

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 Eighth (88th) Annual General Meeting** of **Rane Holdings Limited** will be held on **Friday, August 02, 2024 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, 2024, 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, 2024 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, 2024 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 ₹25/- 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, 2024 and the same to be paid to those shareholders, whose names appear in the Company's Register of Members as on Friday, July 26, 2024."

3. To appoint a Director in the place of Mr. Harish Lakshman (DIN:00012602), 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. Harish Lakshman (DIN:00012602) who retires by rotation under

article 108 and 110 of the Articles of Association of the Company and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

4. To re-appoint Mr. Pradip Kumar Bishnoi (DIN:00732640) as an Independent Director for a second term

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

"Resolved that pursuant to Section 149, 150, 152 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), Mr. Pradip Kumar Bishnoi (DIN:00732640) who was appointed as an Independent Director and who holds office upto the conclusion of this Annual General Meeting and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term with effect from conclusion of this Annual General Meeting upto July 01, 2026, in accordance with the policy of the Company applicable to Board of Directors from time to time."

5. To appoint Mr. Muthiah Murugappan Murugappan (DIN:00170478) as an Independent Director

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

"Resolved that pursuant to Section 149, 150, 152 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), approval of the Members of the Company be and is hereby accorded to appoint Mr. Muthiah Murugappan

Murugappan as an Independent Director of the Company, not liable to retire by rotation, in terms of section 149 of the Act read with Articles of Association of the Company, to hold office for a term of five consecutive years with effect from August 02, 2024 up to August 01, 2029, 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**

Place: Chennai
Date: May 15, 2024

Siva Chandrasekaran
Secretary

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

NOTES:

1. The 88th AGM of the Company is being conducted through VC / OAVM Facility, in compliance with General Circular No. 09/2023 dated September 25, 2023 read with previous circulars in this regard 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 88th 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 record date for the purpose of dividend and cut-off date for the purpose of determining eligibility of members for voting in connection with the 88th AGM is **Friday, July 26, 2024**,
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 88th AGM and the Annual Report 2024 will be available in the Investors Section 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: einward@integratedindia.in

Website: www.integratedregistry.in

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

10. The Securities and Exchange Board of India (SEBI) has recently 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. Relevant details and forms prescribed by SEBI in this regard are available under the Investor Information Section on the Investor's page on the website of the company at the web-link: <https://ranegroup.com/investors/rane-holdings-limited/>.
11. SEBI has vide its amendment Circular Nos. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 read with previous circulars issued in this regard has mandated that with effect from April 01, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.
Further, relevant FAQs published by SEBI can be viewed on its website <https://www.sebi.gov.in/>.
12. 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. Shareholders (Resident / Foreign) are required to update necessary documents for exemption / deduction at beneficial rates by uploading necessary documents are available under the Investor Information Section on the Investor's page on the website of the company at the web-link: <https://ranegroup.com/investors/rane-holdings-limited/> or email to investorservices@ranegroup.com
13. 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.
14. In compliance with the aforesaid MCA Circular dated September 25, 2023 and SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 ('SEBI Circular') the Notice of the AGM along with the Annual Report 2024 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 2024 will also be available on the Company's website www.ranegroup.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL www.evotingindia.com.
15. The Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. Information pursuant to regulations 36(3) of SEBI LODR and Secretarial Standard on General Meeting (SS-2) with respect of the Directors seeking appointment / re-appointment, at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
17. Members seeking any information with regard to 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.
18. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts or Arrangements in which the Directors are interested, under Section 189 of the Act, will be available in electronic form for inspection by the members during the AGM. All documents referred in the notice will be available in electronic form for inspection. Members seeking to inspect such documents electronically can send an e-mail to investorservices@ranegroup.com.
19. SEBI vide Circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 (updated as on August 04, 2023 and December 20, 2023) has specified that a shareholder shall first take up his / her / their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder

may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, He / She / They can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal at <https://smartodr.in/login>. The aforesaid SEBI Circular and the link for the ODR Portal is also available on the website of the company.

