



Rane Holdings Limited

CIN: L35999TN1936PLC002202

Registered Office: "Maithri", 132, Cathedral Road, Chennai – 600 086
Phone: 044 – 28112472 / 73

E-mail: investorservices@ranegroup.com, website: www.ranegroup.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and the MCA Circulars (as defined below)]

Dear Member(s),

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 (the 'Companies Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("SEBI LODR") and in terms of the circulars issued by the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2024 dated September 19, 2024 read with previous circulars in this regard (collectively referred to as "MCA Circulars") and other applicable provision in any law / regulations for the time being in force, seeking your consent for the resolution as set out hereunder proposed to be passed through postal ballot ("Postal Ballot") through remote electronic voting ("e-voting").

The Company has engaged Central Depository Services (India) Limited (CDSL) for facilitating the remote e-voting system. The e-voting period commences on **Sunday, February 16, 2025 (09:00 hrs IST)** and ends on **Monday, March 17, 2025 (17:00 hrs IST)**. The cut-off date for the purpose of determining eligibility of members for e-voting has been fixed as **Friday, January 31, 2025**.

The resolution, if passed with requisite majority, shall be deemed to have been passed on **Monday March 17, 2025**.

As permitted by the MCA Circulars, physical copies of Postal Ballot Notice along with Postal

Ballot Forms and pre-paid business envelope are not being sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialised form as on **Friday, January 31, 2025 ("cut-off date")** and whose email addresses are registered with the Company / Depositories.

Members may note that the Notice of the Postal Ballot 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. Members are requested to read carefully the instructions for remote e-voting given in the Notes forming part of this Notice.

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

Chennai
February 06, 2025

Siva Chandrasekaran
Secretary

Registered Office:
"Maithri", 132, Cathedral Road
Chennai 600 086
CIN: L35999TN1936PLC002202
www.ranegroup.com

SPECIAL BUSINESS:**Item No.1: To approve the re-appointment and remuneration of Mr. Ganesh Lakshminarayan as Chairman and Managing Director**

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

“Resolved that in accordance with the provisions of Section 196, 197, 198, 200 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulations 17, 17(1C) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and the Articles of Association of the Company, approval of the shareholders of the Company be and is hereby accorded for the re-appointment of Ganesh Lakshminarayan (DIN: 00012583) as Chairman and Managing Director within the meaning of Section 2(54) of the Act, for a further tenure from April 01, 2025 to March 31, 2029 on the following remuneration and other terms / conditions as may be approved by the Board of Directors from time to time.

(i) Salary

Salary: Rs.15,23,000/- (Rupees Fifteen Lakhs Twenty Three Thousand Only) per month. Annual increase as may be decided by the Board of Directors, from time to time.

(ii) Perquisites

Perquisites like provision of rent free furnished accommodation, superannuation allowance, leave & leave encashment, leave travel concession, special allowance, gas, electricity, water, furnishings, fee to clubs, use of chauffeur driven car/s, telephone at residence, group mediclaim and personal accident insurance, term insurance, medical insurance for self and family, contributions to pension and / or annuity plan(s) etc., will be provided in accordance with the policy of the Company as applicable to Directors, Key Managerial Personnel and Senior Management Personnel of the Company.

The perquisites will be evaluated as per Income-tax Rules, wherever applicable. The above perquisites are however, subject to a ceiling of 150% of the salary per annum.

(iii) Contribution to Funds

Company’s contributions to Provident Fund and Superannuation Fund, if any, will be as

per the policy of the Company. These contributions will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income-tax Act, 1961 (including any statutory re-enactment thereof). The Gratuity payable shall be as per the rules of the Company.

(iv) Commission

Commission not exceeding two percent (2%) of the net profits of the Company in terms of Section 197 of the Act computed in the manner referred to in Section 198 of the Act.

(v) Minimum remuneration

In the event of there being inadequacy or absence of profits in any financial year during the currency of his proposed tenure, he will be entitled to the Salary, Perquisites, Contribution to funds, as stated above and commission not exceeding Rs.1,50,00,000/- (Rupees One Crore Fifty Lakhs Only) per annum as minimum remuneration in terms of Schedule V to the Act.

Resolved further that the perquisites be evaluated as per Income-tax Rules (including any re-enactment thereof), wherever applicable, and at actual cost to the Company in other cases.

Resolved further that any annual increase in remuneration be effective from 1st April every year and the quantum of increase shall be as decided by the Board of Directors or a committee thereof.

