferor company becomes the amalgamation adjustment reserve of transferee Company.

h. Financial currency translation reserve

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	**(574)**	**(1,025)**
Additions during the year	(1,281)	488
Acquisition of non-controlling interests	-	(37)
Deductions /adjustments during the year	-	-
Balance at the end of the year	**(1,855)**	**(574)**

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to statement of profit or loss when the net investment is disposed-off.

i. Capital reserve on consolidation

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning and end of the year	**1,771**	**1,771**

It arises when the cost to the parent of its investment in a subsidiary is less than the parent's portion of equity of the subsidiary, at the date on which investment in the subsidiary is made, the difference should be treated as a capital reserve in the consolidated financial statements.

j. Equity instruments through OCI

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	**1,990**	**1,702**
Net gain/(loss) on FVOCI equity instruments, net of tax	8	288
Balance at the end of the year	**1,998**	**1,990**

The Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within equity. The Group transfers amounts therefrom to retained earnings when the relevant equity securities are derecognised.

22. Non-controlling interests

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at beginning of year	22,932	22,113
Share of profit / (loss) for the year	2,504	1,092
Share of other comprehensive income	(437)	152
Acquisition of non-controlling interests	80	587
Payments of dividend on equity shares	(772)	(1,012)
Total	**24,307**	**22,932**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

The following table summarises the information relating to each of the Group's subsidiaries that has NCI, before any intra-group eliminations:

For the year ended March 31, 2023

Particulars	Rane Engine Valve Limited	Rane (Madras) Limited	Rane Brake Lining Limited	Rane T4U Private Limited	Total
NCI percentage as at March 31, 2023	**42.72%**	**28.23%**	**49.97%**	**1.41%**	
Non-current assets	13,673	58,499	13,649	268	86,089
Current assets	21,540	76,393	23,766	361	122,060
Non-current liabilities	(6,182)	(28,166)	(536)	(144)	(35,028)
Current liabilities	(18,549)	(82,576)	(10,766)	(373)	(112,264)
Net assets	10,482	24,150	26,113	112	60,857
Less: Preference share subscribed by RHL	-	-	-	(2,785)	(2,785)
Net assets considered	10,482	24,150	26,113	(2,673)	58,072
Net assets attributable to NCI	**4,478**	**6,818**	**13,049**	**(38)**	**24,307**

Particulars	Rane Engine Valve Limited	Rane (Madras) Limited	Rane Brake Lining Limited	Rane T4U Private Limited	Total
NCI percentage as at March 31, 2023	**42.72%**	**28.23%**	**49.97%**	**1.41%**	
Revenue from operations	49,757	235,444	59,880	734	345,815
Profit	(10)	2,987	3,341	(224)	6,094
Other comprehensive income	26	(1,651)	34	-	(1,591)
Total comprehensive income	16	1,336	3,375	(224)	4,503
Profit allocated to NCI	(5)	843	1,669	(3)	2,504
Other comprehensive income allocated to NCI	12	(466)	17	-	(437)
Total comprehensive income allocated to NCI	**7**	**377**	**1,686**	**(3)**	**2,067**
Cash flows from/ (used in) operating activities	2,061	8,764	4,934	(118)	15,641
Cash flows from / (used in) investing activities	(1,930)	(10,603)	(4,796)	263	(17,066)
Cash flows from / (used in) financing activities (dividends to NCI - RBL - ₹772)	574	3,512	(1,564)	(181)	2,341
Net increase / (decrease) in cash and cash equivalents	**705**	**1,673**	**(1,426)**	**(36)**	**916**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

For the year ended March 31, 2022

Particulars	Rane Engine Valve Limited	Rane (Madras) Limited	Rane Brake Lining Limited	Rane T4U Private Limited	Total
NCI percentage as at March 31, 2022	**45.18%**	**28.23%**	**49.97%**	**1.41%**	
Non-current assets	13,600	58,675	13,419	413	86,107
Current assets	17,559	64,312	26,475	649	108,995
Non-current liabilities	(4,831)	(27,699)	(580)	(275)	(33,385)
Current liabilities	(16,612)	(72,474)	(15,029)	(451)	(104,566)
Net assets	9,716	22,814	24,285	336	57,151
Less: Preference share subscribed by RHL	-	-	-	(2,785)	(2,785)
Net assets considered	9,716	22,814	24,285	(2,449)	54,366
Net assets attributable to NCI	**4,390**	**6,442**	**12,135**	**(35)**	**22,932**

Particulars	Rane Engine Valve Limited	Rane (Madras) Limited	Rane Brake Lining Limited	Rane T4U Private Limited	Total
NCI percentage as at March 31, 2022	**45.18%**	**28.23%**	**49.97%**	**1.41%**	
Revenue from operations	38,206	174,192	50,555	871	263,824
Profit	(1,186)	1,066	2,707	(1,349)	1,238
Other comprehensive income	11	557	(33)	51	586
Total comprehensive income	(1,175)	1,623	2,674	(1,298)	1,824
Profit allocated to NCI	(536)	353	1,416	(141)	1,092
Other comprehensive income allocated to NCI	**5**	**163**	**(17)**	**1**	**152**
Total comprehensive income allocated to NCI	**(531)**	**516**	**1,399**	**(140)**	**1,244**
Cash flows from/ (used in) operating activities	(1,730)	(565)	1,133	(337)	(1,499)
Cash flows from / (used in) investing activities	(1,352)	(12,367)	(1,812)	(301)	(15,832)
Cash flows from / (used in) financing activities (dividends to NCI - RBL: ₹1,012)	806	13,431	(2,171)	684	12,750
Net increase /(decrease) in cash and cash equivalents	**(2,276)**	**499**	**(2,850)**	**46**	**(4,581)**

Acquisition of NCI:

During the year, the Group ownership interest in Rane Engine Valve Limited increased from 54.82% in March 31, 2022 to 57.28% in March 31, 2023. Consequent to this, amounts paid in excess of the carrying value of the NCI was recognised in equity.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

23. Borrowings

Particulars	Non-current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Financial liabilities at amortised cost				
Secured				
Term loans				
from banks	26,275	22,487	8,921	7,281
from others	4,150	5,150	1,000	750
Loans repayable on demand (refer note 23.3.3)	-	-	7,218	7,892
Other loans from banks	-	-	28,006	21,828
Unsecured				
Term loans				
from banks	2,933	4,533	1,600	1,600
from others	120	261	145	143
Other loans from banks	-	-	4,500	5,456
Bills discounting	-	-	417	298
Total borrowings	**33,478**	**32,431**	**51,807**	**45,248**

23.1 Summary of borrowing arrangements

As at March 31 2023

Secured

Particulars	Amount	Loan taken by	Terms of repayment
HDFC Bank - INR Long Term Loan	527	RML	Repayable in 16 equal quarterly Instalments commencing from September 2020 with 1 Year of moratorium period (after considering Moratorium announced by RBI)
HDFC Bank - INR Long Term Loan	3,527	RML	Repayable in 20 structured quarterly Instalments commencing from February 2022
HDFC Bank - INR Long Term Loan	3,121	RML	Repayable in 48 equal monthly Instalments commencing from May 2024 with 2 years of moratorium period
Federal Bank - INR Long Term Loan	3,542	RML	Repayable in 12 equal quarterly Instalments commencing from September 2021 with 2 years of moratorium period
Exim Bank - INR Long Term Loan	9,000	RML	Repayable in 16 equal quarterly Instalments commencing from October 2023 with 1 year of moratorium period
EXIM Bank - Foreign Currency Term Loan (USD)	9,056	RML	Repayable in 12 structured quarterly Instalments commencing from February 2022 with 2 years of moratorium period
HDFC Bank Limited (Loan 1)	144	RHL	The loan was availed during the year ended March 31, 2022. The loan is repayable in 20 equal quarterly instalments commencing from June 2022 .
HDFC Bank Limited (Loan 2)	272	RHL	The loan was availed during the year ended March 31, 2023 in multiple tranches. The loan is repayable in 16 equal quarterly instalments commencing from July 2023 .

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Amount	Loan taken by	Terms of repayment
HDFC Bank Ltd - Loan 4	732	REVL	Repayable in 12 equal quarterly instalments commencing from April 2022
HDFC Bank Ltd - Loan 5	600	REVL	Repayable in 12 equal quarterly instalments commencing from Dec 2023
Federal Bank Ltd	566	REVL	Repayable in 14 equal quarterly instalments commencing from November 2020.
Yes Bank Ltd	1,306	REVL	Repayable in 12 equal quarterly instalments commencing from September 2024.
HDFC Bank Ltd (ECLGS Loan 1)	796	REVL	Repayable in 49 equal quarterly instalments commencing from April 2022
HDFC Bank Ltd (ECLGS Loan 2)	1,093	REVL	Repayable in 48 equal quarterly instalments commencing from May 2025
Federal Bank Ltd (ECLGS Loans)	914	REVL	Repayable in 46 equal quarterly instalments commencing from April 2022
Secured loan from banks	**35,196**		
Term loan from Axis Finance Limited	5,150	RHL	The loan was availed in multiple tranches. The loan is repayable in 20 unequal quarterly instalments commencing from September 2022 with 18 months of moratorium period.
Secured loan from others	**5,150**		

