



Rane Holdings Limited

Registered Office: "Maithri",
No. 132, Cathedral Road,
Chennai - 600 086

+91-44-2811 2472
www.ranegroup.com
CIN: L35999TN1936PLC002202

//Online submission//

RHL/SE/023/2025-26

July 18, 2025

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

Sub: Annual Report FY 2024-25 & Notice of 89th Annual General Meeting - Regulation 34 of SEBI LODR

Ref: Our letter no. RHL/SE/009/2025-26 dated May 30, 2025

The Eighty Ninth Annual General Meeting (89th AGM) is scheduled to be held on **Tuesday, August 12, 2025 at 15:00 hrs (IST)** through **Video Conference (VC) / Other Audio Visual Means (OAVM)**.

In connection with the 89th AGM, the Company has engaged Central Depository Services (India) Limited ("CDSL") for providing E-voting services and VC / OAVM facility for this AGM. Details of e-voting are as follows:

Cut-off date for determining eligibility for the remote e-voting & e-voting at the AGM	August 05, 2025 (Tuesday)
e-Voting start date and time	August 09, 2025 (Saturday) and 09:00 hrs IST
e-Voting end date and time	August 11, 2025 (Monday) and 17:00 hrs IST

The copy of the Annual Report for FY 2024-25 along with the Notice of the 89th AGM being sent to the shareholders is enclosed herewith and the same is also available on the website of the Company at the web-link: https://ranegroup.com/rhl_annual_reports_2024-2025/.

We request you to take the above on record as compliance with relevant regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR) and disseminate to the stakeholders.

Thanking you.

Yours faithfully,

For Rane Holdings Limited

Siva Chandrasekaran
Secretary

Encl.: a/a



Rane Holdings Limited

89th Annual Report 2024-25

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STANDALONE FINANCIAL HIGHLIGHTS

OPERATIONAL PERFORMANCE

(₹ in Crores)

FINANCIAL YEAR	FY25	FY24	FY23	FY 22	FY 21
Total Income	143.66	150.47	118.19	109.24	65.99
Earnings Before Interest, Tax, Depreciation & Amortisation (EBITDA)*	86.80	95.83	69.01	56.65	21.13
Profit Before Tax (PBT)*	79.30	86.08	59.03	47.66	14.98
Profit After Tax (PAT)	68.11	73.06	48.30	33.88	1.36

KEY PERFORMANCE INDICATORS

FINANCIAL YEAR	FY25	FY24	FY23	FY 22	FY 21
Return on Capital Employed (ROCE) %*§	11.99	15.63	10.81	9.24	3.28
Return on Equity (ROE) %	11.42	13.11	9.27	6.96	0.29
Earnings Per Share (₹)	47.70	51.17	33.82	23.73	0.95
Dividend (%) ^(@)	380	250	170	120	-
Dividend Payout (%) ^(#)	80	49	50	51	-
Book Value Per Share (₹)	430.94	404.72	375.66	354.00	328.17

BALANCE SHEET HIGHLIGHTS

(₹ in Crores)

FINANCIAL YEAR	FY25	FY24	FY23	FY 22	FY 21
Equity Share Capital	14.28	14.28	14.28	14.28	14.28
Shareholders' funds	615.29	577.85	536.36	505.43	468.56
Non current Liabilities	53.32	3.58	51.63	62.45	72.82
Current Liabilities	25.86	14.33	23.75	23.15	20.46
Non current assets	632.27	550.41	587.59	582.38	538.84
Current assets	62.20	45.35	24.15	8.65	23.00

* EBITDA, PBT & ROCE arrived after considering exceptional item

§ ROCE computed based on closing capital employed for all the years.

(@) Final dividend recommended by the Board for the respective financial years.

(#) Dividend payout is calculated on profits.

CONSOLIDATED FINANCIAL HIGHLIGHTS

(₹ in Crores)

FINANCIAL YEAR	FY25	FY24	FY23	FY 22	FY 21
Total Income	4,380.34	3,543.98	3,537.46	2,714.66	2,057.02
EBITDA [#]	582.84	284.04	329.37	236.59	128.73
PBT [#]	328.75	75.70	137.82	73.58	(31.34)
PAT	220.85	149.61	87.31	35.06	(60.35)
EPS** (₹)	145.13	86.67	43.61	16.91	(35.42)
Net Worth	1,348.68	1,169.32	1,050.95	1,005.54	985.62

(#) EBITDA & PBT arrived after considering exceptional item

(**) Basic EPS for RHL on Consolidated basis

Notes:

1. FY25 consolidated financial performance includes line by line consolidation of Rane Steering Systems Private Limited as a subsidiary effective from September 19, 2024. Hence FY25 figures are not comparable with those of preceding FYs.

FROM THE DESK OF THE CHAIRMAN



Dear Stakeholders,

The Indian economy balanced challenges and momentum in FY25, to position itself as the fastest-growing major economies globally. Driven by robust domestic demand, steady infrastructure investments and a stable macroeconomic environment, India maintained a strong growth trajectory despite global headwinds.

India's automobile industry continues to be a key contributor to the country's manufacturing growth and economy development. The Passenger Vehicle segment registered moderate growth, with a clear and continuing shift in demand toward Utility Vehicles, reflecting changing consumer preference. The Passenger Car category, however, saw a decline in production volumes during the year, suggesting a rebalancing in product mix and market focus. The MHCV segment faced a subdued year, primarily due to a slowdown in infrastructure execution in the first half, partly influenced by the general elections. The Farm Tractor segment rebounded strongly, driven by favourable monsoon patterns and improved rural sentiment. The Two-Wheeler segment continued its upward trajectory, backed by steady domestic demand and significant growth in exports.

On the global front, major markets such as the United States and Europe had modest growth balancing the easing supply chain constraints and higher vehicle prices. Technological changes, regulatory norms and evolving customer preferences continue to shape the priorities of vehicle makers and their responses to the demand environment.