Resolved further that the aforementioned remuneration shall be payable notwithstanding that the remuneration exceeds the limits prescribed under Regulation 17(6)(e) of the SEBI LODR, in any year during the tenure of his re-appointment.

Resolved further that in terms of Section 196 read with Schedule V to the Act approval be and is hereby accorded for the continuation of and payment of remuneration to Mr L Ganesh as Chairman and Managing Director notwithstanding he attaining the age of 75 years during this tenure of his re-appointment.”

Item No.2: To approve under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Section 197, 198 and other applicable provisions of the Companies Act, 2013, the remuneration payable to Mr. Ganesh Lakshminarayan, Chairman and Managing Director and Mr. Harish Lakshman, Vice-Chairman and Joint Managing Director, both Promoter Executive Directors

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

“Resolved that approval of the shareholders be and is hereby accorded in terms of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as under Sections 197, 198 and other applicable provisions of the Companies Act, 2013, for payment of annual remuneration during their respective tenure, to either or both of the two executive directors who are part of the Promoter and Promoter Group of the Company namely, Mr. Ganesh Lakshminarayan (DIN:00012583), Chairman and Managing Director and Mr. Harish Lakshman (DIN:00012602), Vice-Chairman and Joint Managing Director as set out below:

- (a) in excess of Rs.5,00,00,000/- (Rupees Five Crores) or 2.5% of the Company’s net profits (whichever is higher) individually; or
- (b) 5% of the Company’s net profits on the aggregate to both of them

as calculated under Section 198 of the Companies Act, 2013.

Resolved further that terms and conditions of remuneration approved in their respective appointments / re-appointments shall remain unchanged.

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as may be necessary or proper or desirable or expedient to give effect to the above resolution.”

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

Chennai
February 06, 2025

Siva Chandrasekaran
Secretary

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NOTES

1. In terms of Section 102 and other applicable provisions of the Companies Act, 2013 read together with rules and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning the special business to be transacted through Postal Ballot is annexed to and forms part of this Notice.
2. As permitted by the MCA Circulars, physical copies of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope are not being sent to the Members. Notice of the Postal Ballot is being sent only through electronic mode to those Members holding shares either in physical form or dematerialised form as on **Friday, January 31, 2025 (“cut-off date”)** and whose email addresses are registered with

the Company/ Depositories viz. National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”). Members who have not registered their email ID may do so by sending the details of name of the registered shareholder(s), folio number, DP ID / Client ID and number of equity shares held, to the Registrar and Share Transfer Agent of the Company i.e., Integrated Registry Management Services Private Limited at : einward@integratedindia.in. Members who have registered their e-mail ids may ensure the same is operational so that communications would reach them.

3. In the event of any grievance, shareholder may if not satisfied by the redressal by the company directly lodge a complaint on the

- SCORES Portal of SEBI.or he/she/they can initiate dispute resolution through the Online Dispute Resolution (“ODR”) Portal at <https://smartodr.in/login> introduced by SEBI vide its Circular no. SEBI/HO/OIAE/OIAE_IAD-/P/CIR/2023/131 dated July 31, 2023 (updated as on August 04, 2023 and December 20, 2023). The aforesaid SEBI Circular and the link for the ODR Portal is also available on the website of the company.
4. Each Member’s voting rights shall be in proportion to their share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.
 5. Only a member holding Equity shares as on the Cut-off Date is entitled to exercise his / her/ their vote through remote e-voting facility and a person who is not a member as on the aforesaid date should treat this Notice for information purposes only.
 6. The E-voting module will be enabled and will remain open for the Members for exercising their voting from **Sunday, February 16, 2025 (09:00 hrs IST)** and ends on **Monday, March 17, 2025 (17:00 hrs IST)**. During this period members of the Company may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 7. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the Company’s website www.ranegroup.com to facilitate online inspection up to the last date for exercising the voting.
 8. Information pursuant to regulations 36(3) of SEBI LODR and Secretarial Standard on General Meeting (SS-2) with respect of the Directors seeking re-appointment are annexed to this Notice. The Director has furnished the requisite consents / declarations for their appointment / re-appointment.
 9. Mr. Balu Sridhar, Practicing Company Secretary (ICSI Membership no. FCS 5869) and Partner in M/s. A.K. Jain & Associates, Company Secretaries, has been appointed as the scrutinizer to scrutinize the postal ballot, in a fair and transparent manner.
 10. The results of the postal ballot will be declared not later than 2 days of conclusion of remote e-voting i.e. on or before **Wednesday March 19, 2025 at 17:00 hrs (IST)**. The results shall be placed on the notice board at the registered office along with the report of the Scrutinizer will be uploaded on the website of the Company viz., 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.
 11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for remote e-voting i.e. **Monday, March 17, 2025 at 17:00 hrs (IST)**. Further, a resolution passed by the Members through remote e-voting is deemed to have been passed effectively at a general meeting.
 12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the listing regulations, the details pertaining to the postal ballot shall be published in one English national daily newspaper circulating throughout India (in English language) and in one Tamil daily newspaper circulating in Chennai (in vernacular language, i.e. Tamil).

