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India.

CIN : L35999TN1936PLC002202

Rane Holdings Limited



//Online Submission//

RHL/SE/005/2025-26

April 24, 2025

BSE Limited Listing Centre Scrip Code: 505800	National Stock Exchange of India Ltd. NEAPS Symbol: RANEHOLDIN
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Dear Sir / Madam,

Sub: Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR)

This is to inform you that, Rane (Madras) Limited ('RML') has allotted 59,58,439 equity shares of face value Rs.10/- each on April 23, 2025, pursuant to the Scheme of Amalgamation of Rane Engine Valve Limited and Rane Brake Lining Limited with and into Rane (Madras) Limited. Shares of the Company in RML, post allotment is 1,76,31,213 Equity shares representing 63.80% of post amalgamated issued and paid-up equity share capital of the Company.

The details as required under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is furnished in **Annexure — A**.

We request you to take the above on record and note the compliance under above referred regulations of SEBI LODR.

Thanking you,

Yours faithfully,

For Rane Holdings Limited

Siva Chandrasekaran
Secretary

Encl: a/a

Annexure A to our letter no. RHL/SE/005/2025-26 dated April 24, 2025

Particulars	Details
a) name of the target entity, details in brief such as size, turnover etc.;	<p>Rane (Madras) Limited ("RML/Company") is a subsidiary of Rane Holdings Limited and is engaged in manufacture and sale of products for the transportation industry.</p> <p>RML shares are listed on BSE Limited and National Stock Exchange of India Limited.</p> <p>As on March 31, 2024, Audited Standalone Net Worth of RML is Rs.261.54 Crores and Audited Standalone Turnover of RML is Rs.2,142.25 Crores.</p>
b) whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length";	<p>Yes, Rane Holdings Limited belongs to Promoter and promoter group of RML.</p> <p>The transaction is at arm's length since the shares have been allotted at fair value based on the share exchange ratio approved under the Scheme of Amalgamation which is applicable to all shareholders.</p> <p>In terms of the General Circular No. 30/2014 dated July 17, 2014 issued by the Ministry of Corporate Affairs, the transactions arising out of the Scheme of Amalgamation will not attract the requirements of Section 188 of the Companies Act, 2013.</p>
c) industry to which the entity being acquired belongs;	Auto components industry.
d) objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity);	<p>Objects: Acquisition is pursuant to the allotment of shares based on the share exchange ratio approved under the Scheme of Amalgamation of Rane Engine Valve Limited, Rane Brake Lining Limited with and into Rane (Madras) Limited and its shareholders.</p> <p>Impact: Consolidation of shareholdings in a single listed entity (i.e. RML) thereby allowing Rane Holdings Limited to participate in the growth prospects of a larger diversified auto component player.</p>
e) brief details of any governmental or regulatory approvals required for the acquisition;	Not Applicable
f) indicative time period for completion of the acquisition;	The shares were allotted by RML on April 23, 2025.
g) consideration - whether cash consideration or share swap or any other form and details of the same;	<p>Shares.</p> <p>Share exchange ratio:</p> <ul style="list-style-type: none"> ➤ 21 shares in Rane (Madras) Limited for every 20 shares held in Rane Brake Lining Limited. ➤ 9 shares in Rane (Madras) Limited for every 20 shares held in Rane Engine Valve Limited.
h) cost of acquisition and/or the price at which the shares are acquired;	Fair Value Rs.925.60/- per equity share as per the Joint Valuation Report of M/s. PwC Business Consulting Services LLP and M/s. Bansi S. Mehta Valuers LLP issued for the purpose of Scheme of Amalgamation.

Annexure A to our letter no. RHL/SE/005/2025-26 dated April 24, 2025

Particulars	Details								
i) percentage of shareholding / control acquired and / or number of shares acquired;	Allotment of 59,58,439 equity shares. The shareholding of the Company in RML would stand diluted by 7.97% to 63.80% on the post amalgamation equity share capital of 2,76,37,137 equity shares of Rs.10/- each fully paid-up.								
j) brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief);	<p>Business: Engaged in the manufacture of auto components such as Steering and Suspension Linkage Products, Steering Gear Products and High Precision Aluminium Die Casting Products, engine valves, Guides and Tappets, brake linings, disc pads, clutch facings, clutch buttons, brake shoes and railway brake blocks.</p> <p>Date of Incorporation: March 31, 2004.</p> <p>Turnover for last three years (INR cr.):</p> <table border="1" data-bbox="727 734 1393 801"> <thead> <tr> <th data-bbox="727 734 975 763">Year</th> <th data-bbox="983 734 1123 763">2024</th> <th data-bbox="1131 734 1272 763">2023</th> <th data-bbox="1279 734 1393 763">2022</th> </tr> </thead> <tbody> <tr> <td data-bbox="727 770 975 801">Turnover (INR cr.):</td> <td data-bbox="983 770 1123 801">2,142.25</td> <td data-bbox="1131 770 1272 801">2,123.55</td> <td data-bbox="1279 770 1393 801">1,555.00</td> </tr> </tbody> </table> <p>Country of presence: India.</p> <p>Significant information: There is no change in management or control of RML pursuant to this allotment. Voting rights would change in tandem with the shareholding pattern.</p>	Year	2024	2023	2022	Turnover (INR cr.):	2,142.25	2,123.55	1,555.00
Year	2024	2023	2022						
Turnover (INR cr.):	2,142.25	2,123.55	1,555.00						