Operating Businesses

FY25 was a significant year for the Group, marked by strategic consolidation and organisational realignment. The successful merger of Rane Engine Valve Limited and Rane Brake Lining Limited into Rane Madras Limited (RML) has strengthened our foundation and sharpened our focus on long-term value creation. The merged entity now operates through five distinct yet synergistic business verticals - Steering & Linkage Business, Light Metal Castings Business, Engine Components Business, Brake Components Business and Aftermarket Products Business, each aligned with specific product categories and customer base.

The consolidation of the aftermarket product lines into a single business unit is expected to drive greater synergy across our sales channels, enabling cross-leverage of market reach and product capabilities. Aftermarket continues to remain a priority growth area, with dedicated efforts to enhance coverage and deliver comprehensive value to customers across geographies.

While each businesses continue to be operationally managed independently, they benefit from shared governance, centralized services and enhanced cross-divisional collaboration.

During the year, Rane Steering Systems Limited (RSSL) became a wholly owned subsidiary of Rane Holdings Limited, following the acquisition of the remaining 51% stake from NSK Ltd., Japan. Notably, RSSL entered into a license agreement with ZF for Column Drive Electric Power Steering (EPS) technology to be used exclusively for Indian market.

Rane and ZF Group have agreed to further strengthen their partnership by expanding the product portfolio within their joint venture, ZF Rane Automotive India Private Limited (ZRAI) with plans to introduce Rack Drive Electric Power Steering System technologies to the Indian market. By way of this collaboration, Rane and ZF will pioneer the next generation of steering technologies for the Indian Market. ZRAI also initiated a strategic restructuring in response to the global carve out of ZF Passive Safety Systems under the ZF Lifetec brand. ZRAI

Board has approved a draft scheme of arrangement to demerge the Occupant Safety Division into a new entity, ZF Lifetec Rane Automotive India Private Limited. This restructuring, being undertaken on a going concern basis and subject to regulatory approvals, is intended to enhance strategic clarity and operational focus for the occupant safety business, positioning it for long-term success.

Looking Forward

As we look ahead, the Indian automotive industry is poised for continued growth, supported by favourable interest rates, rising disposable incomes and a resurgence in discretionary spending. The Commercial Vehicle segment is projected to regain momentum, driven by the revival of construction and infrastructure activity, better access to financing and increased replacement demand owing to an ageing fleet base.

At the global level, geopolitical tensions and rising trade protectionism are reshaping supply chain dynamics. While these trends pose challenges to global trade, they also could create unique opportunities for the Indian auto component industry.

At Rane, cost optimization and disciplined capital allocation will continue to be key levers in our pursuit of enhanced financial performance. With a sharper consolidated structure and a clear strategic roadmap, we believe Rane is well-positioned to capture emerging opportunities and deliver long-term value to all stakeholders.

On behalf of the entire Board of Rane Holdings Limited, I would like to thank all our stakeholders - Customers, Employees, Vendors, Investors, Bankers, Government, and most importantly our shareholders for the unwavering support and trust in our journey.

Yours Sincerely,

L Ganesh

Chairman and Managing Director

CORPORATE OVERVIEW

Chairman Emeritus

L Lakshman

Board of Directors

L Ganesh

Chairman & Managing Director

Harish Lakshman

Vice Chairman & Joint Managing Director

Dr. Brinda Jagirdar

M M Murugappan

Pradip Kumar Bishnoi

Rajeev Gupta

Audit Committee

Pradip Kumar Bishnoi, *Chairman*

Dr. Brinda Jagirdar

L Ganesh

Rajeev Gupta

Stakeholders' Relationship Committee

Dr. Brinda Jagirdar, *Chairperson*

L Ganesh

Harish Lakshman

Nomination and Remuneration Committee

M M Murugappan, *Chairman*

Dr. Brinda Jagirdar

Pradip Kumar Bishnoi

Corporate Social Responsibility Committee

L Ganesh, *Chairman*

Dr. Brinda Jagirdar

Harish Lakshman

Risk Management Committee

L Ganesh, *Chairman*

Harish Lakshman

Pradip Kumar Bishnoi

Dr. P A Padmanabhan

President - Finance and Group CFO

Dr. P A Padmanabhan

Sr. Executive Vice President - Secretarial & Legal and Company Secretary

Siva Chandrasekaran

Senior Vice President - Finance & CFO

J Ananth

Listing of Shares on

BSE Limited, Mumbai

National Stock Exchange of India Limited, Mumbai

Statutory Auditors

M/s. B S R & Co. LLP,
Chartered Accountants,
KRM Tower, 1st and 2nd Floor,
No.1, Harrington Road,
Chetpet, Chennai - 600 031.

Secretarial Auditors

M/s. Sriram Krishnamurthy & Co.,
(formerly known as M/s. S. Krishnamurthy and Co.)
Company Secretaries,
T-1, "Shobana", 3rd Floor, 17, Nandanam Main Road,
Nandanam Extension, Chennai - 600 035.

Bankers

HDFC Bank Limited

Registered Office

Rane Holdings Limited
CIN: L35999TN1936PLC002202
"Maithri", 132, Cathedral Road
Chennai - 600 086
Phone: +91 44 28112472
Email: investorservices@ranegroup.com
Website: www.ranegroup.com

Registrar and Transfer Agents

Integrated Registry Management Services Private Limited
"Kences Towers", 2nd Floor, No.1 Ramakrishna Street
North Usman Road, T.Nagar, Chennai - 600 017.
Ph: +91-44-28140801-03; Fax : +91-44-28142479
E-mail: einward@integratedindia.in
Website: www.integratedregistry.in

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 the **Eighty Ninth (89th) Annual General Meeting** of Rane Holdings Limited will be held on **Tuesday, August 12, 2025 at 15:00 hrs (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business(es):

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2025, together with reports of the Board of Directors and the Auditor thereon

To consider passing the following resolution(s) as an **ordinary resolution**:

- (i) "Resolved that the Standalone Audited Financial Statement of the Company for the year ended March 31, 2025 together with the reports of the Board of Directors and the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted."
- (ii) Resolved that the Consolidated Audited Financial Statement of the Company for the year ended March 31, 2025 together with the report of the Auditor thereon, as circulated to the members and presented to the meeting be and are hereby adopted."