Unsecured

Particulars	Amount	Loan taken by	Terms of repayment
Axis Bank - INR Long Term Loan	4,533	RML	Repayable in 48 equal monthly Instalments commencing from February 2022 with 1 year of moratorium period
Unsecured loan from banks	**4,533**		
Term Loan from Tata Capital Financial Services Private Limited	265	Rane t4u	Loan availed ₹500 is repayable in 33 equated monthly instalments of ₹15.15 each commencing from February 2018. Interest is payable on monthly basis commencing from October 31, 2017
			Loan availed ₹200 is repayable in 48 equated monthly instalments of ₹5.09 each commencing from September 2019. Interest is payable on monthly basis commencing from December 15, 2018
			Loan availed ₹200 is repayable in 48 monthly instalments of ₹4.17 each commencing from November 2020. Interest is payable on monthly basis commencing from December 15, 2019
			Loan availed ₹89 is repayable in 48 monthly instalments of ₹1.86 each commencing from April 2021. Interest is payable on monthly basis commencing from April 15, 2020
			Loan availed ₹100 is repayable in 48 equated monthly instalments of ₹2.08 each commencing from November 2020. Interest is payable on monthly basis commencing from December 15, 2019
Unsecured loan from others	**265**		

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

As at March 31 2022
Secured

Particulars	Amount	Loan taken by	Terms of repayment
HDFC Bank - INR Long Term Loan	92	RML	Repayable in 12 equal quarterly Instalments commencing from March 2019 with 2 Years of moratorium period
HDFC Bank - INR Long Term Loan	582	RML	Repayable in 12 equal quarterly Instalments commencing from September 2019 with 23 months of moratorium period
HDFC Bank - INR Long Term Loan	898	RML	Repayable in 16 equal quarterly Instalments commencing from September 2020 with 1 Year of moratorium period (after considering Moratorium announced by RBI)
HDFC Bank - INR Long Term Loan	3,900	RML	Repayable in 20 structured quarterly Instalments commencing from February 2022
HDFC Bank - INR Long Term Loan	3,098	RML	Repayable in 48 equal monthly Instalments commencing from May 2024 with 2 years of moratorium period
Federal Bank - INR Long Term Loan	6,375	RML	Repayable in 12 equal quarterly Instalments commencing from September 2021 with 2 years of moratorium period
EXIM Bank - Foreign Currency Term Loan (USD)	9,238	RML	Repayable in 12 structured quarterly Instalments commencing from February 2022 with 2 years of moratorium period
Term loan from Federal Bank Limited (Loan 1)	461	RHL	The loan was availed during the year ended March 31 2020 in multiple tranches. The loan is repayable in 16 equal quarterly instalments commencing from June 2020 with 12 months of moratorium period
Term loan from Federal Bank Limited (Loan 2)	377	RHL	The loan was availed during the year ended March 31 2020 in multiple tranches. The loan is repayable in 16 equal quarterly instalments commencing from September 2020 with 12 months of moratorium period
HDFC Bank Limited	180	RHL	During the year ended, March 31 2022 the Company has availed the term Loan of ₹180 from HDFC Bank Limited. The loan is repayable in 20 equal quarterly instalments commencing from June 2022 .
HDFC Bank Ltd - Loan 4	1,098	REVL	Repayable in 12 equal quarterly instalments commencing from April 2022
HDFC Bank Ltd - Loan 5	98	REVL	Repayable in 12 equal quarterly instalments commencing from Dec 2023
Federal Bank Ltd	1,131	REVL	Repayable in 14 equal quarterly instalments commencing from November 2020.
HDFC Bank Ltd (ECLGS Loan)	1,054	REVL	Repayable in 48 equal quarterly instalments commencing from April 2022
Federal Bank Ltd (ECLGS Loans)	1,186	REVL	Repayable in 48 equal quarterly instalments commencing from April 2022
Secured loan from banks	29,768		

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Amount	Loan taken by	Terms of repayment
Term loan from Axis Finance Limited	5,900	RHL	The Company has availed the Term loan of ₹5,900 in multiple tranches from Axis Finance Limited. The loan is repayable in 20 unequal quarterly instalments commencing from September 2022 with 18 months of moratorium period
Secured loan from others	**5,900**		

Unsecured

Particulars	Amount	Loan taken by	Terms of repayment
Axis Bank - INR Long Term Loan	6,133	RML	Repayable in 48 equal monthly Instalments commencing from February 2022 with 1 year of moratorium period
Unsecured loan from banks	**6,133**		
Term Loan from Tata Capital Financial Services Private Limited	404	Rane t4u	Loan availed ₹500 is repayable in 33 equated monthly instalments of ₹15.15 each commencing from February 2018. Interest is payable on monthly basis commencing from October 31, 2017
			Loan availed ₹200 is repayable in 48 equated monthly instalments of ₹5.09 each commencing from September 2019. Interest is payable on monthly basis commencing from December 15, 2018
			Loan availed ₹200 is repayable in 48 monthly instalments of ₹4.17 each commencing from November 2020. Interest is payable on monthly basis commencing from December 15, 2019
			Loan availed ₹89 is repayable in 48 monthly instalments of ₹1.86 each commencing from April 2021. Interest is payable on monthly basis commencing from April 15, 2020
			Loan availed ₹100 is repayable in 48 equated monthly instalments of ₹2.08 each commencing from November 2020. Interest is payable on monthly basis commencing from December 15, 2019
Unsecured loan from others	**404**		

23.2 Other borrowing notes

Term loans were applied for the purpose for which they were obtained. Further, short term loans availed have not been utilised for long term purposes by the Group.

None of the entities in the group have been declared wilful defaulter by any bank or financial institution or government or any government authority.

Information about the Group's exposure to interest rate, foreign currency and liquidity risk is disclosed in note 48

23.3 Summary of borrowing arrangements

1. In respect of RML:

Secured loan

Secured loans include loan from banks. The Secured Loans outstanding as at March 31, 2023 and March 31, 2022 are secured by a charge created on the Company's fixed assets both present and future (excluding immovable properties in Velachery and Mysuru).

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

EXIM Bank Loan is secured against all movable Property, Plant and Equipment, current assets of Rane Light Metal Castings Inc. and shares of Rane Light Metal Castings Inc. held by Rane (Madras) International Holdings B.V.;

EXIM Bank loan availed by Rane Light Metal Castings Inc. during the year has been secured against an unconditional and irrevocable Standby Letter of Credit provided and by a charge created on the Company's Fixed Assets both present and future (excluding immovable properties in Velachery and Mysuru).

The interest rate for INR loans range from 6.02% p.a to 9.21% p.a (March 31, 2022 : 6.03% to 6.50% p.a.) ; The interest rate for USD loans range from LIBOR (6 months) + 230 bps p.a to LIBOR (6 months) + 375bps p.a (March 31, 2022: LIBOR (6 months) + 230 bps p.a to LIBOR (6 months) + 250 bps p.a.)

Short-term borrowings

Secured loans include cash credit, packing credit, Buyers credit and working capital demand loan from banks. The Secured Loans outstanding as at March 31, 2023 and 2022 are secured on a pari passu basis by way of hypothecation of inventories and book debts.

EXIM Bank loan is secured against all movable property, plant and equipment, current assets of Rane Light Metal Castings Inc. and shares of Rane Light Metal Castings Inc. held by Rane (Madras) International Holdings B.V.

The interest rate for INR loans range from 4.35% p.a to 8.25% p.a

The Group does not have any charges or satisfaction which is yet to be registered with Registrar of Companies (ROC) beyond statutory period.

The Group has not revalued its property, plant and equipment(including Right of use assts)/ intangible assets/ both during the current/previous year.

The Group has not entered into any scheme of arrangements as per sections 230 to 237 of the Companies Act, 2013.

2. In respect of RHL:

The interest rate range from 8.57% p.a to 9.30% p.a (March 31, 2022: 5.79% p.a to 9.65% p.a).

The term loans outstanding as at March 31, 2023 which are availed from Federal Bank Limited and HDFC Bank Limited are secured by a Pari-passu charge created on the Company's land located at Teynampet, Chennai and loan availed from Axis Finance Limited is secured by a first charge created on the Company's land and building located at Perungudi, Chennai.

3. In respect of REVL:

Rupee Term loans are secured by Pari-passu basis first charge on the company's immovable and movable fixed assets both present and future.

ECLGS loans are secured as stated below:

HDFC Bank Ltd - Secured by second rank charge on all existing primary and collateral securities including mortgages created in favour of the Bank.

Federal Bank Ltd - Security interest/charge on all movable/immovable assets created out of the ECLGS Loan. Second charge on all primary and collateral securities available for the existing facilities.

The interest rate for loans range from 8.75% p.a to 10.35% p.a (March 31, 2022: 6.50% p.a to 8.75% p.a).

i) Short term borrowings are secured with first pari-passu charge by hypothecation of raw materials, work in progress, finished goods, stores and spares and book debts of the company, both present and future.

ii) Bill discounting from Banks represents liability in respect of vendor financing facility availed by certain Customers with recourse to the Company.

iii) None of the loans have been guaranteed by any Directors or others.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

23.4 Reconciliation of cash flows from financing activities

Particulars	Total
Balance as at April 01, 2021	**66,100**
Changes from financing cash flows	
Proceeds from long term borrowings	18,058
Repayment of long term borrowings	(10,201)
Proceeds / (repayment) of short term borrowings , net	5,266
Other changes	
Others	(945)
Interest expense	3,299
Interest paid	(3,898)
Balance as at March 31, 2022	**77,679**
Changes from financing cash flows	
Proceeds from long term borrowings	12,776
Repayment of long term borrowings	(10,757)
Proceeds / (repayment) of short term borrowings , net	4,376
Other changes	
Others	1,191
Interest expense	4,811
Interest paid	(4,791)
Balance as at March 31, 2023	**85,285**

24. Other financial liabilities

Particulars	Non-current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Interest accrued but not due on borrowings	-	-	62	123
Derivative liabilities	-	-	234	22
Security deposits	151	142	128	126
Unclaimed dividend	-	-	96	95
Employee related dues	-	-	4,069	4,530
Capital creditors (refer note 24.3)	-	-	610	627
Commission payable	-	-	223	295
Termination benefit under Voluntary Retirement Scheme	-	-	88	-
Others (refer note 24.1)	-	-	3,447	1,920
Total	**151**	**142**	**8,957**	**7,738**

24.1 Others include an accrued amount of ₹59 in the earlier years towards arrears of lease rent for the land taken under lease and dealer incentives and royalty payable amounting to ₹2,908 and ₹364 respectively as at March 31, 2023 (March 31, 2022 - ₹1,337 and ₹307 respectively).

