

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language English Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

- (i) * Corporate Identification Number (CIN) of the company
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address NO 132 CATHEDRAL ROAD
CHENNAI
Tamil Nadu
600086"/>
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (iv)

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company
- (v) Whether company is having share capital Yes No
- (vi) *Whether shares listed on recognized Stock Exchange(s) Yes No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	National Stock Exchange limited	1,024
2	BSE Limited	1

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

2nd Floor Kences Towers ,1 Ramakrishna Street
North Usman Road T Nagar

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held Yes No

(a) If yes, date of AGM 02/08/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 4

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	K	Financial and insurance Service	K2	Activities by Trusts, funds and other financial holding companies	29.03
2	N	Support service to Organizations	N7	Other support services to organizations	36.98
3	J	Information and communication	J6	Computer programming, consultancy and related activities	13.66
4	M	Professional, Scientific and Technical	M3	Management consultancy activities	10.8

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 11

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	RANE (MADRAS) LIMITED	L65993TN2004PLC052856	Subsidiary	71.77
2	RANE (MADRAS) INTERNATIONAL		Subsidiary	71.77
3	Rane Automotive Components		Subsidiary	71.77
4	RANE BRAKE LINING LIMITED	L63011TN2004PLC054948	Subsidiary	50.03
5	RANE ENGINE VALVE LIMITED	L74999TN1972PLC006127	Subsidiary	58.29
6	RANE HOLDINGS AMERICA INC		Subsidiary	100
7	RANE HOLDINGS EUROPE GmbH		Subsidiary	100
8	RANE NSK STEERING SYSTEMS	U29141TN1995PTC030621	Joint Venture	49
9	ZF RANE AUTOMOTIVE INDIA PVT	U35999TN1987PTC014600	Joint Venture	49
10	ZF RANE OCCUPANT SAFETY SYSTEMS	U34100TN2022PTC153111	Associate	49
11	TRW Sun Steering Wheels Private	U74899DL1994PTC061253	Associate	49

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	15,000,000	14,277,809	14,277,809	14,277,809
Total amount of equity shares (in Rupees)	150,000,000	142,778,090	142,778,090	142,778,090

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Ordinary equity shares of Rs 10 each				
Number of equity shares	15,000,000	14,277,809	14,277,809	14,277,809
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	150,000,000	142,778,090	142,778,090	142,778,090

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	5,000,000	0	0	0
Total amount of preference shares (in rupees)	50,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference shares of Rs 10 each				
Number of preference shares	5,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	50,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	142,743	14,135,066	14277809	142,778,090	142,778,090	
Increase during the year	4,358	10,630	14988	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0

x. Others, specify	4,358	10,630	14988			
DEMAT, REMAT, CORPORATE ACTION						
Decrease during the year	10,630	4,358	14988	0	0	0
i. Buy-back of shares	0	0	0	0	0	
ii. Shares forfeited	0	0	0	0	0	
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	10,630	4,358	14988			
DEMAT, REMAT, CORPORATE ACTION						
At the end of the year	136,471	14,141,338	14277809	142,778,090	142,778,090	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	0	0	0	0	0	
Nil						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE384A01010

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

Nil

[Details being provided in a CD/Digital Media]

Yes No Not Applicable

Separate sheet attached for details of transfers

Yes No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		<input type="text"/>	
Date of registration of transfer (Date Month Year)		<input type="text"/>	
Type of transfer	<input type="text"/>	1 - Equity, 2 - Preference Shares, 3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	

Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

1,468,590,216

(ii) Net worth of the Company

5,648,446,861

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	3,210,575	22.49	0	
	(ii) Non-resident Indian (NRI)	3,439,114	24.09	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	6,649,689	46.58	0	0

Total number of shareholders (promoters)

26

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	5,469,383	38.31	0	
	(ii) Non-resident Indian (NRI)	182,569	1.28	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	168,623	1.18	0	
4.	Banks	1,556	0.01	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	57,000	0.4	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,602,724	11.23	0	
10.	Others Foreign portfolio Investors	146,265	1.02	0	

	Total	7,628,120	53.43	0	0
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Total number of shareholders (other than promoters)

14,856

**Total number of shareholders (Promoters+Public/
Other than promoters)**

14,882

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	28	28
Members (other than promoters)	15,101	14,856
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	0	2	0	8.16	0
B. Non-Promoter	0	4	0	4	0	0
(i) Non-Independent	0	0	0	0	0	0
(ii) Independent	0	4	0	4	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	2	4	2	4	8.16	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