2. To declare dividend on equity shares

To consider passing the following resolution as an **ordinary resolution**:

"Resolved that a dividend of ₹38/- per equity share having face value of ₹10/- each fully paid up on 1,42,77,809 equity shares be and is hereby declared out of the profits of the Company for the year ended March 31, 2025 and the same to be paid to all those shareholders, whose names appear in the Company's Register of Members as on Tuesday, July 29, 2025."

3. To appoint a Director in the place of Mr. Ganesh Lakshminarayan (DIN:00012583), who retires by rotation and being eligible, offers himself for re-appointment

To consider passing the following resolution as an **ordinary resolution**:

"Resolved that Mr. Ganesh Lakshminarayan (DIN:00012583), who retires by rotation under Article 108 and 110 of the Articles of Association

of the Company and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

4. To re-appoint M/s. B S R & Co. LLP, Chartered Accountants as Statutory Auditors of the Company

To consider passing of the following resolution as an **ordinary resolution**:

"Resolved that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Audit and Auditors) Rules, 2014 ('the Rules') (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force), M/s. B S R & Co. LLP, Chartered Accountants (Firm Registration Number:101248W/W-100022) be and are hereby re-appointed as Statutory Auditors of the Company for a first term of five (5) consecutive years from the conclusion of 89th Annual General Meeting (2025) till the conclusion of the 94th Annual General Meeting (2030) on such terms and conditions including remuneration as may be determined by the Board of Directors of the Company and reimbursement of travelling and other out-of-pocket expenses actually incurred by them in connection with the audit."

SPECIAL BUSINESS:

5. To appoint M/s. B Chandra & Associates, Practising Company Secretaries, as Secretarial Auditors of the Company

To consider passing of the following resolution as an **ordinary resolution**:

"Resolved that pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 8 of Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 24 of the SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015 (including any statutory modifications or re-enactments thereof for the time being in force, M/s. B. Chandra &

Associates, Practicing Company Secretaries (Firm Registration No. P2017TN065700) as Secretarial Auditors of the Company for a period of five (5) financial years, from April 01, 2025 until March 31, 2030 to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

Resolved further that the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company."

(By order of the Board)

For **Rane Holdings Limited**

Siva Chandrasekaran

Secretary

Place: Chennai

Date: May 30, 2025

Registered Office:

Rane Holdings Limited

"Maithri", No.132, Cathedral Road, Chennai - 600 086

CIN: L35999TN1936PLC002202

www.ranegroup.com

NOTES:

1. The 89th AGM of the Company is being conducted through VC/OAVM Facility, in compliance with General Circular No. 09/2024 dated September 19, 2024 read with previous circulars in this regard issued by the Ministry of Corporate Affairs ('MCA Circulars') and the provisions of the Companies Act, 2013 ("Act") which does not require physical presence of Members at a common venue. The deemed venue for the 89th AGM 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 AGM.
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 AGM 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 AGM 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 AGM 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 AGM 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 AGM 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 **record date** for the purpose of dividend is **Tuesday, July 29, 2025** and **cut-off date** for the purpose of determining eligibility of members for voting in connection with the 89th AGM is **Tuesday, August 05, 2025**.
6. Pursuant to the relevant provisions of the Act, dividend, which remained unclaimed / unpaid for a period of seven years from the date they became due for payment are required to be transferred to the Investor Education and Protection Fund (IEPF). The shares in respect of such dividend are also liable to be transferred to the demat account of the IEPF Authority.
7. Members may also note that the notice of the 89th AGM and the Annual Report 2025 will be available in the Investors Section on the Company's website www.ranegroup.com.
8. Listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as National Automated Clearing House (NACH), National Electronic Fund Transfer (NEFT), Real Time Gross Settlement (RTGS) for making payments like dividend to the shareholders, in terms of Schedule-I of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR). Accordingly, shareholders holding securities in demat mode are requested to update their bank details with their depository participants. Shareholders holding securities in physical form may send a request updating their bank details to the Company's Registrar and Transfer Agent.
9. 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

10. The Securities and Exchange Board of India (SEBI) has 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 under the Investor Information Section on the Investor's page on the website of the company at the web-link: <https://ranegroup.com/investors/rane-holdings-limited/>.

11. SEBI has vide its amendment Circular Nos. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023 read with previous circulars issued in this regard has mandated that with effect from April 01, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

Further, relevant FAQs published by SEBI can be viewed on its website <https://www.sebi.gov.in/>.

12. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. Shareholders (Resident / Foreign) are required to update necessary documents for exemption / deduction at beneficial rates by uploading necessary documents are available under the Investor Information Section on the Investor's page on the website of the company at the web-link: <https://ranegroup.com/investors/rane-holdings-limited/> or email to investorservices@ranegroup.com.

13. As per SEBI norms, with effect from January 25, 2022, all transmission/transfer requests including

issuance of duplicate share certificates are mandatorily to be processed in dematerialized form only.