24.2 The Group's exposure to credit risk and market risk are disclosed in note 48.

24.3 Capital creditors includes an amount of ₹12 (March 31, 2022 : ₹135) due to Micro and Small Enterprises.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

25. Provisions

Particulars	Non-current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Provisions for employee benefits				
Gratuity (refer note 39)	800	826	233	210
Leave encashment	2,064	1,925	316	284
Pension plan (refer note 39)	1,088	1,326	-	-
Other provisions (refer note 25.1)				
Product warranty	-	-	726	485
Others	-	-	-	77
Total	**3,952**	**4,077**	**1,275**	**1,056**

Note 25.1 Movements in each class of provision during the financial year, are set out below:

Particulars	Product warranty		Others	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	**485**	**1,083**	**77**	**77**
Provision made during the year	789	527	-	-
Provision used against claims settled / transfer made during the year	(548)	(1,125)	(77)	-
Balance at the end of the year	**726**	**485**	**-**	**77**

26. Other liabilities

Particulars	Non-current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Deferred income	-	200	63	102
Advances and deposits from customers	-	-	233	68
Tooling advance	921	1,154	85	614
Statutory dues	-	-	1,900	1,547
Unearned revenue	376	-	16	30
Others	-	-	520	2
Total	**1,297**	**1,354**	**2,817**	**2,363**

27. Current tax liabilities, net

Particulars	As at March 31, 2023	As at March 31, 2022
Provision for tax , net	1	3
Total	**1**	**3**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

28. Trade payables

Particulars	As at March 31, 2023	As at March 31, 2022
Total outstanding dues of micro enterprises and small enterprises	2,411	3,098
Total outstanding dues of creditors other than micro enterprises and small enterprises	46,201	46,818
Total	**48,612**	**49,916**

The Group's exposure to credit and liquidity risk is disclosed in note 48

Trade payables ageing schedule - Outstanding for following periods from the due date of payment

Particulars	Disputed dues		Undisputed dues		Total
	MSME	Others	MSME	Others	
As at March 31, 2023:					
Not due	-	-	2,064	10,908	12,972
Less than 1 year	-	-	345	29,834	30,179
1-2 years	-	-	-	164	164
2-3 years	-	-	2	68	70
More than 3 years	-	-	-	25	25
Sub-total			**2,411**	**40,999**	**43,410**
Add: Unbilled dues					5,202
Total					**48,612**
As at March 31, 2022					
Not due	-	-	2,756	22,249	25,005
Less than 1 year	-	-	340	18,618	18,958
1-2 years	-	-	2	172	174
2-3 years	-	-	-	113	113
More than 3 years	-	-	-	232	232
Sub-total			**3,098**	**41,384**	**44,482**
Add: Unbilled dues					5,434
Total					**49,916**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

29. Revenue from operations

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
a. Sale of products & services		
Sale of products	3,39,275	2,58,644
Rendering of services	6,148	5,052
Sub-total	**3,45,423**	**2,63,696**
b. Other operating revenue		
Scrap sales	3,684	2,654
Sale of raw materials	335	316
Export incentives	1,366	1,060
Others	25	5
Sub-total	**5,410**	**4,035**
Total	**3,50,833**	**2,67,730**

Reconciliation of revenue from sale of products with contract price

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Gross revenues	345,236	263,761
Customer discount	(5,961)	(5,117)
Net revenues from sale of products	**3,39,275**	**2,58,644**

Reconciliation of revenue from rendering of services

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Gross revenues	6,148	5,052
Customer discount	-	-
Net revenues from rendering of services	**6,148**	**5,052**

a) Disaggregation of the revenue information:

The Group offers various products and services related to manufacture and supply of auto components and providing technological services for transportation industry. As per the management, the disaggregation of revenue based on geography are depicted in Note 41.

b) Trade receivables:

The Group classifies the right to consideration in exchange for services/deliverables as receivable.

A receivable is a right to consideration that is unconditional upon passage of time. Revenue is recognized as and when the related goods are delivered to the customer/when the related services are rendered to the customer.

Trade receivable are presented net of loss allowance in the Balance Sheet.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

c) Contract balances:

The following disclosure provides information about trade receivables, contract assets and contract liabilities from contracts with customers:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Receivables, included under trade receivables	64,218	57,547
Contract liabilities included under advance from customers	233	68
Contract liabilities included under deferred and unearned revenue	455	332

The contract liabilities primarily relate to the advance consideration received from customers for manufacturing of products.

The amount of ₹400 included in contract liabilities as at March 31, 2022 has been recognised as revenue for the year ended March 31, 2023 (March 31, 2022: ₹313).

30. Other income

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest income earned on financial assets		
- from bank deposits	106	152
- Others	11	8
Interest income - Income tax refund	39	14
Gain on current investments mandatorily measured at FVTPL	68	18
Foreign exchange gain, net	1,434	1
Gain on write back of financial liabilities carried at amortised cost	682	1,249
Gain on sale of property, plant and equipment	29	32
Gain on sale of non-current investment	-	1,564
Government grant income	130	168
Other non-operating income	414	530
Total	**2,913**	**3,736**

31. Cost of materials consumed

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Opening stock of raw materials	15,159	9,983
Add: Purchase of raw materials (Including raw material acquired through business combination of ₹184 during March 31, 2022)	1,90,565	1,50,669
Less: Closing stock of raw materials	14,580	15,159
Sub -total	**1,91,144**	**1,45,493**
Freight inward	3,250	2,639
Job work expenses	10,481	7,904
Total	**2,04,875**	**1,56,036**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

32. Purchase of stock-in-trade

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Purchase of stock-in-trade	907	1,089

33. Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Inventories at the end of the year:		
Finished goods	16,342	14,299
Work-in-progress	6,168	5,235
Stock-in-trade	228	286
	22,738	19,820
Inventories at the beginning of the year:		
Finished goods	14,299	9,231
Work-in-progress	5,235	4,166
Stock-in-trade	286	90
	19,820	13,487
Net (increase)/decrease		
Finished goods	(2,043)	(5,068)
Work-in-progress	(933)	(1,069)
Stock-in-trade	58	(196)
Total	**(2,918)**	**(6,333)**

34. Employee benefits expense

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Salaries, wages and bonus	44,760	40,250
Contribution to provident and other funds (Refer note 39)	3,940	4,185
Staff welfare expenses	4,017	3,567
Total	**52,717**	**48,002**

35. Finance costs

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest expense		
- On loans	4,681	3,093
- On lease liabilities	170	106
- On others	1	12
Other borrowing costs (including exchange differences)	130	206
Total	**4,982**	**3,417**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

36. Depreciation and amortisation expenses

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Depreciation of property, plant and equipment	13,231	12,122
Amortisation of intangible assets	511	440
Depreciation of right-of-use assets	431	322
Total	**14,173**	**12,884**

37. Other expenses

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Consumption of stores and spares	12,302	10,138
Power and fuel	12,459	9,926
Rent (refer note 44.d)	559	381
Rates and taxes	554	500
Insurance	1,697	1,451
Repairs and maintenance		
- Building	630	569
- Plant and equipment	5,697	5,370
- Others	1,510	1,347
Administration expenses	570	548
Directors' sitting fees	55	67
Chairman and Managing Director commission (refer note 40)	223	295
Payment to auditors	136	123
Advertisement and sales promotion	519	474
Loss on disposal of property, plant & equipment	-	9
Foreign exchange loss, net	162	219
Freight and cartage outward	6,786	4,876
Travel expenses	2,354	1,296
Corporate social responsibility expenditure	196	215
Professional charges	2,960	2,860
Information systems expenses	1,279	931
Packing, forwarding and dispatching	9,644	8,325
Warranty and other claims	789	527
Royalty and technical fees	806	627
Impairment of financial assets	374	317
Miscellaneous expenses	1,043	974
Total	**63,304**	**52,365**

37.1 The Group has not traded or invested in Crypto currency or virtual currency during the financial year.

37.2 The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

37.3 The Group does not have any transactions with struck off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year.

37.4 The Group has not advanced or loaned or invested funds to any persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:

a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

37.5 The Group has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

37.6 The Group does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period as at the reporting date

37.7 The Group has not entered into any scheme of arrangement as per sections 230 to 237 of the Companies Act, 2013.

37.8 The Group has complied with the number of layers prescribed under the Companies Act, 2013.

37.9 'The quarterly returns or statements of current assets filed by the group with banks and financial institutions are in agreement with the books of accounts except for one subsidiary company, the reconciliation and reasons for discrepancies are as follows:

Quarter	Name of banks	Particulars of information submitted	Amount as per the subsidiary company's books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancies
Jun-22	(i) RBL Bank Limited (ii) Kotak Mahindra Bank (iii) HDFC Bank (iv) DBS Bank India Limited (v) Standard chartered Bank (vi) Axis Bank (vii) ICICI Bank	Trade receivables	342.97	337.40	5.57	The amount reported excludes debtors more than 90 days
		Trade payables	321.40	213.82	107.58	Unbilled expenses and bills acceptance which are grouped under trade payables are not considered in the quarterly return / statement submitted to bank

