

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 an **Extra Ordinary General Meeting ("EGM")** of the members of **Rane Holdings Limited ("Company")** will be held on **Friday, June 12, 2026 at 15:00 hrs (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business(es):

SPECIAL BUSINESS:

1. Issue of Warrants on Preferential basis

To consider and, if thought fit, intimate your assent/ dissent to pass the following resolution(s) as a **special resolution**:

RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and all other applicable provisions of the Companies Act, 2013, as amended ("**Companies Act**") read with the Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, ("**Companies SCD Rules**"), the Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, ("**Companies PAS Rules**") and other applicable rules, and the applicable regulations of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**SEBI Takeover Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**") and other applicable regulations, including any statutory modification(s)/ amendments or re-enactment thereof for the time being in force and subject to other applicable rules, regulations and guidelines of the Securities and Exchange Board of India ("**SEBI**"), and the stock exchanges where the shares of the Company are listed ("**Stock Exchanges**") and enabling provisions of the memorandum of association and articles of association of the Company as amended from time to time and subject to requisite approvals, consents, permissions and / or sanctions if any, of the Government of India, SEBI, Stock Exchanges and other relevant, statutory, appropriate, governmental authorities or departments, institutions or bodies, as may be required and subject to such conditions as may be prescribed by any of them while granting any such approvals, consents, permissions, and / or sanctions and which may be agreed to by

the Board of Directors of the Company ("**Board**" which term shall be deemed to include any committee(s) constituted / to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the members be and is hereby accorded to the Board, to create, offer, issue and allot up to **3,38,030 (Three lakh thirty eight thousand thirty only)** fully convertible warrants ("**Warrants**"), each convertible or exchangeable in one or more tranches at the option of the proposed allottees within a maximum period of 18 months from the date of allotment of warrants, into equivalent number of fully paid up ordinary equity shares of the Company of face value of ₹10/- (Rupee Ten only) ("**Equity shares**") at an issue price of **₹1,183.32/- (Rupees One thousand one hundred eighty three and thirty two paise only)** each payable in cash ("**warrant issue price**") on preferential basis, **for a sum not exceeding ₹40.00 Crores (Rupees Forty Crores only)**, to the below mentioned proposed allottees being Promoters of the Company (as defined in the SEBI ICDR Regulations) ("**Proposed Allottees**"), in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI ICDR Regulations and other applicable laws:

S.No	Name of the proposed allottee	Max number of warrants proposed to be allotted	Category
1.	Ganesh L (joint holding with Meenakshi Ganesh)	1,69,015	Promoter
2.	Harish Lakshman	1,69,015	Promoter

RESOLVED FURTHER THAT subject to compliance with Chapter V of the SEBI ICDR Regulations, the Companies Act, the

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Companies SCD Rules, and the Companies PAS Rules, the members hereby approve the issue and allotment of the Warrants to the Proposed Allottees.

RESOLVED FURTHER THAT the "Relevant Date" (as defined in Chapter V of the SEBI ICDR Regulations) for the determination of the issue price of the Equity shares of the Company pursuant to the exercise of Warrants, to be issued and allotted shall be **Wednesday, May 13, 2026** i.e. the date 30 days prior to the date of this Extra-Ordinary General Meeting i.e. **Friday, June 12, 2026**.

RESOLVED FURTHER THAT the Company hereby takes note of the certificate from the practising company secretary certifying that the Preferential Issue of Warrants is being made in accordance with Chapter V of SEBI ICDR Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to the following terms:

- a. Each Warrant held by Proposed Allottee shall entitle them to apply for and obtain allotment of one Equity share of the Company at any time after the date of allotment but on or before the expiry of 18 (eighteen) months from the date of allotment (**the "Warrant Exercise Period"**).
- b. A Warrant subscription price equivalent to 25% of the issue price of the Equity shares will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI ICDR Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of each Equity shares. Warrant exercise price equivalent to the 75% of the issue price of each Equity shares shall be payable by the Proposed Allottees at the time of exercising the Warrant.
- c. The issue and allotment of the Warrants as well as Equity shares arising from the exercise of the Warrants shall be in dematerialised form and be governed by the regulations and guidelines issued by SEBI or any other statutory authority as

the case may be from time to time or any modifications thereof.