14. In compliance with the aforesaid MCA Circular dated September 19, 2024 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 07, 2023 ('SEBI Circular'), Notice of the AGM along with the Annual Report 2025 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. A letter providing the weblink, where complete details of the Annual Report is available will be sent to those shareholder(s) who have not registered their email ids. Members may note that the Notice and Annual Report 2025 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.
15. The Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. Information pursuant to regulations 36(3) of SEBI LODR and Secretarial Standard on General Meeting (SS-2) with respect of the Directors seeking Appointment / Re-appointment, at the AGM are furnished in the Annexure to this Notice. The Directors have furnished the requisite consents / declarations for their appointment / re-appointment.
17. Members seeking any information with regard to any matters be placed at the AGM, are requested to write well in advance to the Company on investorservices@ranegroup.com. The same will be replied by the Company suitably.
18. 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 AGM. 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.
19. SEBI vide Circular no. SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023 (updated as on August 04, 2023 and December 20, 2023) has specified that a shareholder shall first take up

his / her / their grievance with the listed entity by lodging a complaint directly with the concerned listed entity and if the grievance is not redressed satisfactorily, the shareholder may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. Only after exhausting all available options for resolution of the grievance, if the shareholder is not satisfied with the outcome, he / she / they can initiate dispute resolution through the Online Dispute Resolution ("ODR") Portal at <https://smartodr.in/login>. The aforesaid SEBI Circular and the link for the ODR Portal is also available on the website of the company.

20. Since the AGM will be held through VC / OAVM, the route map is not annexed in this notice.
21. 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 AGM 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 AGM ('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 AGM.
 - (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 AGM, 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 and joining virtual meetings are as under:

- (i) The voting period begins on **Saturday, August 09, 2025 at 09:00 hrs (IST) and ends on Monday, August 11, 2025 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 Tuesday, August 05, 2025, 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 AGM date would not be entitled to vote at the AGM.
- (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.

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 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.	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/IdideasDirectReg.jsp
3) If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.	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 held 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.

CDSL	NSDL
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 e-voting is in progress and also able to directly access the system of all e-voting Service Providers.	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.

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

Login type	Helpdesk details
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 helpdesk. evoting@nsdl.co.in or call at toll free no.: 022 4886 7000 and with NSDL 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.

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

- e. 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.
- f. 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 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 ComplianceUser 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 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.

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

- (i) The procedure for attending meeting & e-voting on the day of the AGM 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 AGM.
- (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 **Thursday, August 07, 2025 at 09:00 hrs (IST) and Saturday, August 09, 2025 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 AGM 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 AGM 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 AGM.
- (x) If any Votes are cast by the shareholders through the e-voting available during the AGM 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 id / 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 AGM & e-voting from the CDSLe-voting System, you can write an email to [helpdesk.
evoting@cdslindia.com](mailto: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**

Place: Chennai
Date: May 30, 2025

Siva Chandrasekaran

Secretary

Registered Office:

Rane Holdings Limited
"Maithri", No.132, Cathedral Road,
Chennai - 600 086
CIN: L35999TN1936PLC002202
www.ranegroup.com

EXPLANATORY STATEMENT

Pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4

M/s. B S R & Co. LLP, (Firm Registration Number: 101248W/W-100022), Chartered Accountants, ('BSR') hold the office of statutory auditors in first term of five consecutive years, as per the members' approval accorded at the 84th Annual General Meeting (AGM) held on August 14, 2020 till the conclusion of the 89th Annual General Meeting of the Company.

After a detailed review of the profile, experience and expertise of few audit firms / entities, the Audit Committee and Board of Directors of the Company have recommended the re-appointment of B S R for the second term, for approval of the members at the 89th AGM of the Company.

M/s. B S R & Co, LLP, is a member entity of BSR & Affiliates, a network registered with The Institute of Chartered Accountants of India (ICAI). They have audit experience across companies belonging to S&P BSE 30, S&P BSE 100 and S&P BSE 200 indices and in particular, the automotive sector globally.

M/s. B S R & Co. LLP have accorded their consent and confirmed that they fulfill all the eligibility criteria envisaged under Companies Act, 2013 and SEBI LODR to hold the office and perform the role of statutory auditor of the Company effectively. They hold a peer review certificate issued by the ICAI, which is valid upto July 31, 2028.

Considering the professional experience, expertise and technical competencies M/s. B S R & Co. LLP, the Audit Committee and the Board of Directors are of the opinion that it would be in the best interest of the Company to appoint M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors. Accordingly, the Board of Directors recommend to the shareholders the re-appointment of M/s. B S R & Co., LLP, Chartered Accountants, as Statutory Auditors in a second term of five consecutive years, from the conclusion of 89th AGM till the conclusion of the 94th AGM on a remuneration of ₹25 Lakhs per annum towards statutory audit and quarterly limited reviews, excluding reimbursement of any out of pocket expenses (at actuals) and applicable taxes and subject to annual revisions as may be determined by the Board from time to time.

None of the other Directors and Key Managerial Personnel (KMP) of the Company and their relatives is concerned or interested, financially or otherwise, in the above resolutions except to the extent of their shareholding, if any, in the Company.

The Board recommends passing the resolution as set out at item no. 4 of this notice as an **ordinary resolution**.

Item No.5

In terms of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to appoint a Practicing Company Secretary as Secretarial Auditor who is required to issue a Secretarial Audit Report which will be annexed to the Board's report. The maximum of tenure appointment shall be for a period of two terms of five consecutive years, with the approval of its shareholders in its Annual General Meeting.

M/s. Sriram Krishnamurthy & Co., Practising Company Secretaries have been the Secretarial Auditors of the Company from 2014-15 onwards. As a better corporate governance practice under the current regulatory requirements, the Board of Directors after considering the recommendations from the Audit Committee have at their meeting held on May 30, 2025 recommended change in Secretarial Auditors by appointing M/s. B Chandra & Associates, a firm of Practicing Company Secretaries as Secretarial Auditors of the Company.

M/s. B Chandra & Associates is headed by Ms. CS B Chandra who is the Founder & Senior Partner. Ms. Chandra has over 17 years of Corporate Law Experience with the Ministry of Corporate Affairs Government of India at a senior position. The firm is currently handling Secretarial audits of various listed and unlisted entities operating in various sectors such as automobiles, fertilizers & chemicals, NBFC, real estate and renewable energy.