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

Quarter	Name of banks	Particulars of information submitted	Amount as per the subsidiary company's books of account	Amount as reported in the quarterly return/ statement	Amount of difference	Reason for material discrepancies
Sep-22	(i) RBL Bank Limited (ii) Kotak Mahindra Bank (iii) HDFC Bank (iv) DBS Bank India Limited (v) Standard chartered Bank (vi) Axis Bank (vii) ICICI Bank	Trade receivables	364.96	359.03	5.93	The amount reported excludes debtors more than 90 days
		Trade payables	337.62	199.86	137.76	Unbilled expenses and bills acceptance which are grouped under trade payables are not considered in the quarterly return / statement submitted to bank
Dec-22	(i) RBL Bank Limited (ii) Kotak Mahindra Bank (iii) HDFC Bank (iv) DBS Bank India Limited (v) Standard chartered Bank (vi) Axis Bank (vii) ICICI Bank	Trade receivables	344.69	339.35	5.34	The amount reported excludes debtors more than 90 days.
		Trade payables	350.95	215.12	135.83	Unbilled expenses and bills acceptance which are grouped under trade payables are not considered in the quarterly return / statement submitted to bank
Mar-23	(i) RBL Bank Limited (ii) Kotak Mahindra Bank (iii) HDFC Bank (iv) DBS Bank India Limited (v) Standard chartered Bank (vi) Axis Bank (vii) ICICI Bank (viii) State Bank of India	Trade receivables	380.89	376.46	4.43	The amount reported excludes debtors more than 90 days.
		Trade payables	324.74	214.90	109.84	Unbilled expenses and bills acceptance which are grouped under trade payables are not considered in the quarterly return / statement submitted to bank

Notes:

1. Impact considered through cumulative information provided for the financial year during quarterly returns/ statements submission except as at March 31, 2023
2. Quarterly information requirements for individual banks may be different for similar line items.
3. The above information is based on the revised returns/ statements filed.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

38. Tax reconciliation:

Income tax recognised in profit or loss

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Current tax expense		
In respect of current year	5,860	3,746
In respect of earlier years	-	295
Deferred tax:		
In respect of current year	(809)	(189)
Total	**5,051**	**3,852**

Reconciliation of effective tax rate

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Profit before tax	**13,782**	**7,358**
Income tax expense calculated at the Holding Company's tax rate of 25.17% (2021-22: 25.17%)	3,469	1,852
Effect of :		
Differences in tax rates applicable to individual entities and impact of unrecognised deferred tax assets	1,739	407
Share of profit of equity accounted investee	23	185
Effect of income chargeable at special rates	-	(68)
Non deductible expense	(175)	492
Current tax for earlier years	-	295
Tax exempt income	-	(55)
Others	(5)	744
Income tax expense recognised in profit or loss	**5,051**	**3,852**

Income tax recognised in other comprehensive income

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Deferred tax on remeasurement of defined benefit plan	39	16
Equity investment through other comprehensive income		
Current tax	(63)	(110)
Deferred tax	103	10
Total	**79**	**(84)**

39. Employee benefit plans

A. Defined contribution plans

The Group participates in a number of defined contribution plans on behalf of relevant personnel. Any expense recognised in relation to these schemes represents the value of contributions payable during the period by the Group at rates specified by the rules of those plans. The only amounts included in the balance sheet are those relating to the prior months contributions that were not due to be paid until after the end of the reporting period.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

The major defined contribution plans operated by the Group are as below:

(a) **Provident fund**

In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, eligible employees of the Group entities in India are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees of the Group in India and the Group make monthly contributions at a specified percentage of the covered employees' salary.

The contributions, as specified under the law, are made to the Government.

(b) **Superannuation fund**

The Group entities in India have a superannuation plan for the benefit of its employees. Employees who are members of the superannuation plan are entitled to benefits depending on the years of service and salary drawn. The Group entities in India contribute up to 15% of the eligible employees' salary to LIC every year. Such contributions are recognised as an expense as and when incurred. The Group does not have any further obligation beyond this contribution.

The total expense recognised in profit or loss of ₹1,638 (for the year ended March 31, 2022 : ₹1,499) represents contributions payable to these plans by such entities at rates specified in the rules of the plans.

B. **Defined benefit plans**

The defined benefit plans operated by the Group are as below:

Particulars	Non-current		Current	
	As at March 31, 2023	As at March 31, 2022	As at March 31, 2023	As at March 31, 2022
Gratuity liability	800	826	233	210
Gratuity asset	-	-	-	(53)
Provision for pension plan	1,088	1,326	-	-
Total	**1,888**	**2,152**	**233**	**157**

(a) **Gratuity**

The Group's entities in India have an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees upon resignation, retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. Some of the entities in the Group makes annual contributions to gratuity funds established as trusts or insurance companies. The Group accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation.

The defined benefit plans typically expose the Group to actuarial risks such as investment risk, interest rate risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to government/high quality bond yields; if the return on plan asset is below this rate, it will create a plan deficit.
Interest risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

The following table summarises the position of assets and obligations relating to the plan:

Particulars	As at March 31, 2023	As at March 31, 2022
Present value of funded defined benefit obligation	8,111	7,520
Fair value of plan assets	7,078	6,537
Net liability recognised in the balance sheet	**1,033**	**983**
Current	**233**	**157**
Non-current	**800**	**826**

(i) Movements in the present value of the defined benefit obligation are as follows:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Opening defined benefit obligation	7,520	7,012
Current service cost	505	501
Provision assumed on account of business combination	-	12
Interest cost	528	465
Remeasurement (gains) / losses :		
Actuarial (gains) and losses arising from changes in demographic assumptions	178	41
Actuarial (gains) and losses arising from changes in financial assumptions	(43)	50
Actuarial (gains) and losses arising from experience adjustments	0	(51)
Benefits paid	(577)	(510)
Closing defined benefit obligation	**8,111**	**7,520**

(ii) Movements in the fair value of the plan assets

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Opening fair value of plan assets	6,537	5,914
Interest income	342	290
Remeasurement gain / (loss):		
Return on plan assets (excluding amounts included in net interest expense)	139	202
Contributions from the employer	636	614
Benefits paid	(576)	(482)
Closing fair value of plan assets	**7,078**	**6,537**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

(iii) Amounts recognised in statement of profit and loss & other comprehensive income in respect of these defined benefit plans are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Current service cost	505	513
Net interest expense	47	72
Components of defined benefit costs recognised in profit or loss	**552**	**585**
Remeasurement on the net defined benefit liability*:		
Actuarial (gains) / losses arising from changes in demographic assumptions	178	41
Actuarial (gains) / losses arising from changes in financial assumptions	(47)	(33)
Actuarial (gains) / losses arising from experience adjustments	0	(52)
Components of defined benefit costs recognised in other comprehensive income	**131**	**(44)**
Total	**683**	**541**

*Group's share of other comprehensive income pertaining to Joint Venture / associate entities amounting to ₹80 (March 31, 2022: ₹35) not included in the above.

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the statement of profit and loss.

The remeasurement of the net defined benefit liability is included in other comprehensive income.

(iv) Risk Exposure

The Group has invested the plan assets with the insurer managed funds. The entire plan assets are managed by Life Insurance Corporation of India (LIC). The data on plan assets has not been furnished by LIC. The expected rate of return on plan asset is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligation.

The estimates of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The expected rate of return on plan assets is based on the composition of plan assets held (through LIC), historical results of the return on plan assets, the Group's policy for plan asset management and other relevant factors.

(v) The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	Valuation as at	
	March 31, 2023	March 31, 2022
Discount rate(s)	7.19% to 7.32%	5.40% to 7.32%
Salary escalation		
Executives and staff	4.50% to 10.00%	4.50% to 12.00%
Operators	4.50% to 9.00%	4.50% to 12.00%
Attrition rate		
Executives and staff	3.00% to 25.00%	3.00% to 40.00%
Operators	1.00% to 2.09%	1.00% to 8.00%

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

(vi) Sensitivity analysis

Change in assumption	March 31, 2023	March 31, 2022
A. Discount rate + 50 BP	7.69% to 7.82%	5.65% to 7.82%
Defined Benefit Obligation	7,864	4,836
B. Discount rate - 50 BP	6.69% to 6.82%	4.90% to 6.82%
Defined Benefit Obligation	8,377	5,318
C. Salary escalation rate +50 BP	5.00% & 10.50%	5.00% & 12.50%
Defined Benefit Obligation	8,365	5,318
D. Salary escalation rate -50 BP	4.00% & 9.50%	4.00% & 11.50%
Defined Benefit Obligation	7,876	4,838

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and attrition. The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Defined benefit liability

The weighted average duration of the defined obligation (range) is 4.10 to 10.23 years (March 31, 2022: 2.29 to 10.50 years). The expected maturity analysis of undiscounted gratuity is as follows:

Particulars	March 31, 2023	March 31, 2022
Year 1	730	594
Year 2	662	687
Year 3	685	373
Year 4	529	632
Year 5	645	478
Next 5 Years	3,289	3,086

In respect of a US subsidiary of Rane (Madras) Limited [Rane Light Metal Casting Inc.]

A. Defined contribution plans

Rane Light Metal Castings Inc. has a 401k plan set up for its employees. The contributions payable to these plans by Rane Light Metal Castings Inc. are at rates specified in the rules of the schemes.

The total expense recognised in profit or loss of ₹87 (for the year ended March 31, 2022: ₹108) represents contributions payable to these plans by LMCA at rates specified in the rules of the plans.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

B. Defined benefit plans

Pension -

A participant is eligible for his normal retirement pension after the participant has attained age of 62 and terminates employment. A participant shall receive a monthly benefit payable at normal retirement age equal to:

- $23:00 multiplied by years of benefit service from December 2003 to October 10, 2005; plus
- $24:00 multiplied by years of benefit service from October 2005 to October 9, 2006; plus
- $25:00 multiplied by years of benefit service from October 9, 2006, to October 8, 2007; plus
- $26:00 multiplied by years of benefit service from October 8, 2007 to December 16, 2010; plus
- $16:00 multiplied by benefit service after December 16, 2010.