- d. In the event the Proposed Allottees does not exercise the Warrants within 18 (eighteen) months from the date of allotment of the Warrants, such unexercised Warrants shall lapse and the subscription amount paid towards such unexercised warrants shall stand forfeited by the Company.
- e. The Equity shares to be issued and allotted by the Company on exercise of the Warrants in the manner aforesaid shall be subject to the memorandum of association and articles of association of the Company and shall rank *pari passu* in all respects, including dividend, with the existing Equity shares of the Company.
- f. The Warrants and the Equity shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI ICDR Regulations and subject to the relevant provisions contained in the memorandum of association and articles of association of the Company.
- g. The consideration for allotment of Warrants and/or Equity shares of the Company arising out of exercise of such Warrants shall be paid to the Company from the bank account of the Proposed Allottees.
- h. The Warrants by itself until converted into Equity shares of the Company arising out of exercise of such Warrants, do not give to the Proposed Allottees any voting rights in the Company in respect of such Warrants.
- i. Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

RESOLVED FURTHER THAT the Warrant shall be issued and allotted by the Company to Proposed Allottees within a period of 15 (fifteen) days from the date of passing of this

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resolution provided that where the allotment of the Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Government of India, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of the last of such approval(s).

RESOLVED FURTHER THAT the monies received by the Company from promoters for application of the Warrants pursuant to this Preferential Issue of Warrants shall be kept by the Company in a separate bank account opened by the Company and shall be utilized by the Company in accordance with Section 42 of the Companies Act and relevant rules framed thereunder.

RESOLVED FURTHER THAT the Warrants to be offered, issued and allotted shall be subject to lock-in as provided under the provisions of Chapter V of the SEBI ICDR Regulations and the Warrants so offered, issued and allotted shall be subject to the receipt of necessary regulatory permissions and approvals.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by Proposed Allottees and subject to the provisions of the SEBI Regulations and other applicable laws, the Board be and is hereby authorized to vary, modify or alter any of the relevant terms and conditions of the preferential issue to the Proposed Allottees, as may be deemed expedient.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient for the same and to resolve and settle all questions and difficulties that may arise in relation to the proposed Preferential Issue of Warrants, offer and allotment of any of the Warrants, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem

fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned regulatory authorities including application to the Stock Exchanges for obtaining in-principle approval, listing of shares on conversion of the warrants, filing of requisite documents with the Registrar of Companies, National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/or such other authorities as may be necessary for the purpose, issuing and allotment of the Warrants, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution and also to delegate all or any of the powers herein conferred to any committee of the Board or any director(s) or officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings and applications etc., with the Stock Exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental and regulatory authorities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers herein conferred, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Directors/Company Secretary/any officers of the Company to give effect to the aforesaid resolutions.

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RESOLVED FURTHER THAT all actions taken by the Board including any of its duly constituted committee in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

(By order of the Board)
For Rane Holdings Limited

Siva Chandrasekaran
Secretary

Place: Chennai

Date: May 15, 2026

Registered Office:

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NOTES:

1. The EGM of the Company is being conducted through VC/OAVM Facility, in compliance with General Circular No. 03/2025 dated September 22, 2025 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 EGM 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 EGM.
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 EGM 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 EGM 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 EGM 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 EGM 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 EGM 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 cut-off date for the purpose of determining eligibility of members for voting in connection with the EGM is **Friday, June 05, 2026**.
6. Members may also note that the notice of the EGM will be available in the Investors Section on the Company's website www.ranegroup.com
7. 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
8. 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 on the website of the Company at <https://ranegroup.com/investors/rane-holdings-limited/>.