8

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
GANESH LAKSHMINA	00012583	Managing Director	1,024,526	
HARISH LAKSHMAN	00012602	Managing Director	139,882	
RAJEEV GUPTA	00241501	Director	0	
PRADIP KUMAR BISHI	00732640	Director	0	
VENKATARAMANI SURESH	02153989	Director	0	02/08/2024
BRINDA JAGIRDAR	06979864	Director	0	
SIVA CHANDRASEKARAN	ANJPS0065M	Company Secretary	0	
ANANTA PADMANABH	ADNPM3897M	CFO	0	30/06/2024

(ii) Particulars of change in director(s) and Key managerial personnel during the year

3

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SHEELA BHIDE	01843547	Director	12/05/2023	Ceased to be a Director from 12/05/2023
BRINDA JAGIRDAR	06979864	Additional director	12/05/2023	Appointed as an additional director on 12/05/2023
BRINDA JAGIRDAR	06979864	Director	04/08/2023	Change in Designation from Additional Director to Director on 04/08/2023

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS**A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS**

Number of meetings held

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
ANNUAL GENERAL MEETING	04/08/2023	14,764	69	35.41

B. BOARD MEETINGS

*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	06/04/2023	6	6	100
2	12/05/2023	7	7	100
3	31/05/2023	6	6	100
4	04/08/2023	6	5	83.33
5	09/11/2023	6	5	83.33
6	08/02/2024	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

13

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	AUDIT COMM	12/05/2023	4	4	100
2	AUDIT COMM	31/05/2023	4	4	100
3	AUDIT COMM	04/08/2023	4	3	75
4	AUDIT COMM	09/11/2023	4	3	75
5	AUDIT COMM	08/02/2024	4	4	100
6	NOMINATION	12/05/2023	3	3	100
7	NOMINATION	07/07/2023	3	3	100
8	NOMINATION	08/02/2024	3	3	100
9	CORPORATE	12/05/2023	3	3	100
10	STAKEHOLDER	12/05/2023	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								02/08/2024
								(Y/N/NA)

1	GANESH LAK	6	6	100	10	10	100	Yes
2	HARISH LAKS	6	6	100	5	5	100	Yes
3	RAJEEV GUP	6	4	66.67	5	3	60	No
4	PRADIP KUM,	6	6	100	7	7	100	Yes
5	VENKATARAM	6	6	100	10	10	100	Yes
6	BRINDA JAGI	5	5	100	3	3	100	Yes

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GANESH LAKSHMI	Managing Director	34,310,461	17,830,000	0	0	52,140,461
2	HARISH LAKSHMAN	Managing Director	13,070,047	0	0	0	13,070,047
	Total		47,380,508	17,830,000	0	0	65,210,508

Number of CEO, CFO and Company secretary whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SIVA CHANDRASEKHAR	Company Secretary	8,481,816	0	0	0	8,481,816
2	ANANTA PADMANABH	CFO	7,288,374	0	0	0	7,288,374
	Total		15,770,190	0	0	0	15,770,190

Number of other directors whose remuneration details to be entered

5

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	RAJEEV GUPTA	Independent Director	0	0	0	225,000	225,000
2	PRADIP KUMAR B	Independent Director	0	0	0	360,000	360,000
3	VENKATARAMANI	Independent Director	0	0	0	375,000	375,000
4	BRINDA JAGIRDAR	Independent Director	0	0	0	250,000	250,000
5	SHEELA BHIDE	Independent Director	0	0	0	125,000	125,000
	Total		0	0	0	1,335,000	1,335,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year Yes No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

G KARTHIKEYAN

Whether associate or fellow

Associate Fellow

Certificate of practice number

21869

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.

(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

Digitally signed by
GANESH
LAKSHMIN
ARAYAN
Date: 2024.09.28
21:01:07 +05'30'

DIN of the director

0*0*2*8*

To be digitally signed by

Digitally signed by
SIVA
CHANDRA
SEKARAN
Date: 2024.09.28
21:00:22 +05'30'

- Company Secretary
 Company secretary in practice

Membership number

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

RHL_SHH2.pdf
RHL_SHT.pdf
RHL_LtrtoROC_MGT-7_AGM2024_SD.pdf
RHL_MGT-8_31032024_SD.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company