Disability benefit:

The benefit will be payable in the form of a lifetime pension until the earliest of: recovery, death or normal retirement date.

Death benefit:

If a participant dies after he/she has become vested under the Plan but before he/she begins to receive a retirement pension benefit, his/her spouse will receive a 50% survivor benefit if he/she has been married at least one year. The liability with regards to the Plan are determined by the actuarial valuation, performed by an independent actuary, at each balance sheet date using projected unit cost method. Rane Light Metal Castings Inc. contributes all ascertained liabilities to the registered investment companies which are held under a separate trust through custodian, Charles Schwab, as permitted by the Department of Labor, USA.

Rane Light Metal Casting Inc. is exposed to various risks in providing the above pension benefit which are as follows:

Interest rate risk:

The plan exposes Rane Light Metal Castings Inc. to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability (as shown in financial statements)

Investment risk:

The probability or likelihood of occurrence of losses relative to the expected return on any particular investment

Salary escalation risk:

The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability

Demographic risk:

Rane Light Metal Casting Inc. has used certain mortality and attrition assumptions in valuation of the liability. LMCA is exposed to the risk of actual experience turning out to be worse compared to the assumption

(i) Movements in the present value of the defined benefit obligation are as follows:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Present value of the obligation at the beginning of the year	4,847	4,892
Current service cost	49	54
Interest cost	180	153
Re-measurement (gains)/losses:		
- Actuarial gains and losses arising from experience adjustment	(7)	35
- Actuarial gains and losses arising from financial assumptions	(787)	(275)
Benefits paid	(170)	(155)
Foreign currency translation adjustment	394	143
Present value of the obligation at the end of the year	**4,506**	**4,847**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

(ii) Movements in the fair value of the plan assets

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Opening fair value of plan assets	**3,521**	**3,523**
Interest income	130	110
Contributions from the employer	181	129
Benefits paid	(170)	(155)
Return on plan assets, excluding interest income	(533)	(190)
Foreign currency translation adjustment	289	104
Closing fair value of plan assets	**3,418**	**3,521**

(iii) The amount included in the balance sheet arising from the entity's obligation in respect of its defined benefit plans is as follows :

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Present value of funded defined benefit obligation	**4,506**	4,847
Fair value of plan assets	3,418	3,521
Net liability arising from defined benefit obligation	**1,088**	**1,326**
Current	-	-
Non-current	1,088	1,326

(iv) Amounts recognised in statement of profit and loss in respect of these defined benefit plans are as follows:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Current service cost	49	54
Net Interest expense	50	43
Components of defined benefit costs recognised in profit or loss	**99**	**97**
Components of defined benefit cost recognised in other comprehensive income		
Remeasurement on the net defined benefit liability:		
- Actuarial gains and losses arising from experience adjustment	(7)	35
- Actuarial gains and losses arising from financial assumptions	(787)	(275)
Return on plan assets	533	190
Net income / (cost) in other comprehensive income	**(261)**	**(50)**

Assumptions	Year ended March 31, 2023	Year ended March 31, 2022
Discount rate	3.49%	3.08%
Salary escalation		
Executives Managers & below / Senior Manager & above	0.00%	0.00%
Operators	0.00%	0.00%
Expected rate of attrition		
Rate of employee turnover	90% of 2003 SoA SPAT Table	90% of 2003 SoA SPAT Table

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Rane Light Metal Castings Inc. has generally invested the plan assets with the insurer managed funds. The insurance company has invested the plan assets in Government Securities, Debt Funds, Equity shares, Mutual Funds, Money Market Instruments and Time Deposits. The expected rate of return on plan asset is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligation.

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Sensitivity analysis

Particulars	As at March 31, 2023	As at March 31, 2022
Projected benefit obligation on current assumptions	**4,504**	**4,847**
Delta effect of +0.5% change in rate of discounting	(254)	(329)
Delta effect of -0.5% change in rate of discounting	281	368

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods of assumptions used in preparing the sensitivity analysis from prior years.

Defined benefit liability

The weighted average duration of the defined benefit obligation is 10 years. The expected maturity analysis of undiscounted gratuity is as follows:

Particulars	March 31, 2023	March 31, 2022
Year 1	212	188
Year 2	205	189
Year 3	213	198
Year 4	224	205
Year 5	234	215
After 5 Years	1,268	1,189

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

40. Related party disclosures

Description of relationship	Name of the related party
List of related parties where joint control exists	
Joint venture / associate entities	ZF Rane Automotive India Private Limited (ZRAI) (formerly known as Rane TRW Steering Systems Private Limited (RTSS))
	ZF Rane Occupant Safety Systems Private Limited (subsidiary of ZRAI)
	Rane NSK Steering Systems Private Limited (RNSS)
Other related parties where transactions have taken place	
Key Management Personnel (KMP)	Mr. L Ganesh
	Mr. Harish Lakshman
Relative of KMP	Mr. L Lakshman
	Mr. Aditya Ganesh
Enterprises over which KMP or relatives of KMP can exercise significant influence	Rane Foundation
Post employment benefit plans	Rane Holdings Limited Gratuity Fund
	Rane Holdings Limited Senior Executives Superannuation Fund
	Rane Madras Employee Gratuity Fund
	Rane Madras Employee Senior Executives Pension Fund
	Rane Engine Valve Limited Employees Gratuity Fund
	Rane Engine Valve Limited Senior Executives Pension Fund
	Rane Brake Lining Limited Employees Gratuity Fund
	Rane Brake Lining Limited Senior Executives Pension Fund

Details of related party transactions:

Description	Joint venture / associate entities		Key management personnel		Relative of KMP		Enterprises over which KMP or relatives of KMP can exercise significant influence		Post employment benefit plans	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Transaction during the year										
Fee for services rendered										
ZRAI	1,215	810	-	-	-	-	-	-	-	-
RNSS	955	734	-	-	-	-	-	-	-	-
Trademark fee income			-		-		-		-	
ZRAI	1,774	1,275	-	-	-	-	-	-	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Description	Joint venture / associate entities		Key management personnel		Relative of KMP		Enterprises over which KMP or relatives of KMP can exercise significant influence		Post employment benefit plans	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
RNSS	1,494	1,401	-	-	-	-	-	-	-	-
Fee for services received										
Rane Foundation	-	-	-	-	-	-	-	5	-	-
ZRAI	11	-	-	-	-	-	-	-	-	-
RNSS	32	-	-	-	-	-	-	-	-	-
Other income										
ZRAI	-	12	-	-	-	-	-	-	-	-
Sales										
ZRAI	1,327	1,319	-	-	-	-	-	-	-	-
RNSS	1	-	-	-	-	-	-	-	-	
Purchases										
ZRAI	211	314	-	-	-	-	-	-	-	-
RNSS	3,344	3,082	-	-	-	-	-	-	-	-
Reimbursement of expenses from										
ZRAI	23	30	-	-	-	-	-	-	-	-
RNSS	17	40	-	-	-	-	-	-	-	-
Reimbursement of expenses to										
ZRAI	4	2	-	-	-	-	-	-	-	-
L Lakshman	-	-	-	-	2	-	-	-	-	-
Dividend received										
ZRAI	1,670	612	-	-	-	-	-	-	-	-
CSR contributions to										
Rane Foundation	-	-	-	-	-	-	115	132	-	-
Advisory fee paid										
L Lakshman	-	-	-	-	125	106	-	-	-	-
Salary and other perquisites										
L Ganesh	-	-	310	204	-	-	-	-	-	-
Harish Lakshman	-	-	94	79	-	-	-	-	-	-
Aditya Ganesh	-	-	-	-	76	59	-	-	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Description	Joint venture / associate entities		Key management personnel		Relative of KMP		Enterprises over which KMP or relatives of KMP can exercise significant influence		Post employment benefit plans	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Commission										
L Ganesh	-	-	223	295	-	-	-	-	-	-
Sitting fees	-	-	15	16	-	2	-	-	-	-
Contribution to post employment benefit plan										
Rane Holdings Limited Gratuity Fund	-	-	-	-	-	-	-	-	33	30
Rane Holdings Limited Senior Executives Superannuation Fund	-	-	-	-	-	-	-	-	36	23
Rane Madras Employee Gratuity Fund	-	-	-	-	-	-	-	-	251	290
Rane Madras Employee Senior Executives Pension Fund	-	-	-	-	-	-	-	-	55	58
Rane Engine Valve Limited Employees Gratuity Fund	-	-	-	-	-	-	-	-	240	240
Rane Engine Valve Limited Senior Executives Pension Fund	-	-	-	-	-	-	-	-	26	22
Rane Brake Lining Limited Employees Gratuity Fund	-	-	-	-	-	-	-	-	78	143
Rane Brake Lining Limited Senior Executives Pension Fund	-	-	-	-	-	-	-	-	25	26

Details of related party balances:

Description	Joint venture / associate entities		Key management personnel		Relative of KMP		Enterprises over which KMP or relatives of KMP can exercise significant influence		Post employment benefit plans	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Balance as at March 31,										
Trade payable										
ZRAI	65	58	-	-	-	-	-	-	-	-
RNSS	787	468	-	-	-	-	-	-	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Description	Joint venture / associate entities		Key management personnel		Relative of KMP		Enterprises over which KMP or relatives of KMP can exercise significant influence		Post employment benefit plans	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Commission payable										
L Ganesh	-	-	223	295	-	-	-	-	-	-
Receivables										
ZRAI	575	329	-	-	-	-	-	-	-	-
RNSS	155	139	-	-	-	-	-	-	-	-
Other receivables										
ZRAI	13	-	-	-	-	-	-	-	-	-
RNSS	13	-	-	-	-	-	-	-	-	-

Remuneration to Key Management Personnel

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Short-term benefits paid	606	560
Other long term benefits paid	21	18
Total	**627**	**578**

Note: As the future liabilities of gratuity and compensated absences are provided on an actuarial basis for the respective companies as a whole, the amounts pertaining to key managerial person is not ascertainable separately and therefore, not included above.