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9. The Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 10. Members seeking any information with regard to any matters to be placed at the EGM, are requested to write well in advance to the Company on investorservices@ranegroup.com. The same will be replied by the Company suitably.
 11. 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 EGM. 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.
 12. Since the EGM will be held through VC/OAVM, the route map is not annexed in this notice.
 13. 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 EGM 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 EGM ('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 EGM.
 - (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 EGM, 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 are as under and joining virtual meetings are as under**
- (i) The voting period begins on **Tuesday, June 09, 2026 at 09:00 hrs (IST) and ends on Thursday, June 11, 2026 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, June 05, 2026**, 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 EGM date would not be entitled to vote at the EGM.
 - (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.

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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
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 & My Easi New (Token) Tab.	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.nsdl.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.
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	2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

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CDSL	NSDL
<p>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 & My Easi New (Token) Tab and then click on registration option.</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>	<p>3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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>

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 User ID / Password are advised to use Forget User ID 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 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.

- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID.
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - 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.
 - 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

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

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Instructions to shareholders attending the EGM through VC/OAVM & e-voting during meeting are as under:

- (i) The procedure for attending meeting & e-Voting on the day of the EGM 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 EGM.
- (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 **Monday, June 08, 2026 at 09:00 hrs (IST) and Wednesday, June 10, 2026 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 EGM 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.
- (ix) Only those shareholders, who are present in the EGM 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 EGM.
- (x) If any Votes are cast by the shareholders through the e-voting available during the EGM 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 EGM & 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.

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All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Assistant Vice President, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futorex, 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

Place: Chennai

Date: May 15, 2026

Siva Chandrasekaran

Secretary

Registered Office:

Rane Holdings Limited

"Maithri", No.132, Cathedral Road,

Chennai - 600 086

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Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 1

The Board of Directors of the Company at their meeting held on May 15, 2026, subject to the approval of the members of the Company by way of passing of Special Resolution and subject to other necessary approvals as may be required, have approved the proposal for raising of funds by issuance of **3,38,030 (Three lakh thirty eight thousand thirty only) fully convertible warrants ("Warrants")**, each convertible into, or exchangeable for equivalent number of fully paid up ordinary equity shares of the Company of face value of Rs.10/- (Rupees Ten Only) ("**Equity shares**") each at a price of **Rs. 1183.32/- (Rupees One thousand eighty three and thirty two paise Only)** each, entirely payable in cash ("**Warrant Issue Price**") which may be exercised in one or more tranches during the period commencing from the date of allotment of the warrants until expiry of 18 (eighteen) months, aggregating to a consideration upto **Rs. 40,00,00,000/- (Rupees Forty Crores Only)** to the Proposed Allottees on preferential basis ("**Preferential Issue**") in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**").

List of Proposed Allottees:

S.No	Name of the proposed allottee	Max number of warrants proposed to be allotted	Category
1.	Ganesh L (joint holding with Meenakshi Ganesh)	1,69,015	Promoter
2.	Harish Lakshman	1,69,015	Promoter

The proposed Preferential Issue is subject to customary conditions including receipt of shareholders' approval.

The details of the issue and other disclosures in accordance with the Companies Act and in terms of Regulation 163 of SEBI ICDR Regulations to be made in the explanatory statement to the notice are given hereunder:

1. The objects of the Preferential Issue:

The Company intends to utilise the funds raised through preferential issue towards the following objectives:

- Strategic investments in group companies:** To invest in group companies to support their growth opportunities either in the form of equity / quasi equity / debt or otherwise, as may be approved by the Board from time to time.
- Repayment of Borrowings:** To repay and/or prepay, in full or in part, certain borrowings availed by the Company.
- General Corporate Purposes:** Up to 25% (twenty five percent) of the Issue Proceeds may be utilised for general corporate purposes, which includes, inter alia, meeting ongoing general corporate exigencies and contingencies, expenses of the Company as applicable in such a manner and proportion as may be decided by the Board or its committee thereof from time to time, and/or any other general purposes in accordance with applicable laws.