The firm has qualified & experienced partners and staff / smart collaborations to compliment geography reach and strong confluence of people, process and technology.

M/s. B Chandra & Associates have confirmed they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. M/s. B Chandra & Associates have confirmed that they are not disqualified from being appointed as Secretarial Auditors and the proposed appointment is within the limits as laid down by the ICSI and the extant regulations framed by SEBI. They have further furnished a declaration that they have not taken up any prohibited non secretarial audit assignments for the Company, its holding and subsidiary companies and that they have no conflict of interest in terms of ICSI Auditing Standard on Audit Engagement.

Considering the professional experience, expertise and technical competencies M/s. B Chandra & Associates, the Audit Committee and the Board of Directors are of the opinion that it would be in the best interest of the Company to appoint M/s. B Chandra & Associates, Practising Company Secretaries, as Secretarial Auditors. Accordingly, the Board of Directors recommend to the shareholders the appointment of M/s. B Chandra & Associates, Practising Company Secretaries, as Secretarial Auditors in a first term of five consecutive years, from the conclusion of 89th AGM till the conclusion of the 94th AGM.

The proposed remuneration to the Secretarial Auditor is ₹3,00,000/- (excluding taxes and reimbursement of any out-of-pocket expenses at actuals) and is subject to revisions as may be determined by the board from time to time. In addition to the Secretarial Audit, M/s. B Chandra & Associates may provide such other permissible services viz., certifications or other professional assignments, as approved by the Board of Directors.

There is no material change in the remuneration payable to the Secretarial Auditor and the same

has been fixed after considering their knowledge, professional expertise and industry experience, as well as the overall time and effort that is required to be devoted by them towards the audit of the Company.

None of the Directors and Key Managerial Personnel (KMP) of the Company and their relatives is concerned or interested, financially or otherwise, in the above resolutions except to the extent of their shareholding, if any, in the Company.

The Board recommends passing the resolution as set out at item no. 5 of this notice as an **ordinary resolution**.

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

Place: Chennai
Date: May 30, 2025

Siva Chandrasekaran
Secretary

Registered Office:
Rane Holdings Limited
"Maithri", No.132, Cathedral Road,
Chennai - 600 086
CIN: L35999TN1936PLC002202
www.ranegroup.com

Annexure to the NOTICE dated May 30, 2025

Information about Director(s) seeking appointment / re-appointment of the notice convening 89th Annual General Meeting in compliance with Regulation 36(3) of SEBI LODR and Secretarial Standard on General Meeting (SS-2).

Name of the Director	Mr. Ganesh Lakshminarayan
I. Brief Resume	
Age (in years)	71
Director Identification Number (DIN)	00012583
Father's Name	Mr. L L Narayan
Date of Birth	March 18, 1954
Educational Qualifications	B.Com., ACA and MBA from Pennsylvania State University, USA.
Experience	Mr. L Ganesh has over 49 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.
II. Other Details	
Date of first appointment on the board	June 26, 1986
Terms and Conditions of appointment	Re-appointment as Director, liable to retire by rotation.
Last drawn remuneration	Remuneration for FY24-25 - ₹5,11,64,669/-
Remuneration sought to be paid	No approval is being sought for payment of remuneration. He is entitled to receive Salary, Perquisites and Commission as per his appointment as Chairman & Managing Director approved by the shareholders vide postal ballot dated March 17, 2025.
Relationship with other Directors / Manager / Other KMP	Nil
Other Directorships	<p>Chairman: Chennai Willingdon Corporate Foundation Chennai Heritage</p> <p>Director: Rane (Madras) Limited Sundaram Finance Limited ZF Rane Automotive India Private Limited Rane Steering Systems Private Limited</p>
Committee Memberships in other Boards	<p>Chairman: Stakeholders Relationship Committee: Sundaram Finance Limited Rane (Madras) Limited</p> <p>Member: Audit Committee: Rane (Madras) Limited</p> <p>Nomination & Remuneration Committee: Sundaram Finance Limited Rane (Madras) Limited</p> <p>Risk Management Committee: Rane (Madras) Limited</p> <p>Corporate Social Responsibility Committee: Rane (Madras) Limited Sundaram Finance Limited</p>

Name of the Director	Mr. Ganesh Lakshminarayan
Listed entities from which Director has resigned in the past three years	-
Number of meetings of the Board attended during the year	6
Number of equity shares held including joint holdings	12,16,433*
Number of equity shares held as beneficial holders	-

*Includes joint shareholding & HUF, if any

REPORT OF THE BOARD OF DIRECTORS

Your Board of Directors hereby present to you the Eighty-Ninth Annual Report covering the operational and financial performance together with the accounts for the year ended March 31, 2025 and other prescribed particulars.

1. State of Company's affairs

The financial year 2024-25 had a pick-up in business balancing the challenges and opportunities across the Indian and global economies.

1.1. Financial Performance

The standalone financial highlights for the year under review are as follows:

Particulars	2024-25	2023-24
Revenue from Operations	140.76	146.86
Other Income	2.90	3.61
Profit / loss before Depreciation, Finance Costs, Exceptional items and Tax Expense	86.80	98.79
Less: Depreciation / Amortisation	5.82	5.08
Profit / loss before Finance Costs, Exceptional items and Tax Expense	80.98	93.71
Less: Finance Costs	1.68	4.67
Profit / loss before Exceptional items and Tax Expense	79.30	89.04
Add / (less): Exceptional items	-	(2.96)
Profit / (loss) before Tax Expense	79.30	86.08
Less: Tax Expense (Current & Deferred)	11.19	13.02
Profit / (loss) for the year (1)	68.11	73.06
Total Other Comprehensive Income / loss (2)*	0.11	(0.33)
Total (1+2)	68.22	72.73
Balance of profit / loss for earlier years	97.00	128.64
Less: Transfer to Reserves	(25.61)	(80.10)
Less: Dividend paid on Equity Shares	(35.69)	(24.27)
Balance carried forward	103.91	97.00

*Re-measurement of defined benefit plans (net) recognised as part of retained earnings

The Key Performance Indicators, operational performance and balance sheet summary are furnished in page no 1 of this annual report and significant changes in key ratios are discussed in Management Discussion and Analysis Report and notes to the financial statements.