41. Segment reporting

The Group is engaged in the activities related to manufacture and supply of auto components and providing technological services for transportation industry. The Chief Operating Decision Maker (Board of Directors) reviews the operating results as a whole for purposes of making decisions about resources to be allocated and assess its performance, the entire operations are to be classified as a single segment, namely components and technological services for transportation industry. All the manufacturing facilities are located in India and United States of America. Accordingly, there is no other reportable segment as per Ind AS 108 Operating Segments.

Geographical information

The Group's revenue from external customers by location of operations and information about its non current assets** by location of operations are detailed below.

Particulars	Revenue from external customers		Non-current assets**	
	Year ended March 31, 2023	Year ended March 31, 2022	Year ended March 31, 2023	Year ended March 31, 2022
India	2,63,744	2,01,549	81,450	78,163
Rest of the world	87,089	66,181	12,099	12,099
Total	**3,50,833**	**2,67,730**	**93,549**	**90,262**

The geographical information considered for disclosure are – India and Rest of the World.

** Non-current assets are used in the operations of the Group to generate revenues both in India and outside India. Non-current assets exclude investment accounted for using equity method, financial assets, deferred tax assets and tax assets.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

Information about major customers

The group does not have any customers contributing more than 10% of the total sales.

42 a. Contingent liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Claims against the Group not acknowledged as debts		
- Income tax matters	3,591	2,930
- Indirect tax matters	1,054	1,082
- Labour related matters	506	464
- Others - customer claim disputed by the Group	86	73
Total	5,237	4,550

b. Commitments

Particulars	As at March 31, 2023	As at March 31, 2022
Commitments		
Estimated amount of contracts remaining to be executed on capital account, net of advance	3,725	5,192
Uncalled liability on investment in Auto Tech I, L.P	267	360

In addition to the above, the Group from time to time is also engaged in proceedings pending with various authorities in the ordinary course of business. Judgement is required in assessing the range of possible outcomes for some of these matters, which could change substantially over time as each of the matters progresses depending on experience on actual assessment proceedings by the respective authorities and other judicial precedents. Based on its internal assessment supported by external legal counsel views, as considered necessary, the Group believes that it will be able to sustain its positions if challenged by the authorities and accordingly no additional provision / disclosures are required for these matters. The Management is of the view that above matters will not have any material adverse effect on the Group's financial position and results of operations.

43. Earnings per share ('EPS')

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Profit after tax attributable to the owners	6,227	2,414
Weighted average number of shares	1,42,77,809	1,42,77,809
a. Basic Earning per share (₹)	43.61	16.91
b. Diluted Earnings per share (₹)	43.61	16.91

44. Leases

a. Break-up of current and non-current lease liabilities:

Particulars	As at March 31, 2023	As at March 31, 2022
Current lease liabilities	404	307
Non-current lease liabilities	944	819
Total	1,348	1,126

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

b. Movement in Lease liabilities:

Particulars	As at March 31, 2023	As at March 31, 2022
Opening balance	1,126	1,138
Additions	602	259
Interest expense on lease liabilities	170	106
Deletions	(7)	(15)
Payment of lease liabilities	(495)	(361)
Effects of foreign exchange	(48)	(1)
Closing balance	1,348	1,126

c. Maturity analysis - contractual undiscounted cash flows

Particulars	As at March 31, 2023	As at March 31, 2022
Less than one year	411	366
One to five years	632	449
More than five years	1,074	1,131
Total	2,117	1,946

d. Amounts recognized in profit or loss

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Interest on lease liabilities	170	106
Expenses relating to short-term leases recognised in other expenses	559	381

e. Amounts recognised in cash flow statement

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Total cash outflows for leases	495	361

45. Exceptional Items

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Impairment of goodwill	-	(163)
Employee retention credit	-	2,726
Paycheck protection program	-	1,945
Impairment of property, plant and equipment (refer note 45.1)	(904)	-
VRS expenditure (refer note 45.2)	(309)	(420)
Provision for customer quality claims (refer note 45.3)	(619)	-
Total	(1,832)	4,088

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

45.1 As at March 31, 2023, on account of changes in market conditions and rising cost of capital, the Group has assessed the recoverable amount (higher of value in use and fair value less cost of disposal) of the net assets of Rane Light Metal Castings Inc, ('LMCA') the step-down subsidiary of the company which represents a single cash generating unit (CGU). Based on such assessment, the Group has recorded an impairment charge of ₹904 as an exceptional item in its consolidated financial statements during the year ended March 31, 2023. In order to carry out the above assessment, Group has considered projections of future cash flows of the entity based on the most recent long-term forecasts, including selling price / related volumes and fair market value of property, plant and equipment, as applicable.

45.2 Voluntary Retirement Scheme (VRS) expenditure incurred in respect of employees of certain subsidiaries who have opted for VRS aggregated to ₹309 (March 31, 2022: ₹420).

45.3 Rane Engine Valve Limited ("REVL"), a subsidiary company incurred a provision for customer quality claims for ₹619 for the year ended March 31, 2023 towards estimated product liability costs, in respect of certain valves supplied to an overseas customer pending finalisation. REVL has initiated insurance claim in respect of the same, which is under process. The management is of the opinion that the provision carried as at March 31, 2023 is adequate to cover the estimated net liability.

46. Group information

The group's subsidiaries, joint venture / associate entities are set out below

Companies	Country of incorporation	% of voting power held	
		As at March 31, 2023	As at March 31, 2022
a. Information about subsidiaries			
Rane (Madras) Limited - (RML)	India	71.77%	71.77%
Rane (Madras) International Holdings B.V (RMIH) - (subsidiary of RML)	The Netherlands	100.00%	100.00%
Rane Light Metal Castings Inc. (LMCI)	The United States of America	100.00%	100.00%
Rane Engine Valve Limited - (REVL)	India	57.28%	54.82%
Rane Brake Lining Limited - (RBL)	India	50.03%	50.03%
Rane t4u Private Limited	India	98.59%	98.59%
Rane Holdings America Inc.	The United States of America	100.00%	100.00%
Rane Holdings Europe GmbH	Germany	100.00%	100.00%
b. Information about Joint venture / associate entities			
ZF Rane Automotive India Private Limited - (ZRAI) (formerly known as Rane TRW Steering Systems Private Limited)	India	49.00%	49.00%
ZF Rane Occupant Safety Systems Private Limited (ZROS) (subsidiary of ZRAI)	India	100.00%	100.00%
Rane NSK Steering Systems Private Limited - (RNSS)	India	49.00%	49.00%

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

47. Disclosure of additional information as required by Schedule III:

Name of the entity	For the year ended March 31, 2023							
	Net assets, i.e., total assets minus total liabilities		Share of profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent: Rane Holdings Limited	51.04%	53,636	55.32%	4,830	1.44%	(24)	68.04%	4,806
Subsidiaries - Indian								
(Parent's share)								
1. Rane (Madras) Limited - consolidated	16.49%	17,332	24.56%	2,144	71.09%	(1,185)	13.58%	959
2. Rane Engine Valve Limited	5.71%	6,004	(0.06%)	(5)	(0.84%)	14	0.13%	9
3. Rane Brake Lining Limited	12.43%	13,064	19.15%	1,672	(1.02%)	17	23.91%	1,689
4. Rane t4u Private Limited	0.14%	150	(2.53%)	(221)	0.00%	-	(3.13%)	(221)
Subsidiaries - Foreign								
1. Rane Holdings America Inc.	0.08%	87	0.37%	32	(0.24%)	4	0.51%	36
2. Rane Holdings Europe GmbH	0.05%	52	0.07%	6	(0.18%)	3	0.13%	9
Non-controlling interests	23.13%	24,307	28.68%	2,504	26.21%	(437)	29.26%	2,067
Joint venture / associate entities (investment as per the equity method)								
Indian								
1. ZF Rane Automotive India Private Limited (formerly known as Rane TRW Steering Systems Private Limited)			54.56%	4,764	3.00%	(50)	66.73%	4,714
2. Rane NSK Steering Systems Private Limited			(55.62%)	(4,856)	0.36%	(6)	(68.83%)	(4,862)
Consolidation adjustments	(9.07%)	(9,537)	(24.50%)	(2,139)	0.18%	(3)	(30.33%)	(2,142)
Total	**100%**	**1,05,095**	**100%**	**8,731**	**100%**	**(1,667)**	**100%**	**7,064**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Name of the entity	For the year ended March 31, 2022							
	Net assets, i.e., total assets minus total liabilities		Share of profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent: Rane Holdings Limited	50.26%	50,543	96.63%	3,388	34.53%	299	84.33%	3,687
Subsidiaries - Indian								
(Parent's share)								
1. Rane (Madras) Limited - consolidated	16.28%	16,372	20.37%	714	45.50%	394	25.34%	1,108
2. Rane Engine Valve Limited	5.30%	5,326	(18.51%)	(649)	0.69%	6	(14.71%)	(643)
3. Rane Brake Lining Limited	12.08%	12,149	36.85%	1,292	(1.85%)	(16)	29.19%	1,276
4. Rane t4u Private Limited	0.37%	371	(34.46%)	(1,208)	5.77%	50	(26.49%)	(1,158)
Subsidiaries - Foreign								
1. Rane Holdings America Inc.	0.05%	50	0.77%	27	0.46%	4	0.71%	31
2. Rane Holdings Europe GmbH	0.04%	43	0.11%	4	(0.12%)	(1)	0.07%	3
Non-controlling interests	22.81%	22,932	31.15%	1,092	17.55%	152	28.45%	1,244
Joint venture / associate entities (investment as per the equity method)								
Indian								
1. ZF Rane Automotive India Private Limited (formerly known as Rane TRW Steering Systems Private Limited)			69.91%	2,451	1.04%	9	56.27%	2,460
2. Rane NSK Steering Systems Private Limited			(90.90%)	(3,187)	(3.58%)	(31)	(73.60%)	(3,218)
Consolidation adjustments	(7.19%)	(7,232)	(11.92%)	(418)	-	-	(9.56%)	(418)
Total	**100%**	**1,00,554**	**100%**	**3,506**	**100%**	**866**	**100%**	**4,372**

48. Financial instruments

48.1 Capital management

For the purpose of the Group's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Group.

