

Material Event or Information Disclosure Policy

Version 1.4

Adopted by the Board of Directors of

Rane Holdings Limited

CIN L35999TN1936PLC002202

Rane (Madras) Limited

CIN L65993TN2004PLC052856

Rane Engine Valve Limited

CIN L74999TN1972PLC006127

Rane Brake Lining Limited

CIN L63011TN2004PLC054948

*(Collectively known as "Rane Group Companies" and
Individually referred to as "the Company")*

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Last Reviewed on July 2024

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1. Preface

The Board of Directors (the “Board”) of respective Rane Group Companies have adopted this policy to determine materiality of events or information that requires disclosure pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time. Further, the Board will review the policy from time to time and propose appropriate amendments, if any required.

2. Scope

The policy is framed based on the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)]¹:

- (i) To determine the disclosure framework for the Company with respect to determining materiality of events or information for accurate and timely disclosure of the same to the stakeholders.
- (ii) [To assist relevant employees in identifying any potential material event / information and report the same to authorised Key Managerial Personnel.]²

3. Definitions

- a) **“Policy”** means this Material Event or Information Disclosure Policy.
- b) All words and expressions used in this policy shall have its meaning as defined in the SEBI Act, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and / or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or re-enactment thereto, as the case may be.

4. Criteria for determination of materiality of events / information

4.1. The Company shall consider the following to determine the materiality of any event / information:

- (a) Whether omission of disclosure is likely to result in discontinuity or alteration of event or information already available publicly; or
- (b) Whether there would be a ‘significant market reaction’ if such event / information is known to public on a later date; or
- (c) [Whether the omission of an event / information, has value or the expected impact value exceeding the lower of the following:
 - (i) Two percent of turnover as per the last audited consolidated financial statements;
 - (ii) Two percent of net worth as per the last audited consolidated financial statements except in case the arithmetic value of the net worth is negative;
 - (iii) Five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements.]³
- (d) In any other case, where the Board of Directors are of the opinion that such event / information is material.

[Threshold shall be determined on the basis of audited consolidated financial statements of last audited financial year. However, if the company has not prepared consolidated financial statements in the last financial year, the threshold may be determined on the basis of audited standalone financial statements.]⁴

¹ Inserted vide Version 1.3.

² Inserted vide Version 1.3.

³ Inserted vide Version 1.3.

⁴ Replaced from Annexure I vide Version 1.3.

4.2. The Board may consider an event / information which relates directly or indirectly to the Company, specified in Annexure I to this policy, to be material, if it is likely to fall in one or more of the following categories / to impact the Company or the Rane Group:

- a) Event /information considered material in terms of the guidelines detailed in para 4.1 of this policy.
- b) Information, if published, is likely to materially affect the price of the shares of the company.
- c) In cases where (a) or (b) or both are not applicable, an opinion on materiality can be formed based on relevant facts and circumstances, taking into consideration
 - (i) Possible direct / indirect impact on the reputation / brand / goodwill, etc., of the Company and Rane Group.
 - (ii) Likelihood of resulting in a false market for securities of the Company.
 - (iii) Disclosure may put the business interests of the Company and Rane Group at risk.

5. [Timelines:

The Company shall disclose to the stock exchanges any such material events / information within such timelines as applicable to each such event / information under SEBI (LODR) Regulations.]⁵

6. Exceptions

The Board may withhold the disclosure for an event or information under the following circumstances:

- (a) Disclosure would be a breach of law
- (b) Concerns an incomplete proposal or negotiation
- (c) Matters of supposition or is not definite to warrant disclosure
- (d) Information is generated strictly for internal management purposes
- (e) Information is a trade secret or if disclosed, would adversely affect the business prospects of the company.

7. Official(s) in charge

The Chairman, Group CFO and Head - Secretarial & Legal of the respective Rane Group Companies shall be responsible to:

- (a) determine materiality of event or information in accordance with this policy,
- (b) assist the board in deciding disclosure of the same; and
- (c) monitor implementation of the policy, from time to time.

The contact details are:⁷

| | Respective Rane Group Companies | | |
|----------|--|--------------------|----------------------------|
| | Chairman | Group CFO | Head – Secretarial & Legal |
| Name : | Mr Harish Lakshman (for RML, REVL & RBL) | Mr P A Padmanabhan | Mr Siva Chandrasekaran |
| | Mr L Ganesh (for RHL) | | |
| Address: | Registered Office: "Maithri", 132, Cathedral Road, Chennai - 600 086 | | |
| Phone : | 044 28112472 | | |
| E-mail : | investorservices@ranegroup.com | | |

⁵ Inserted vide Version 1.3.

⁷ Replaced vide Version 1.3.

8. Website Updation / Updates to stock exchanges

The Company shall update all disclosures made under the regulations to the stock exchanges in its website and shall be continued to be hosted in the website for a minimum period of five years and thereafter archived as per the document retention policy of the Company.

The official(s) in charge, shall give updates to the Board of Directors and to the Stock Exchanges on any material event or information that may have been first informed to the stock exchanges including further developments, if any, on such events. Such updates sent to stock exchanges shall also be hosted on the website of the Company.

9. Approval

This policy was approved by the board of directors on as per resolution dated **November 26, 2015** to come into effect from **December 1, 2015** onwards.

Amendments

Version 1.1 : Pursuant to amendment approved vide resolutions passed by the board of directors in May 2016

Version 1.2 : Pursuant to amendments approved vide resolutions passed by the board of directors in January – February 2019

[Version 1.3 : Pursuant to amendments approved vide resolutions passed by the board of directors in July – August 2023]⁶

[Version 1.4 : Pursuant to amendments approved vide resolutions passed by the board of directors in July 2024]⁸

⁶ Inserted vide Version 1.3.

⁸ Inserted vide Version 1.4.

⁶[Annexure 1]⁴**Events or Information referred to in paragraph no.4.2 of this policy pursuant to sub-regulation (4) of regulation (30) of SEBI LODR**

| Sl. No. | Event or Information |
|----------------|--|
| 1 | Commencement or postponement in commercial production or operations of any unit / division |
| 2 | (i) Arrangements for strategic, technical, manufacturing, or marketing tie-up (ii) Adoption of new line(s) of business (iii) Closure of operations of any unit / division / subsidiary - (entirety or piecemeal) |
| 3 | Capacity addition or product launch |
| 4 | Awarding, bagging / receiving, amendment or termination of awarded / bagged orders / contracts (not in normal course of business) |
| 5 | Loan agreement or any binding agreement, revision or amendment and termination(s) (not in normal course of business) |
| 6 | Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc. |
| 7 | Effects of change in regulatory framework |
| 8 | Pendency of any litigation(s) / dispute(s) or the outcome which may have an impact |
| 9 | Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party |
| 10 | Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals |
| 11 | Fraud or defaults by employees which may have an impact on listed entity |
| 12 | Delay or default in payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority |
| 13 | Any other Event or Information |

⁶ Substituted vide version 1.3