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2. Maximum number of specified securities to be issued:

3,38,030 (Three lakh thirty eight thousand thirty only) Warrants of the Company each convertible into 1 (one) Equity share of face value of ₹10/- (Indian Rupees ten) each, fully paid up, for cash, at an issue price of ₹1183.32 (Indian Rupees One thousand eighty three and thirty two paise only) each (including the warrant subscription price and warrant exercise price), not exceeding ₹40,00,00,000/- (Rupees Forty Crores only) respectively, including the premium. Warrants shall be exercised within a period of 18 (eighteen) months from the date of allotment, in one or more tranches.

The proposed issue of Equity shares upon exercise of Warrants would be within the limits available in the existing authorised Capital of the Company.

3. Intent of the promoters / Directors or key management personnel to subscribe to the offer:

Apart from Ganesh L (joint holding with Meenakshi Ganesh) and Harish Lakshman (together referred to as 'Proposed Allottees'), none of the other Promoters / Directors / key management personnel / senior management personnel of the Company intend to subscribe to the preferential issue

4. Relevant Date:

The Relevant Date as per the SEBI ICDR Regulations for the determination of the issue price for the proposed Preferential Issue shall be **Wednesday, May 13, 2026** i.e. the date 30 days prior to the date of this Extra-Ordinary General Meeting i.e. **Friday, June 12, 2026**, the last date for voting.

5. Pricing of Preferential Issue:

The proposed preferential issue is not ultra-vires the provisions of the Articles of Association of the Company (AOA). The AOA does not provide for any specific method for determination of price which would be higher than the floor price derived through SEBI Regulations.

The Warrants will be allotted in accordance with the price determined in terms of Regulations 164 of the SEBI ICDR Regulations. The Equity Shares of the Company are listed on both National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and are frequently traded. Since, the trading volume at NSE is higher, the minimum issue price of Warrants has been calculated with reference to NSE. The minimum price per share has been computed as ₹1183.32/- (for relevant date being May 13, 2026).

It is proposed to issue Warrants which are convertible into equivalent number of equity shares, at an issue price of ₹1183.32/- each.

6. The class or classes of persons to whom the allotment is proposed to be made:

The proposed preferential issue is made to Individuals belonging to the Promoter category.

7. The change in control if any in the company that would occur consequent to the preferential offer:

The proposed Preferential Issue of Warrants will not result in any change in the management and control of the Company except to the proportionate change in aggregate shareholding of Promoter and Promoter group.

8. Undertaking(s):

The Company shall, wherever required, undertake to re-compute the issue price in accordance SEBI ICDR Regulations.

Further, if the amount payable on account of the re-computation of issue price is not paid by the proposed allottees within the time stipulated under the SEBI ICDR Regulations, the Warrants and the Equity Shares allotted pursuant to exercise of such Warrants allotted to the proposed allottee(s) shall continue to be locked-in till the time such amounts are paid by them.

9. Shareholding pattern before and after the preferential issue and status of the allottee:

The shareholding pattern of the Company pre and post the Preferential Issue is given below:

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S. No.	Category	Pre-issue		Post-issue*	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	Indian Promoters:				
	Ganesh L (joint holding with Meenakshi Ganesh)	7,45,346	5.22	9,14,361	6.26
	Harish Lakshman	1,74,367	1.22	3,43,382	2.35
	Other Individuals	23,51,757	16.47	23,51,757	16.09
	Sub Total	32,71,470	22.91	36,09,500	24.70
2	Foreign Promoters:				
	Individuals	33,86,614	23.72	33,86,614	23.17
	Sub Total (A)	66,58,084	46.63	69,96,114	47.87
3	Non- Promoters holdings:				
	Institutional Investors	6,97,568	4.89	6,97,568	4.77
4	Non- Institution:				
	Private Corporate Bodies including OCDs	14,78,611	10.36	14,78,611	10.12
	Directors and Relatives	-	-	-	-
	Indian Public	51,40,234	36.00	51,40,234	35.17
	Others (Including NRIs)	3,03,312	2.12	3,03,312	2.08
	Sub Total (B)	76,19,725	53.37	76,19,725	52.13
	Grand Total (A+B)	1,42,77,809	100.00	1,46,15,839	100.00

* The above mentioned post issue shareholding pattern assumes that the preferential issue is fully subscribed, failing which, the percentage will accordingly change.