The Group's capital management is intended to create value for shareholders by achieving the long-term and short-term goals of the Group, maintain the Group as a going concern and maintain optimal capital structure.

The Group determines the amount of capital required on the basis of annual operating plan coupled with long-term and strategic investment and expansion plans. The funding needs are met through cash generated from operations, long-term and short-term bank borrowings.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

The capital structure of the Group consists of net debt (borrowings offset by cash and bank balances as detailed in notes 23 and 19.a) and total equity of the Group.

The Group monitors the capital structure on the basis of debt to equity, debt to capital employed etc. and the maturity profile of the overall debt portfolio of the Group.

The Group is not subject to any externally imposed capital requirements.

48.2 Gearing ratio

The table below summarises net debt to equity:

Particulars	As at March 31, 2023	As at March 31, 2022
Debt *	85,285	77,679
Cash and cash equivalents	(4,714)	(2,715)
Net debt	**80,571**	**74,964**
Total Equity**	**1,05,095**	**1,00,554**
Net debt to equity ratio	0.77	0.75

*Debt is defined as long-term and short-term borrowings.

**Equity includes all capital and reserves of the Group.

48.3 Fair value measurements

The following table shows the carrying amounts and fair values of financial assets and financial liabilities:

Financial instrument by category

Particulars	As at March 31, 2023			As at March 31, 2022		
	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost
Financial assets						
Loans	-	-	38	-	-	98
Investments in equity instruments	-	4,162	496	-	4,452	496
Trade receivables	-	-	64,218	-	-	57,547
Cash and cash equivalents	-	-	4,714	-	-	2,715
Bank balances other than above	-	-	96	-	-	96
Other financial assets (excluding derivative instruments)	-	-	4,262	-	-	6,509
Derivative assets	792	-	-	811	-	-
Mutual fund investments (mandatorily measured at FVTPL)	2,543	-	-	1,209	-	-
Total financial assets	**3,335**	**4,162**	**73,824**	**2,020**	**4,452**	**67,461**
Financial liabilities						
Borrowings	-	-	85,285	-	-	77,679
Trade payables	-	-	48,612	-	-	49,916
Derivative liabilities	234	-	-	22	-	-
Other financial liabilities	-	-	8,874	-	-	7,858
Total financial liabilities	**234**	**-**	**1,42,771**	**22**	**-**	**1,35,453**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

The group has not disclosed the fair values of financial instruments such as loans, trade receivables, cash and cash equivalents, bank balances other than above, other financial assets, borrowings, trade payables and other financial liabilities because their carrying amounts are at reasonable approximation of fair value.

48.3.1 The below table summarise the fair value hierarchy of the financial assets / liabilities:

Particulars	As at March 31, 2023	As at March 31, 2022	Fair Value Hierarchy (Level 1,2,3)*	Valuation technique
Financial assets				
a. Mutual fund investments (unquoted) (mandatorily measured at FVTPL)	2,543	1,209	2	Fair value is determined based on Net Assets Value published by respective funds.
b. Derivative assets (forward contracts)	792	811	2	The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currencies.
c. Investments in equity instruments measured at FVOCI	4,162	4,452	3	Fair value of the investment is determined based on the fair value of the net assets as furnished by the fund which in turn is determined using various significant unobservable inputs including the purchase price, developments concerning the investee company of the fund subsequent to acquisition, data and projections of investee company etc. The estimated fair value would increase or decrease depending upon changes to such inputs.
Total	7,497	6,472		

Particulars	As at March 31, 2023	As at March 31, 2022	Fair Value Hierarchy (Level 1,2,3)*	Valuation technique
Financial liabilities				
Derivative liabilities	234	22	2	The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currencies.
Total	234	22		
Net financial assets / (liabilities)	7,263	6,450		

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values.

Particulars	Amount
Balance at April 01, 2021	**4,452**
Unrealised gain / (loss) on account of change in fair value	384
Capital distribution, net	(384)
Balance at March 31, 2022	**4,452**
Unrealised gain / (loss) on account of change in fair value	(21)
Capital distribution, net	(269)
Balance at March 31, 2023	**4,162**

There have been no transfers among Level 1, Level 2 and Level 3 during the year ended March 31, 2023 and March 31, 2022.

* Fair value hierarchy (Level 1,2,3)

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

48.4 Financial risk management

The Group has adequate internal processes to assess, monitor and manage financial risks. These risks include market risk, credit risk, equity price risk and liquidity risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. The primary market risk to the Group is foreign exchange risk. The Group uses derivative financial instruments to mitigate foreign exchange related risk exposures. The Group's exposure to credit risk is influenced mainly by the individual credit profile of each customer and the concentration of risk from the top few customers.

The risk management objective of the Group is to hedge risk of change in the foreign currency exchange rates associated with it's direct & indirect transactions denominated in foreign currency. Since most of the transactions of the Group are denominated in its functional currency (INR), any foreign exchange fluctuation affects the profitability of the Group and its financial position. Hedging provides stability to the financial performance by estimating the amount of future cash flows and reducing volatility.

48.4.1 Market risk

Market risk is the risk that changes in the market prices - such as foreign exchange rates, interest rates and equity prices - will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Group operates on a global platform and a portion of the business is transacted in multiple currencies. Consequently, the Group is exposed to foreign exchange risk through its sales in the United States, European Union and other parts of the world, and purchases from overseas suppliers in different foreign currencies. The Group holds derivative financial instruments such as foreign exchange forward and options contracts to mitigate the risk of changes in exchange rates on foreign currency exposures.

48.5 Foreign currency risk management

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange and option contracts.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
	In equivalent INR	In equivalent INR
Financial assets		
USD	19,843	17,372
EUR	3,193	2,372
GBP	18	31
Financial liabilities		
USD	1,542	11,094
EUR	291	2,954
JPY	472	1,677
CNH	-	54
SGD	-	7
GBP	1	-

48.5.1 Foreign currency sensitivity analysis

The Group is mainly exposed to US Dollar and EURO currencies. The following table details the group's sensitivity to a 5% increase and decrease against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. The sensitivity analysis includes loans to foreign operations within the Group where the denomination of the loan is in a currency other than the functional currency of the lender or the borrower. A negative number below indicates a decrease in profit or equity where the Indian Rupee strengthens by 5% against the relevant currency. For a 5% weakening of the Indian Rupee against the relevant currency, there would be a opposite impact on the profit or equity.

Particulars	Impact on profit or loss for the year		Impact on other components of equity as at the end of the reporting period	
	Strengthening	Weakening	Strengthening	Weakening
Increase/decrease by 5%				
2022-23				
USD	(499)	499	(208)	208
EUR	(145)	145	-	-
GBP	(1)	1	-	-
JPY	24	(24)	-	-
2021-22				
USD	(91)	91	(223)	223
EUR	29	(29)	-	-
GBP	(2)	2	-	-
JPY	84	(84)	-	-

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2023

(All amounts are in INR lakhs unless otherwise stated)

In management's opinion, the sensitivity analysis is not a complete reflection of the inherent foreign exchange risk considering the fact that the exposure at the end of the reporting period does not reflect the exposure during the year.

48.5.2 Derivative Financial Instruments

The Group holds derivative financial instruments such as foreign currency forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank or a financial institution. It is the policy of the Group to enter into forward foreign exchange contracts to cover specific foreign currency payments and receipts within a specific range. The Group also enters into forward foreign exchange contracts to manage the risk associated with anticipated sales and purchase transactions ranging from 6 months to one year by covering a specific range of exposure generated. Adjustments are made to the initial carrying amount of non-financial hedged items when the anticipated sale or purchase transaction takes place.

The foreign exchange forward and options contracts mature within 12 months. The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as of the Balance Sheet date:

Particulars	As at March 31, 2023	As at March 31, 2022
Buy USD		
Less than 3 months	-	-
Later than 3 months but upto 6 months	-	-
Total	**-**	**-**
Sell USD		
Less than 3 months	6,903	4,145
Later than 3 months but upto 6 months	6,298	2,846
Later than 6 months but not later than 1 year		4,277
Later than 1 year		4,803
Total	**13,201**	**16,072**
Buy JPY		
Less than 3 months	(228)	(1,284)
Total	(228)	(1,284)
Buy Euro		
Less than 3 months	(62)	(137)
Total	**(62)**	**(137)**
Sell Euro		
Less than 3 months	1,990	1,034
Later than 3 months but upto 6 months	1,557	691
Later than 6 months but not later than 1 year	-	-
Total	**3,547**	**1,725**
Sell GBP		
Less than 3 months	16	32
Total	**16**	**32**

The Group has designated foreign exchange forward contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast cash transactions. The related hedge transactions for balance in cash flow hedge reserve are expected to occur and reclassified to the Statement of Profit and loss within 3-12 months.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instruments, including whether the hedging instruments is expected to offset changes in cash flows of hedged items.

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing.