The total standalone income of the Company was ₹143.66 crores, decrease by 4.5% compared to the previous year, due to decrease in trademark fee. The Company netted a Profit After Tax (PAT) of ₹68.11 crores, which is 47.4 % of the turnover for FY 2024-25 and this has resulted in Earnings per Share (EPS) of ₹47.70/- for FY 2024-25 as against an EPS of ₹51.17/- for previous financial year.

There was no material change or commitment, affecting the financial position of the Company between the end of the financial year and date

During the year, Rane Holdings Limited completed the acquisition of the entire shareholding in Rane NSK Steering Systems Private Limited, earlier a joint venture company with NSK Limited, Japan.

The Company continued its focus on enhancing efficiency and cost competitiveness. The successful Amalgamation of Rane Engine Valve Limited and Rane Brake Lining Limited into Rane (Madras) Limited laid the foundation for long-term value creation. Rane and ZF Group continued to further strengthen their partnership by expanding the product portfolio within their joint venture.

1.2. Appropriation

of the report other than those disclosed in the financial statements section of this Annual Report. There was no change in the nature of business during the year.

1.2. Appropriation

An amount of ₹103.91 crores of the profit is available for appropriation as at the end of FY 2024-25. The Board of Directors, taking into consideration, the operational performance and financial position of the Company, have recommended a dividend of 380% (i.e., ₹38/- per share of ₹10/- each, fully paid-up) for approval of shareholders at the ensuing 89th Annual General Meeting (AGM) scheduled to be held on August 12, 2025. The total dividend on equity shares for FY 2024-25 would be ₹54.26 crores.

On declaration of the dividend by the shareholders, it will be paid on August 22, 2025 to all the eligible shareholders, whose name appears in the register of members of the Company as on July 29, 2025, being the Record Date fixed for this purpose, subject to deduction of tax at source where applicable. The dividend for the FY 2024-25 would be ₹38/- per equity share of a face value of ₹10/- each.

Considering the above, no amount is proposed to be transferred to reserves.

The dividend pay-out is in accordance with the Company's Dividend Distribution Policy. The policy is available under the Corporate Governance section on the investor's page on the website of the company at the web-link: <https://ranegroup.com/investors/rane-holdings-limited/>

1.3. Credit rating

The Company's financial management and its ability to service financial obligations in a timely manner, has been re-affirmed by ICRA Limited for its credit facilities during the year under review and this has been disclosed to stock exchanges and made available on the Company's website. The Corporate Governance section of this report carries the details of credit rating.

1.4. Share Capital

During the year under review, there was no change in capital structure of the Company and as at the year ended March 31, 2025, the paid-up capital of the Company stood at ₹14,27,78,090/- consisting of 1,42,77,809 equity shares having face value of ₹10/- each fully paid up.

1.5. Management Discussion & Analysis

The business of your company is to hold strategic investment in subsidiaries and joint ventures / associate companies (collectively called 'Rane Group') engaged in the manufacturing and marketing of components for the transportation industry and also provide services unique to Rane Group. A detailed analysis of the automotive industry, group companies' performance, internal control systems and risk management process etc. are presented in the 'Management Discussion & Analysis' report forming part of this report under 'Annexure A'.

1.6. Subsidiaries, Associate and Joint Venture Companies

Investment profile of your Company is across the various group companies engaged / serving the automotive industry, is detailed below:

Sl. No.	Name of investee Company	Products / Services	Shareholding of the Company
Subsidiary companies			
1	Rane (Madras) Limited (RML)	Steering suspension linkages, Light metal casting products and other articles of aluminium, Engine valves, valve guides and tappets, Brake linings, disc pads, clutch facing and clutch button	63.80%
Step Down Subsidiaries			
-	Rane (Madras) International Holdings B.V., The Netherlands - (RMIH) (100% held by RML)	Holds strategic overseas investments Steering and linkage auto components	63.80% through RML
-	Rane Automotive Components Mexico S de R.L. de C.V. (RACM) (100% held by RML).		63.80% through RML
2	Rane Holdings America Inc. USA (RHAI)	Providing business development and other related support services in North American region for Rane group	100.00%
3	Rane Holdings Europe GmbH, Germany (RHEG)	Providing business development and other related support services in European region for Rane group.	100.00%
4	Rane Steering Systems Private Limited (RSSL) ² (formerly known as Rane NSK Steering Systems Private Limited)	Manual steering columns and electric power steering.	100.00%

Sl. No.	Name of investee Company	Products / Services	Shareholding of the Company
Joint Venture / Associate Companies			
5	ZF Rane Automotive India Private Limited (ZRAI)	Hydraulic steering gear, Hydraulic pumps, Seat belt and Air Bags	49.00%
	- ZF Rane Occupant Safety Systems Private Limited (ZROS) (Subsidiary of ZRAI) (100% held by ZRAI)	Seat belts, seat webbings, airbags, airbag modules, inflators, crash sensors safety electronic systems	49% through ZRAI
	- TRW Sun Steering Wheels Pvt Ltd (TSSW) (Subsidiary of ZRAI) (100% held by ZRAI)	Manufacture of Steering Wheels	49% through ZRAI
	- ZF Lifetec Rane Automotive India Private Limited (ZLRAI) (Subsidiary of ZRAI) ³ (100% held by ZRAI)	Seat belts, seat webbings, airbags, airbag modules, inflators, crash sensors safety electronic systems	49% through ZRAI

Notes:

1. Rane Engine Valve Limited and Rane Brake Lining Limited amalgamated with and into Rane (Madras) Limited pursuant to the order of the Hon'ble National Company Law Tribunal vide order dated March 24, 2025.
2. RSSL became a Wholly Owned Subsidiary of the Company w.e.f September 19, 2024.
3. ZLRAI was incorporated as a Wholly Owned Subsidiary of ZRAI on July 04, 2024.