20. Since the AGM will be held through VC / OAVM, the route map is not annexed in this notice.
21. 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. Balu Sridhar, Practicing Company Secretary (ICSI Membership no. FCS 5869), Partner, M/s. A.K. Jain & 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 remote e-voting and joining virtual meetings are as under:

- (i) The voting period begins on **Tuesday, July 30, 2024 at 09:00 hrs (IST) and ends on Thursday, August 01, 2024 by 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 26, 2024**, 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 AGM date would not be entitled to vote at the AGM.
- (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) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility. Pursuant to 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
<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>
<p>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers so that the user can visit the e-voting service providers' website directly.</p>	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p>
<p>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.</p>	<p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting</p>
<p>4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the evoting is in progress and also able to directly access the system of all e-voting Service Providers.</p>	

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 UserID/Password are advised to use Forget UserID 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 toll free no. 1800 22 55 33
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) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number sent by Company / RTA or contact Company / RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (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 between **Sunday, July 28, 2024 at 09:00 hrs (IST) and Tuesday, July 30, 2024 by 17:00 hrs (IST)** 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. The Company would endeavour to address these queries suitably.

- (viii) Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting on items set out in the AGM Notice.
- (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 toll free no. 1800 22 55 33.

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**

Place: Chennai
Date: May 15, 2024

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

Mr. Pradip Kumar Bishnoi (DIN:00732640) joined the Board of your Company on August 08, 2019 as an Independent Director and is completing his first term of five years at the conclusion of the 88th AGM.

Based on the recommendations of the NRC considering his expertise, experience and contribution and performance evaluation of directors, the Board of Directors has proposed to the shareholders his re-appointment as an Independent Director for a second term from conclusion of this Annual General Meeting upto July 01, 2026.

Mr. Pradip Kumar Bishnoi holds MBA from Indian Institute of Management, Ahmedabad. He was the former Member of Petroleum & Natural Gas Regulatory Board. Also currently serves as an Independent Director in the Board of Rane (Madras) Limited, Rane Engine Valve Limited and Avadh Sugar and Energy Limited. He has more than 47 years of experience and insights into the industries of steel, natural gas, industrial packaging, lubricants etc.

In compliance with Schedule IV of the Act, the Board has evaluated performance of the director in terms of broad parameters like attendance and participation in meetings, sharing of relevant domain experience, networking in other forums, strategic inputs and demonstration towards governance compliances.

Mr. Pradip Kumar Bishnoi is not disqualified from being re-appointed as a Director in terms of section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and provisions of SEBI LODR. He has also registered with the Independent Director databank maintained by Indian Institute of Corporate Affairs (IICA) and stands exempted from the requisite proficiency self assessment test.

Taking into consideration the knowledge, rich experience, contributions in the meetings as a member of the Board / committees thereof and fulfilment of the conditions for re-appointment as an independent director as specified in the Act and SEBI LODR, the Board of Directors recommends that the continuance of Mr. Pradip Kumar Bishnoi would be beneficial to the Company.

Other information relating to his re-appointment in accordance with Secretarial Standard - 2 (SS-2) and 36(3) of SEBI LODR is annexed to the notice.

The terms and conditions of re-appointment as an independent Director is available for inspection by members at the registered office of the company between 10:00 hrs to 12:00 hrs up to the date of AGM and also on the investor section of website of the company www.ranegroup.com. His re-appointment will also be governed by the policy of the company applicable to the Board of Directors.

Mr. Pradip Kumar Bishnoi is interested in the resolution as it relates to his own appointment. 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 at item no.4 of this notice as a **special resolution**

Item No. 5

The Board of Directors had, based on recommendations of the Nomination and Remuneration Committee (NRC) proposed to appoint Mr. Muthiah Murugappan Murugappan (DIN:00170478) as an Independent Director in terms of the applicable provisions of the Companies Act, 2013 ('Act') and SEBI LODR for a period of five consecutive years effective from August 02, 2024 up to August 01, 2029 (both days inclusive).

