



**G. KARTHIKEYAN**  
**Company Secretary in Practice**

**No. 3, State Bank of India**  
**III Colony, Nanganallur,**  
**Chennai – 600 061.**  
**Mobile : 9677222048**  
**E-mail : karthik.v.ganapathy@gmail.com**

**COMPLIANCE CERTIFICATE**

**(Pursuant to Regulation 163(2), Part III of Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018 including any amendment/modification thereof)**

To  
**The Board of Directors**  
**Rane Holdings Limited**  
"Maithri"  
132, Cathedral Road  
Chennai 600 086

I, **G. Karthikeyan**, Practicing Company Secretary, have been appointed by vide letter dated 9<sup>th</sup> May 2026 by Rane Holdings Limited (hereinafter referred to as '**the Company**'), having (CIN: L35999TN1936PLC002202) and having its Registered office at "Maithri", 132, Cathedral Road, Chennai 600 086 to issue this Compliance Certificate in accordance with Regulation 163(2) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as "Regulations").

In accordance with the Regulations, the Company has proposed issue of **3,38,030 warrants** convertible each convertible into one equity share of face value of Rs.10/- each, fully paid up, in one or more tranches, on a preferential basis, at a **price of Rs.1,183.32 each** ('Proposed Preferential issue'). The proposed preferential issue was approved at the Meeting of Board of Directors of the Company held on 15<sup>th</sup> May 2026.

On the basis of the relevant management inquiries, necessary representations and information received from/ furnished by the management of the Company, as required under the aforesaid Regulations, I have verified that the issue is being made in accordance with the requirements of these Regulations as applicable to preferential issue, more specifically, the following:

- i. Memorandum of Association and Articles of Association of the Company;
- ii. The Present capital structure including the details of the Authorised, Subscribed, Issued and Paid-up share capital of the Company along with the shareholding pattern;
- iii. Resolutions passed at the meeting of the Board of Directors;
- iv. List of Allottees;
- v. The relevant date in accordance with Regulation 161 of the Regulations. The relevant date for the purpose of said minimum issue price was **13<sup>th</sup> May, 2026**;
- vi. The statutory registers of the Company and List of shareholders issued by RTA:
  - a. to note that the equity shares are fully paid up.
  - b. all equity shares held by the proposed allottees in the Company are in dematerialised form.

## **Certificate – Proposed preferential allotment of convertible warrants**

- vii. Disclosures under the SEBI (Prohibition of Insider Trading) Regulations, 2015 & the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if any, made by proposed allottees during the 90 trading days preceding the Relevant Date;
- viii. Details of buying, selling and dealing, if any, in the Equity Shares of the Company by the Allottees during the 90 trading days preceding the Relevant Date;
- ix. Permanent Account Numbers of the Allottees;
- x. Notice of the Extra-ordinary General Meeting and Explanatory Statement:
  - a. to verify the disclosure in Explanatory Statement as required under Companies Act, 2013 & the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163(1) of the Regulations.
  - b. to verify the tenure of the convertible securities of the company that it shall not exceed eighteen months from the date of their allotment.
  - c. to verify the lock-in period as required under Regulation 167 of the Regulations.
  - d. to verify the terms for payment of the differential amount arising out of the revision in price as required under Regulation 169 of the Regulations.
- xi. Computation of the minimum price of the shares to be allotted in preferential issue in accordance with the Regulations. The minimum issue price for the proposed preferential issue of the Company, based on the pricing formula prescribed under these Regulations has been worked out at **Rs.1,183.32**.
- xii. Verified the relevant statutory records of the Company to confirm that:
  - a. it has no outstanding dues to the SEBI, the stock exchanges or the depositories.
  - b. it is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the are listed and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

It is the responsibility of the Management to comply with the requirements of the Regulations, including the preparation and maintenance of all accounting and other relevant supporting records, designing, implementing and maintaining internal control relevant to preparation of Notice and explanatory statement, determination of relevant date & floor price of shares and making estimates that are reasonable in the circumstances.

### **Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.

**Certificate – Proposed preferential allotment of convertible warrants**

2. My responsibility is to certify based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I am not expressing any opinion on the price computed / calculated and/ or the price at which the shares are being issued by the Company.
4. This certificate is solely for the intended purpose of compliance in terms of aforesaid Regulations and for your information and it is not to be used, circulated, quoted or otherwise referred to for any other purpose other than compliance with the aforesaid Regulations.

**Certification:**

Based on my examination of such information/documents and explanation furnished to me by the management and employees of the Company and to the best of my knowledge and belief, I hereby certify that preferential issue of convertible warrants is being made in accordance with the requirements of the Regulations.

**G Karthikeyan**  
**Company Secretary in Practice**  
**ICSI Membership No.A19411**  
**Certificate of Practice No.:21869**  
**UDIN:A019411H000366164**

**Place: Chennai**  
**Date: 15<sup>th</sup> May 2026**