During the year, the Company acquired the balance 51% of shareholding from NSK Ltd., Japan, held in RSSL. Consequently, RSSL became the Wholly Owned Subsidiary of the Company with effect from September 19, 2024.

The Hon'ble National Company Law Tribunal had vide its order dated March 24, 2025 has sanctioned the Scheme of Amalgamation of Rane Engine Valve Limited and Rane Brake Lining Limited with and into Rane (Madras) Limited. The Scheme came into effect on April 07, 2025. The Company was allotted 59,58,439 equity share of Rane (Madras) Limited on April 23, 2025 pursuant to the Scheme.

During the period under review, there was no change in management or control of the Company in Rane Group Companies, except for change of shareholding in RSSL and the Scheme of Amalgamation as discussed above.

The Management Discussion and Analysis section of the report contains the financial highlights of performance of subsidiaries, associates and joint venture companies and their contribution to the overall performance of the Company.

1.7. Consolidated financial statements

The consolidated financial statements are prepared as per the following methodology specified under applicable accounting standards:

(a) subsidiary companies - each line item of income, expenditure, assets and liabilities have been consolidated one hundred percent. Non-Controlling interests have been appropriately considered.

(b) joint venture / associate companies - share of profits based on the percentage of share held has been consolidated.

The consolidated financial statements of the Company are prepared based on the financial statement of the subsidiary companies and joint venture/associate companies, for the year ended March 31, 2025. In case of four subsidiaries (including step-down subsidiaries), of whom the financial statements as certified by the management has been taken into consideration for the purpose of consolidation.

The salient features of financial statement of these subsidiary companies are provided in form AOC-1 forming part of this annual report in terms of the provisions of Section 129(3) of the Companies Act, 2013 ("Act"). The Company will make available a soft copy of the annual report and annual accounts of the subsidiary companies to any member on request of the same in accordance with the provisions of Section 136 of the Act. Further, the annual financial statements of the subsidiary Companies have been made available in the website of the Company at www.ranegroup.com.

2. Board of Directors, Committees and Management

2.1. Composition

The composition of the Board of Directors and its Committees, viz., Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management

Committee are constituted in accordance with the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR), wherever applicable. The Board of Directors have also constituted a ShareTransfer Committee, Investment Committee, Executive Committee and a Finance Committee. The Corporate Governance Report given in '**Annexure E**' to this report contains the composition of the Board of Directors of the Company and its committees.

The following are the details of change in composition of the Board of Directors and its committees.

- a. Dr.Venkataramani Sumantran(DIN:02153989) ceased to be Director on completion of tenure at the conclusion of 88th AGM held on August 02, 2024.
- b. Appointment of Mr. Muthiah Murugappan Murugappan (DIN:00170478) as an Independent Director has been approved by the shareholders of the Company at the 88th AGM for the first term of five (5) consecutive years with effect from August 02, 2024.
- c. Mr. Pradip Kumar Bishnoi (DIN:00732640), has been re-appointed for the second term effective from conclusion of 88th AGM till July 01, 2026 by the shareholders by way of special resolution at the 88th AGM.
- d. Mr. Harish Lakshman (DIN:00012602), Vice-Chairman was re-appointed as Joint Managing Director for a period of 5 years with effect from August 01, 2024 by shareholders through Postal Ballot on September 06, 2024.
- e. Mr. Ganesh Lakshminarayan (DIN:0012583) was re-appointed as Chairman and Managing Director with effect from April 01, 2025 to March 31, 2029 by shareholders through Postal Ballot on March 17, 2025.

There were no other changes in the composition of the Board of Directors other than those mentioned above during this year.

The Board of Directors is of the opinion that the Directors proposed for appointment / re-appointment at the ensuing 89th AGM of the Company possess integrity, necessary expertise, relevant experience and proficiency and the Corporate Governance Report annexed to this report contains necessary disclosures regarding such Director(s).

The terms and conditions of appointment of Independent Directors have been disclosed in the policies section of the website of the Company and available at the weblink: <https://ranegroup.com/investors/rane-holdings-limited/>

All the Directors have affirmed compliance with the Code of Conduct of the Company. The Independent Directors have affirmed that they satisfy the criteria laid down under section 149(6) of the Act and Regulation 25 and other applicable regulations of SEBI LODR, as amended from time to time. Further, in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Independent Directors of the Company have confirmed that they have registered themselves with the databank maintained by the Indian Institute of Corporate Affairs (IICA) and have passed the proficiency test, if applicable to them. The Board of Directors at its first meeting of the FY 2024-25 has taken on record the declarations and confirmations submitted by the Independent Directors. During the year, the Board had not appointed any person as an Alternate Director for an Independent Director on the Board. The Company has obtained a certificate from a Company Secretary in Practice stating that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of companies by the SEBI / Ministry of Corporate Affairs or any such statutory authority.

2.2. Retirement by rotation

Mr. Ganesh Lakshminarayan (DIN:00012583) retires by rotation at the ensuing 89th Annual General Meeting (AGM) and being eligible, he offers himself for re-appointment. The proposal for re-appointment of Mr. Ganesh Lakshminarayan as a director is included in the notice convening the 89th AGM.

2.3. Board and Committee meetings

The schedule of meetings of the Board of Directors and Committees of the Board is circulated to the Directors in advance. During the year, six (6) Board Meetings were convened and held, the details of which are given in the Corporate Governance Report. The gap between any two consecutive meetings of the Board of Directors was less than 120 days. The details of committee meetings are provided in the Corporate Governance Report. For eligible matters, the Board / its committees may also accord approvals through resolutions passed by circulation, between two meetings.