The Equity shares held by the allottees and the entire promoter group are in dematerialised form and the allottees are eligible in terms of Regulation 159 of SEBI ICDR Regulations for allotment of convertible warrants and equity shares arising on conversion on preferential basis.

The current status of the allottees is classified as belonging to Promoter Category. The proposed status of the allottee post-preferential issue shall continue to be classified as belonging to Promoter Category.

10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue.

Not applicable since the Proposed Allottees are natural persons.

11. Proposed time within which the Preferential Issue shall be completed:

In terms of the Regulation 170 of the SEBI ICDR Regulations, the allotment of Warrants shall be completed within a period of 15 (fifteen) days

from the date of passing of the resolution by the shareholders. Provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approvals.

12. Practicing Company Secretary's certificate & Inspection of Documents:

The certificate from Mr. G Karthikeyan., Company Secretary in Practice (ICSI Membership no. A19411), certifying that the Preferential Issue is made in accordance with applicable provisions of the SEBI ICDR Regulations, is available on the Company's website in the Investor information section at the weblink: <https://ranegroup.com/wp-content/uploads/2026/05/RHL-PCS-Certificate.pdf> up to the last date of voting to facilitate inspection by members.

13. Lock-in period:

The proposed Preferential Issue of warrants shall be subject to lock-in as per requirements of the SEBI ICDR Regulations for period of one year from the date of allotment. The Equity Shares arising pursuant to exercise of options against each Warrant, to the Proposed Allottees shall be subject to 'lock-in' for a period of 18

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(eighteen) months from the date of trading approval for such Equity Shares in accordance with Regulation 167 and 168 of the SEBI ICDR Regulations.

The entire pre-preferential shareholding of the proposed allottee shall be locked in from the relevant date i.e. **Wednesday, May 13, 2026** up to a period of 90 trading days from the date of allotment of warrants.

14. Disclosure with regard to the names of issuer, its promoter or any of its Directors not appearing in the list of willful defaulter as issued by RBI.

The Company, its promoters and its Directors are not categorized as willful defaulter(s) or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India ("RBI").

15. No outstanding dues to the SEBI, the stock exchanges or the depositories.

The Company does not have any outstanding dues to the SEBI, the stock exchanges or the depositories.

16. Report of registered valuer:

The proposed Preferential Issue is made for cash consideration. Further the Preferential Issue is not expected to result in a change in control or allotment of more than 5% (five per cent) of the post issue fully diluted share capital of the Company. Hence, the requirement for obtaining a report of the registered valuer is not applicable.

17. Details of the Directors, key managerial persons or their relatives, in any way, concerned or interested in the said resolution:

None of the Directors or key managerial personnel or their relatives is in any way concerned or interested, financially or otherwise, in the above referred resolutions, except Mr. Ganesh L and Mr. Harish Lakshman

and their relatives being the promoters of the Company and the Proposed Allottees to the extent of their shareholding.

18. Preferential issue during the Financial Year:

The Company has not made any preferential issue of securities during the current financial year save and except as proposed in the aforementioned resolutions.

19. Other disclosures

- a. None of the Proposed Allottees have sold / transferred any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date;
- b. The Company is in compliance with the conditions of continuous listing of equity shares as specified in the listing agreement with the Stock Exchange(s) where the equity shares of the Company are listed;

As and when the Board/committee does take a decision on matters on which it has the discretion, necessary disclosures will be made to the relevant stock exchanges on which the Equity Shares are listed under the provisions of the regulations framed by Securities Exchange Board of India.

The Board of Directors recommends the resolutions set out in item no. 1 of this notice for Preferential Issue, to the Proposed Allottees being persons belonging to the Promoter Group, by way of a special resolution.

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

Chennai
May 15, 2026

Siva Chandrasekaran
Secretary

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