INSTRUCTION FOR REMOTE E-VOTING

A. The instructions to shareholders for remote e-voting are as under:

- (i) The voting period begins on **Sunday, February 16, 2025 (09:00 hrs IST)** and ends on **Monday, March 17, 2025 (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 of **Friday, January 31, 2025** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

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

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

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 above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode in CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-Voting 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. 3) If the user is not registered for Easi / Easiest, option to register is available at cdsi 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. 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.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL Depository	<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) 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) 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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 above mentioned 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 21 09911.
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.: 022 - 4886 7000 and 022 - 2499 7000.

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

B. Login method for e-Voting for Physical shareholders and shareholders other than individual shareholders holding in Demat form:

- (i) The shareholder should log on to the e-voting website www.evotingindia.com.
- (ii) Click on 'Shareholders' module.
- (iii) Enter your User ID:
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in physical form should enter Folio Number registered with the Company.
- (iv) Next, enter the Image Verification as displayed and click on 'Login'.

- (v) If you are holding shares in demat and have already logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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.

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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.

- (vii) After entering these details appropriately, click on 'SUBMIT' tab
- (viii) 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Company on which you choose to vote.
- (xi) 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 the option NO implies that you dissent to the Resolution.
- (xii) Click on the 'RESOLUTION FILE LINK' if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution that 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.
- (xiv) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a printout of the votes cast by clicking on 'CLICK HERE TO PRINT' option on the Voting page.
- (xvi) 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.
- (xvii) There is also an optional provision to upload BR/POA if any, which will be made available to scrutinizer for verification.
- (xviii) **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 delinked in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution or 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 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 at the email address evoting@akjainassociates.com and to the Company at the email address investorservices@ranegroup.com (designated email address of the Company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

C. 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 through Depository.

(iv) 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 postal ballot & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

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 21 09911.

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

Chennai
February 06, 2025
Registered Office:
"Maithri", 132, Cathedral Road
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CIN: L35999TN1936PLC002202
www.ranegroup.com

Siva Chandrasekaran
Secretary

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1: To approve the re-appointment and remuneration of Mr. Ganesh Lakshminarayan, Chairman as Chairman and Managing Director

M. Ganesh Lakshminarayanan currently holds the office of Chairman and Managing Director of the Company and as per shareholders' approval his current tenure ends on March 31, 2025.

Pursuant to Section 196, 197, 198, 200 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) (including any statutory modification(s) or re-enactment thereof for the time being in force), based on the

recommendations of the Nomination and Remuneration Committee the Board of Directors at their meeting held on February 06, 2025 considered and recommended his re-appointment as Chairman and Managing Director, for a period of four years ie., from April 01, 2025 to March 31, 2029 subject to approval of the shareholders. The Audit Committee has also accorded its approval for the related party transaction at its meeting on February 06, 2025.

His contributions to the overall growth of the Company, as a flagship company of Rane Group has been significant, in achieving

synergies and competitive advantages across the group. Under his leadership the group companies have won various recognitions and have successfully pursued various strategic initiatives besides leveraging the operational excellence.

Under his leadership three of Rane's businesses won the coveted Deming Grand Prize. He is the third Indian and fifth person globally, to be conferred with the prestigious Deming Award, one of the longest-running and highest recognitions globally, for his outstanding contributions in dissemination and promotion (Overseas) of Total Quality Management (TQM).

Mr. Ganesh Lakshminarayan assumed the executive leadership as the Chairman of Rane group of companies in October 2006. He has successfully led Rane group during the period of economic slowdown towards strengthening management and leadership capabilities. In the current role, he has been overseeing the strategic direction, financial performance, overall administration, leadership planning, investment policies, capital allocation and corporate governance.