The reconciliation of cash flow hedge reserve for the year ended March 31, 2023 is as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	**-**	**132**
Gain/loss recognised in other comprehensive income during the year (net of tax)	-	(132)
Acquisition of non-controlling interests	-	-
Balance at the end of the year	**-**	**-**

48.5.3 Interest rate risk management

The Group adopts appropriate policies to ensure that the interest rate risk exposure is at a fixed rate. This is achieved partly by entering into fixed-rate instruments and partly by borrowing at a floating rate.

If interest rate had been 50 basis points higher / lower and all other variables were held constant, the Group's profit for the year ended March 31, 2023 would decrease / increase by ₹426 (₹388). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowing.

48.6 Other price risks

The Group is exposed to equity price risks arising from equity investments. Equity investments are held for strategic rather than trading purposes. The Group doesn't actively trade these investments.

48.6.1 Equity price sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risks at the end of the reporting period.

If the fair value had been 1% higher / lower, profit for the year ended March 31, 2023 would increase / decrease by ₹42 (March 31, 2022: ₹45) as a result of the changes in fair value of equity investments which have been irrevocably designated at FVOCI.

48.7 Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the group. Credit risk arises primarily from trade receivables, cash and cash equivalents, investments, other bank balances and other financial assets. The carrying amounts of financial assets represent the maximum credit risk exposure.

The Group's trade and other receivables consists of a large number of customers, across geographies, hence the Group is not exposed to concentration risk.

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

48.7.1 Expected credit loss for trade receivables under simplified approach

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience based on: a) Past trend of outstanding receivables over a rolling period of past 24 months and b) actual amount of outstanding receivables as on the reporting date.

48.7.2 Expected credit loss for cash and cash equivalents and other bank balances

The estimated gross carrying amount of default is Nil (March 31, 2022: Nil) for cash and cash equivalents, other bank balances and other derivative instruments. Consequently there are no expected credit loss recognised for these financial assets. The credit risk on derivative financial instruments is limited because the counterparties are predominantly banks with high credit-ratings.

48.7.3 Expected credit loss for investments

The investments primarily relate to investment in mutual funds, power generating companies and other equity instruments. The Group maintains its investment with reputed banks / financial institutions. The credit risk on these instruments is limited because the counterparties are banks / financial institutions with high credit ratings assigned by international credit rating agencies.

48.7.4 Expected credit loss for other financial assets

The other financial assets primarily includes security deposits, tooling related receivables and others. The credit risk on these instruments is limited because the Group does not expect any non-performance by the counterparties.

48.8 Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the respective board of directors, which has established an appropriate liquidity risk management framework for the management of the respective company's short-term, medium-term and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

48.8.1 Liquidity and interest risk

The following tables detail the Group's remaining contractual maturity with agreed repayment periods. The below information has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period. The contractual maturity is based on the earliest date on which the Group may be required to pay.

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2023

Particulars	Carrying amount	Less than 1 year	1-5 years	5 or more years	Total contractual cash flows
Borrowings	85,285	54,195	32,667	296	87,158
Trade payables	48,612	48,612	-	-	48,612
Other financial liabilities	9,108	8,957	151	-	9,108
Total	**1,43,005**	**1,11,764**	**32,818**	**296**	**1,44,878**

NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2023
(All amounts are in INR lakhs unless otherwise stated)

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2022

Particulars	Carrying amount	Less than 1 year	1-5 years	5 or more years	Total contractual cash flows
Borrowings	77,679	48,267	34,403	871	83,541
Trade payables	49,916	49,916	-	-	49,916
Other financial liabilities	7,880	7,880	-	-	7,880
Total	**1,35,475**	**1,06,063**	**34,403**	**871**	**1,41,337**

One of the subsidiary company exceeded the threshold on certain covenants regarding financial ratios as at March 31, 2023. The respective subsidiary company is in the process of and believes that it would obtain necessary waivers / extension from the bankers and /or cure the breach within the permitted time periods and there is no event of default in this regard.

49. Events after reporting date

The Group has evaluated subsequent events from the balance sheet date through May 12, 2023, the date on which the consolidated financial statements were authorised for issue, and determined that there are no items to disclose.

50. Approval of financial statements

The financial statements were approved for issue by the Board of Directors on May 12, 2023.

As per our report of even date attached

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.: 101248W/W-100022

For and on behalf of the Board of Directors of
Rane Holdings Limited

S Sethuraman
Partner
Membership No.: 203491

Harish Lakshman
Vice Chairman & Joint Managing Director
DIN:00012602

Ganesh Lakshminarayan
Chairman & Managing Director
DIN:00012583

Place: Chennai
Date: May 12, 2023

M A P Sridhar Kumar
Chief Financial Officer

Siva Chandrasekaran
Company Secretary

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statements of subsidiaries / joint venture / associate

Part "A": Subsidiaries

₹ In Lakhs
USD in Thousands
Euro in Thousands

1.	Sl. No.	1	2	3	4	5		6	
2.	Name of the subsidiary	Rane (Madras) Limited	Rane Engine Valve Limited	Rane Brake Lining Limited	Rane t4u Private Limited	Rane Holdings America Inc.		Rane Holdings Europe GmbH	
3.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	No	No	No	No	No		No	
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.					USD 1USD = ₹ 82.11		EURO 1EURO = ₹ 89.55	
						USD	INR	EURO	INR
5.	Share capital	1,627	706	773	1,800	20	10	25	18
6.	Reserves & surplus	22,523	9,776	25,340	(1,688)	85	77	33	34
7.	Total assets	1,34,892	35,213	37,415	629	183	150	72	65
8.	Total Liabilities	1,10,742	24,731	11,302	517	77	64	15	13
9.	Investments	146	215	135	-	-	-	-	-
10.	Turnover (including Other Income)	2,37,230	49,963	60,707	769	840	675	157	131
11.	Profit / (Loss) before taxation	5,831	11	4,453	(224)	55	44	10	9
12.	Provision for taxation	2,844	22	1,112	-	15	12	3	3
13.	Profit / (Loss) after taxation	2,987	(10)	3,341	(224)	39	32	7	6
14.	Proposed Dividend	-	-	₹ 25 per share	-	-	-	-	-
15.	% of shareholding	71.77%	57.28%	50.03%	98.59%	100.00%		100.00%	

For and on behalf of the Board of Directors of
Rane Holdings Limited

Harish Lakshman
Vice Chairman & Joint Managing Director
DIN:00012602

Ganesh Lakshminarayan
Chairman & Managing Director
DIN:00012583

Place: Chennai
Date: May 12, 2023

M A P Sridhar Kumar
Chief Financial Officer

Siva Chandrasekaran
Company Secretary

Part "B": Joint venture / associate

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Joint Venture / associate

₹ in Lakhs

Particulars		Joint venture / associate entities	
		ZF Rane Automotive India Private Limited (Formerly known as Rane TRW steering systems Private Limited)	Rane NSK Steering Systems Private Limited
1.	Latest audited balance sheet date	March 31, 2023	March 31, 2023
2.	Share of joint venture / associate entities held by the company on the year end		
	Number of shares	42,81,740	87,71,000
	Amount of investment	2,285	1,012
	Extent of holding %	49.00%	49.00%
3.	Description of how there is significant influence	Note 1	Note 1
4.	Reason why the joint venture / associate entities are not consolidated	Note 2	Note 2
5.	Networth attributable to shareholding as per latest audited balance sheet	24,113	166
6.	Profit / (loss) for the year		
i.	Considered in consolidation	4,764	(4,856)
ii.	Not considered in consolidation	4,959	(5,055)

Note 1: There is significant influence due to percentage (%) of Share Capital.

Note 2: The results of the Joint venture / associate are incorporated in the consolidated financial statements using Equity Method of accounting

For and on behalf of the Board of Directors of
Rane Holdings Limited

Harish Lakshman
Vice Chairman & Joint Managing Director
DIN:00012602

Ganesh Lakshminarayan
Chairman & Managing Director
DIN:00012583

M A P Sridhar Kumar
Chief Financial Officer

Siva Chandrasekaran
Company Secretary

Place: Chennai
Date: May 12, 2023

Annexure to the Report of the Board of Directors

PARTICULARS OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES

for the Financial Year 2022-23

Details as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. Remuneration paid to Directors and Key Managerial Personnel

Name	Designation	% increase / (decrease) of remuneration FY 2022-23	Ratio of remuneration of each Director to median remuneration of employees
Key Managerial Personnel			
Mr. L Ganesh	Chairman & Managing Director	47%	47.06
Mr. Harish Lakshman	Vice-Chairman & Joint Managing Director	19%	10.09
Mr. M A P Sridhar Kumar	Chief Financial Officer	NA (refer note iii)	NA
Mr. Siva Chandrasekaran	Secretary	26%	NA

Note:

(i) None of the other Directors receive any remuneration from the Company except sitting fees for attending meeting of the Board / Committee(s) thereof.

(ii) Remuneration considered based on annual emoluments (including variable pay) and designation as on date.

(iii) Not comparable since employed part of the FY 2021–22 (w.e.f. February 01, 2022).

(iv) The remuneration to Mr. Harish Lakshman pertains to the perquisite value of furnished housing accommodation provided by the Company.

2. Percentage increase in median remuneration during the year: **22%.**

3. Number of permanent employees on the rolls of the Company as on March 31, 2023: **115**.

4. Average percentile Increase already made in salaries of employees other than the managerial personnel in the last financial year (FY 2022-23) was **27%** as against the percentile increase in managerial remuneration by **41%** in the last financial year (FY 2022-23). The increase in managerial remuneration is in line with the performance of the Company & Industry practice.

5. It is hereby affirmed that the remuneration paid is in accordance with the remuneration policy of the Company.

For and on behalf of the Board

Harish Lakshman
Vice Chairman &
Joint Managing Director
DIN:00012602

Ganesh Lakshminarayan
Chairman &
Managing Director
DIN:00012583

Chennai
May 12, 2023

NOTES

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Chennai-600086, India
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