Mr. M M Murugappan holds a Master of Science degree in Chemical Engineering from the University of Michigan, USA. Mr. M M Murugappan currently serves as a Chairman of Carborundum Universal Ltd, Cholamandalam MS General Insurance Company Limited, Cholamandalam Financial Holdings Limited, Cyient Ltd, Murugappa Water Technology and Solutions Private Limited and Board of Governors of The Indian Institute of Management Indore. He is also on the Boards of Carsons Cumberbatch Srilanka, Ambadi Investments Limited and The IIT Madras Research Park. He also serves as a member of the American Institute of Chemical Engineers, Indian Institute of Chemical Engineers, Plastics & Rubber Institute and a fellow of the Indian Ceramic Society. He is a trustee of the Murugappa Group's CSR arm - AMM Foundation.

While considering the 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.

His role as an Independent Director requires skills, competence and expertise on industry, technology, business development, governance and allied disciplines in the context of automotive business.

His qualifications, and experience of over 46 years across various industries and sectors have been considered to meet the required skills.

Also considering his 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 of Mr. M M Murugappan would be beneficial to the Company.

Mr. M M Murugappan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has received a declaration that he meets with the criteria of independence as prescribed both under Section 149(6) of the Act and provisions of SEBI LODR, that he has registered with the Independent Director databank maintained by Indian Institute of Corporate Affairs (IICA) and stands exempted from the requisite proficiency self assessment test.

In the opinion of Board, Mr. M M Murugappan fulfils the conditions for appointment as an Independent Director as specified in the relevant provisions of the Act and SEBI LODR and he is independent of management of the Company.

Other information relating to his 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 and 12:00 hrs up to the date of AGM and also on the policies section of website of the Company at www.ranegroup.com. His appointment will also be governed by the policy of the Company applicable to the Board of Directors.

Mr. M M Murugappan is interested in the resolution as it relates to his own appointment. 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 at item no.5 as a **special resolution**.

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

Place: Chennai
Date: May 15, 2024

Siva Chandrasekaran
Secretary

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

Annexure to the NOTICE dated May 15, 2024

Information about Director(s) seeking appointment / re-appointment at the 88th 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. Harish Lakshman	Mr. Pradip Kumar Bishnoi	Mr. Muthiah Murugappan Murugappan
Brief Resume			
Age (in years)	50	72	68
Director Identification Number (DIN)	00012602	00732640	00170478
Father's Name	Mr. L Lakshman	Mr. Om Prakash Bishnoi	Mr. Murugappa Muthiah
Date of Birth	February 12, 1974	July 03, 1951	November 12, 1955
Educational Qualifications	B.E. - BITS Pilani, MSM - Purdue University, USA	Graduate in Petroleum Engineering - ISM(Dhanbad), Master's in Business Management from IIM (Ahmedabad), Management Programme at Oxford, UK and Programme on Utility Regulators at World Bank, Florida University, USA	Bachelor of Technology in Chemical Engineering from the University of Madras, Masters degree in Chemical Engineering from the University of Michigan, USA.
Experience	Mr. Harish Lakshman has over 29 years of industrial experience in various domains like marketing, operations, export business developments and other corporate functions. He spearheads the Rane Group's initiative to achieve accelerated profitable growth. He is one of top 40 Indian business leaders published by ET (2014). He serves as Chairman of Rane Engine Valve Limited, Rane (Madras) Limited, Rane Brake Lining Limited, ZF Rane Automotive India Private Limited and Rane NSK Steering Systems Private Limited.	Mr. Pradip Kumar Bishnoi has more than 47 years of experience and insights into the industries of steel, natural gas, industrial packaging, lubricants etc. He serves as independent Director of Rane (Madras) Limited, Rane Engine Valve Limited and Avadh Sugar and Energy Limited	Mr. M M Murugappan has over 46 years of experience in diverse areas of Technology, Research & Development, Strategy & Business Development and Human Resources.
Nature of expertise	Industrial, technical and operational expertise in automotive and driving business across geographies, governance practices and expertise in allied disciplines.	Possessing industrial, technical, operational expertise and experience in automotive, ancillary, emerging technologies and associations with industrial bodies and professional network.	Business development, governance and expertise in allied disciplines like finance, law, accountancy, mergers & acquisitions, advisory solutions, risk management, investment banking, management, sales, marketing, administration, research, corporate governance, technical operations and human resource.