He has served as the Chairman of the Rane group Company for nearly two decades.

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.

He is currently serving as Chairman of Chennai Willingdon Corporate Foundation and Chennai Heritage besides being an Independent Director of Sundaram Finance Limited.

Considering his diverse experience, technical and management expertise and leadership skills and after taking into consideration the recommendations of Nomination and Remuneration Committee (NRC), has re-appointed Mr. Ganesh Lakshminarayan (DIN: 00012583), as Chairman and Managing Director of the Company for a period of four years from April 01, 2025 to March 31, 2029.

Details as required under the Schedule V to the Companies Act, 2013 and under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with those required under Secretarial Standard on General Meeting (SS-2) are given below:

I. General information:

The Company is the holding company of Rane Group of Companies. The Company is engaged in making and holding investments in the group companies, providing services to the group companies and collects trademark fees from the group companies. The financial performance of the Company for the year ended March 31, 2024 is given below:

Particulars for 2023-24	Rs. in Lakhs
Sales & Operating Revenue	14,686
Profit Before Tax	8,608
Provision for Tax (net tax expense)	1,302
Profit After Tax	7,306

II. Information about the appointee under Companies Act, 2013, SEBI LODR and SS-2:

Name of the Director	Mr. Ganesh Lakshminarayan
Age (in years)	70
Director Identification Number (DIN)	00012583
Father's Name	Mr. L L Narayan (Late)
Date of Birth	March 18, 1954
Educational Qualifications	B.Com., ACA and MBA from Pennsylvania State University, USA.
Experience	Mr. L Ganesh has over 48 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.
Nature of expertise	Industrial, technical and operational expertise in automotive and driving business across geographies, governance practices and expertise in allied disciplines.

Name of the Director	Mr. Ganesh Lakshminarayan
Job Profile and his suitability	Overall management of Rane Group. Given his qualification, technical expertise and experience, Mr. Ganesh Lakshminarayan is considered well suited for the position.
Recognition / Awards	Mr. L Ganesh, has served as President-Automotive Components Manufacturers Association & Madras Management Association, Southern Regional Chairman of Confederation of Indian Industries (CII). He was also conferred with the prestigious Deming Award in recognition of his outstanding contribution to the dissemination and promotion (overseas) of TQM in 2022. Mr. L Ganesh was the third Indian and fifth globally to be bestowed with this prestigious award for his contributions.
Date of first appointment on the board	June 26, 1986
Terms and Conditions of appointment	Re-appointment as Managing Director.
Past Remuneration (2023-24)	Remuneration for FY 2023-24 - ₹5,21,40,461
Remuneration Proposed	As detailed in the resolution. The proposed remuneration is commensurate with the responsibilities of the appointee and is in line with the remuneration practices in the auto component industry.
Comparative remuneration profile with respect to the industry	The proposed remuneration package of the appointee is commensurate with the responsibilities of the appointee and is in line with the remuneration practices in the auto component industry of comparable size of the company, profile of the position, etc.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Apart from receiving remuneration and corporate action related benefits as a shareholder of the Company, he has no other pecuniary relationship with the Company. Mr. Ganesh Lakshminarayan is not related to any other Managerial Personnel of the Company.
Other Directorships	Chairman: Chennai Willingdon Corporate Foundation Chennai Heritage Director: Rane (Madras) Limited Rane Brake Lining Limited Rane Engine Valve Limited Sundaram Finance Limited ZF Rane Automotive India Private Limited Rane Steering Systems Private Limited
Committee Memberships in other Boards	Chairman: Stakeholders' Relationship Committee: Rane Engine Valve Limited Sundaram Finance Limited Member: Audit Committee: Rane (Madras) Limited Rane Engine Valve Limited Rane Brake Lining Limited Stakeholders' Relationship Committee: Rane Brake Lining Limited Risk Management Committee: Rane Brake Lining Limited Rane (Madras) Limited

Name of the Director	Mr. Ganesh Lakshminarayan
	Corporate Social Responsibility Committee: Rane Brake Lining Limited Rane Engine Valve Limited Rane (Madras) Limited
Listed entities from which Director has resigned in the past three years	EIH Limited** EIH Associated Hotels Limited**
Number of meetings of the Board attended during the year (FY 23-24)	6
Number of equity shares held including joint holdings	12,16,433*
Number of equity shares held as beneficial holders	Nil

*Includes joint shareholding & HUF, if any

** ceased to be director w.e.f March 07, 2022.

III. Other Information:

Reasons for loss or inadequacy of profits – Not applicable.

Steps taken or proposed to be taken for improvement – Not applicable.

Expected increase in productivity and profit in measurable terms – Not applicable.

The minimum remuneration proposed to be paid to Mr. L Ganesh, in the event of there being loss or inadequacy of profits, is in accordance with the provisions of Companies Act, 2013.

IV. Other Disclosures:

The Company has not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2023-24.

Mr. Ganesh Lakshminarayan satisfies requisite criteria laid down in Schedule V to the Companies Act, 2013. He holds 12,16,433 equity shares of the Company (including joint holdings).

Mr. Ganesh Lakshminarayan has been overseeing strategic direction, financial performance, overall administration, leadership planning, investment policies, capital allocation

and corporate governance of the Rane Group along with Mr. Harish Lakshman, Vice Chairman and Joint Managing Director who is building and guiding the leadership group, setting and executing business plans of the group Companies through his active engagement.

Mr. Ganesh Lakshminarayan shall attain the age of 75 years during the proposed term. In view of the same, as per the recommendations of the Nomination and Remuneration Committee and the board of directors, special resolution under item no.1 inter-alia includes consent for his continuation as Chairman and Managing Director, under the relevant provisions of Companies Act, 2013 and SEBI LODR.

Mr. Ganesh Lakshminarayan is interested in the resolution as it relates to his own appointment and remuneration. None of the other Directors and Key Managerial Personnel (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 of Directors recommends the special resolution as set out at item no. 1 of this notice for your approval.

Item No. 2: To approve under Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Section 197, 198 and other applicable provisions of the Companies Act, 2013, the remuneration payable to Mr. Ganesh Lakshminarayan, Chairman and Managing Director and Mr. Harish Lakshman, Vice-Chairman and Joint Managing Director, both Promoter Executive Directors

The members of the Company had vide postal ballot dated September 06, 2024 approved the re-appointment of Mr. Harish Lakshman, Vice

Chairman and Joint Managing Director, for a period of five years, i.e., August 01, 2024 to

July 31, 2029 on remuneration in the form of salary, allowances, contributions to funds and other perquisites including provision of rent free accommodation. The special resolution was approved by members with 99.99% of votes cast in favour of the resolution. However, Mr. Harish

Lakshman, currently does not receive any remuneration from the Company other than rent free accommodation provided by the Company. Further, now approval is being sought from the members for payment of remuneration to Mr. Ganesh Lakshminarayan, Chairman (as per details contained in Item no.1 to this notice).

In terms of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), the remuneration payable to Executive Directors who are part of promoters or promoter group, shall be subject to the approval of the members by way of special resolution in general meeting, if the aggregate annual remuneration payable to such Directors, where there is more than one such Director, exceeds Rs 5,00,00,000 (Rupees Five Crores Only) or 2.5% of the net profits of the Company whichever is higher or aggregate annual remuneration to such Directors exceeds 5% of the Company's net profits as calculated in accordance with section 198 of the Act. Further, such approval shall be valid till the expiry of the respective terms of the Directors.

Also under Section 197 of the Companies Act, 2013, the remuneration payable to any one Managing Director shall not exceed 5%, in case of one Managing Director and 10% in case of more than one Managing Director except with the approval of shareholders by way of Special Resolution.

Since, both Mr. Ganesh Lakshminarayan and Mr. Harish Lakshman, executive director(s) are also members of the Promoter and Promoter Group of the Company. approval of members by

way of special resolution is sought, in the event of the aggregate of annual remuneration payable to both of them put together is likely to exceed 5% of the net profits of the Company as calculated in accordance with Section 198 of the Act, during any year in their respective terms.

In order to comply with requirement under Regulation 17(6)(e) of SEBI LODR and Section 197, 198 and other applicable provisions of the Companies Act, 2013, approval of the members is being sought by way of a special resolution, as set out in item no. 2 of this notice.

Both Mr. Ganesh Lakshminarayan and Mr. Harish Lakshman are interested in the resolution as it relates to their own remuneration. None of the other Directors and Key Managerial Personnel (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 of Directors recommends the special resolution as set out at item no. 2 of this notice for your approval.

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

Chennai
February 06, 2025

Siva Chandrasekaran
Secretary

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