Name of the Director	Mr. Harish Lakshman	Mr. Pradip Kumar Bishnoi	Mr. Muthiah Murugappan Murugappan
II. Other details			
Date of first appointment on the board	May 19, 2004	August 08, 2019	August 02, 2024
Terms and Conditions of appointment	Re-appointment as Director, liable to retire by rotation.	Re-appointment as an Independent Director as of the Company, not liable to retire by rotation	Proposed to be appointed as non-executive Independent Director as per resolution at item no. 5 of the notice convening 88 th Annual General Meeting on August 02, 2024 read with explanatory statement thereto
Last drawn remuneration	Remuneration for FY 2023-24 - ₹1,30,70,047/- (being perquisite value of accommodation)	Sitting fee paid FY 23-24 - ₹3,60,000/-	NA
Remuneration sought to be paid	No approval is being sought for payment of remuneration. Eligible for sitting fee for attending meetings of the Board and Committees of which he is a member.	No approval is being sought for payment of remuneration. Eligible for sitting fee for attending meetings of the Board and Committees of which he is a member.	No approval is being sought for payment of remuneration. Eligible for sitting fee for attending meetings of the Board and Committees of which he is a member
Relationship with other Directors / Manager / other KMP	Member of Promoter / Promoter Group	Nil	Nil
Other Directorships	<p>Chairman: Rane (Madras) Limited Rane Engine Valve Limited Rane Brake Lining Limited ZF Rane Automotive India Private Limited Rane NSK Steering Systems Private Limited</p> <p>Director: The KCP Limited Oriental Hotels Limited Young Presidents Organisation (Chennai Chapter)</p>	<p>Director: Rane (Madras) Limited Rane Engine Valve Limited Avadh Sugar and Energy Limited</p>	<p>Chairman: Carborundum Universal Limited Cholamandalam MS General Insurance Company Limited Cholamandalam Financial Holdings Limited Cyient Limited Murugappa Water Technology and Solutions Private Limited</p> <p>Director: Ambadi Investments Limited IIT Madras Research Park Chennai Willingdon Corporate Foundation M.M.Muthiah Research Foundation Idea Lab (India) Private Limited</p>

Name of the Director	Mr. Harish Lakshman	Mr. Pradip Kumar Bishnoi	Mr. Muthiah Murugappan Murugappan
Committee Memberships in other Boards	<p>Chairman: Audit: Rane NSK Steering Systems Private Limited ZF Rane Automotive India Private Limited</p> <p>Stakeholders' Relationship Committee: Rane Brake Lining Limited Rane (Madras) Limited</p> <p>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</p> <p>Risk Management Committee: Rane (Madras) Limited Rane Brake Lining Limited</p> <p>Member: Audit Committee: Oriental Hotels Limited</p> <p>Nomination & Remuneration Committee: Rane (Madras) Limited Rane Brake Lining Limited Rane Engine Valve Limited</p>	<p>Chairman: Nomination & Remuneration Committee: Rane Engine Valve Limited</p> <p>Risk Management Committee: Avadh Sugar and Energy Limited</p> <p>Member: Audit: Rane (Madras) Limited Rane Engine Valve Limited Avadh Sugar and Energy Limited</p> <p>Stakeholders' Relationship Committee: Rane (Madras) Limited Avadh Sugar and Energy Limited</p> <p>Nomination & Remuneration Committee: Rane (Madras) Limited Rane Engine Valve Limited</p> <p>Corporate Social Responsibility Committee: Avadh Sugar and Energy Limited</p>	<p>Chairman: Risk Management Committee: Cholamandalam Financial Holdings Limited</p> <p>Corporate Social Responsibility Committee: Cholamandalam MS General Insurance Company Limited</p> <p>Member: Nomination & Remuneration Committee: Cholamandalam Financial Holdings Limited Cyient Limited Cholamandalam MS General Insurance Company Limited</p> <p>Corporate Social Responsibility Committee: Ambadi Investments Limited</p> <p>Risk Management Committee: Cyient Limited Ambadi Investments Limited Cholamandalam MS General Insurance Company Limited</p>
Listed entities from which Director has resigned in the past three years	Nil	Nil	Nil
Number of meetings of the Board attended during the year	6	6	-
Number of equity shares held including joint holdings	1,39,882	-	-
Number of equity shares held as beneficial holders	-	-	-