2.4. Meeting of Independent Directors

A meeting of Independent Directors was held to assess the quality, quantity, timeliness of flow of information between the management and the Board and review the performance of the Non-Independent Directors. The Independent Directors expressed that the current flow of information was timely which enabled them to superior quality and to effectively perform their duties and that they are satisfied with the performance of Non-Independent Directors.

2.5. Board evaluation

The annual evaluation of the performance of the Board, functioning of its committees, individual Directors, Managing Director and the Chairman of the Board was carried out based on the criteria formulated by the Nomination and Remuneration Committee (NRC).

To all the directors, a structured questionnaire was sent seeking feedback and any comments on various parameters as recommended by the NRC. As regards evaluation of the functioning of the Board as a whole, including Committee(s) thereof, key focus areas for evaluation were on aspects like Board diversity and skill set to review strategies, risk management dimensions and processes, flow of information, adequacy and timeliness of agenda materials, effectiveness of presentations and more importantly the processes of reviewing strategic matters, annual operating plan, strategic business plan and guiding the management.

The performance of the Individual Directors, including Independent Directors were evaluated through peer evaluation. The performance of Chairman was also evaluated on countenances such as ensuring top-level policy framework, creating an open environment for exchange of views besides ensuring effective mechanism for implementing board action points.

In forming the evaluation criteria of Directors, attributes such as commitment, competency and sectoral knowledge, contributions to Board discussions and decisions and staying up to date on recent trends, being aware of macrolevel developments and networking skills were considered.

The feedback outcomes including comments / suggestions, along with action plans, if any, on matters requiring attention of the board were discussed by the Chairman.

The evaluation framework includes mechanism to share evaluation feedback on individual directors

to the NRC, wherever required.

The performance review of Non-Independent Directors were carried out by the Independent Directors in their separate meeting held during the year.

2.6. Familiarisation program for Independent Directors

The details of familiarisation programmes for Independent Directors have been disclosed under the Corporate Governance Section on the Investor's page on the website of the company at the web-link: <https://ranegroup.com/investors/rane-holdings-limited/>

2.7. Key Managerial Personnel (KMP) & Senior Management Personnel (SMP)

During the year Mr. J Ananth, Senior Vice President - Finance was appointed as Chief Financial Officer (CFO) of the Company with effect from July 01, 2024 in the place of Mr. MAP Sridhar Kumar - Executive Vice President - Finance, on account of transfer of services within Rane group.

As at year end March 31, 2025, Mr. L Ganesh, Chairman & Managing Director, Mr. Harish Lakshman, Vice-Chairman & Joint Managing Director, Mr. Siva Chandrasekaran, Secretary and Mr. J Ananth, Chief Financial Officer hold the office of Key Managerial Personnel (KMP), respectively, within the meaning of Section 2(51) of the Act.

The Senior Management Personnel (SMPs) other than KMPs, as at the year ended March 31, 2025 are Dr. P A Padmanabhan (President - Finance and Group - CFO) Mr. Rajesh Raghavan (President - Corporate), Mr. S Varadharajan, Senior Executive Vice President - Information Systems and Mr. V Ramasubramanian (Vice President - Human Resource).

During the year under review, there were no changes in the SMPs, other than in the office of CFO discussed above.

2.8. Remuneration policy

The policy contains criteria for determining qualifications, positive attributes and independence of a director and also covers aspects of remuneration which is reasonable and sufficient to attract, retain and motivate directors / employees of the quality required to run the Company successfully.

The policy on appointment and remuneration of directors, KMP and SMP as laid down by the NRC of the Board has been disclosed under the Corporate Governance Section on the Investor's Page on the website of the company at the web-link: <https://ranegroup.com/investors/rane-holdings-limited/> There has been no change in the policy during the FY 2024-25.

In accordance with the said policy, approval obtained from the shareholders in terms of Regulation 17(6)(e) of the SEBI LODR vide postal ballot dated March 17, 2025, for payment of remuneration in excess of 5% of net profits of the Company to Mr. L Ganesh, Chairman and Managing Director and Mr. Harish Lakshman, Vice-Chairman and Joint-Managing Director.

The details of remuneration paid / payable to the Directors for the FY 2024-25 is furnished in the Corporate Governance Report annexed to this report of the Board.

3. Audit and allied matters

3.1. Audit Committee

The composition, terms of reference and meetings of the Audit Committee are disclosed in the Corporate Governance Report section of the Annual Report. The Audit Committee of the Board acts in accordance with the terms of reference, which is in compliance with the provisions of Section 177 of the Act and Regulation 18 and other applicable provisions of SEBI LODR, as amended from time to time.

3.2. Statutory Auditor

M/s. B S R & Co. LLP, Chartered Accountants (BSR) (Firm registration Number:101248W/W-100022) hold the office of Statutory Auditors of the Company, in terms of Section 139 of the Act read with applicable rules thereunder and as per the members approval accorded at the 84th Annual General Meeting for a first term of five consecutive years i.e., from the conclusion of the 84th AGM (2020) till the conclusion of 89th AGM (2025).

The Audit Committee and the Board of Directors of the Company have at their meeting held on May 30, 2025 recommended the re-appointment of BSR as Statutory Auditors of the Company for a second term of five consecutive years, for approval of the members at the ensuing AGM of the Company. The notice convening the AGM contains necessary resolution relating to their re-appointment. BSR holds a valid peer review certificate issued by the Institute of Chartered Accountants of India.

The Statutory Auditors report to the members for the year ended March 31, 2025 does not contain any qualification, reservation, adverse remark or disclaimer.

3.3. Cost Audit & Maintenance of cost records

The appointment of Cost Auditor is not applicable to the Company under Companies (Cost Records and Audit) Rules, 2014. Further, the maintenance of cost records as prescribed under provisions of Sec 148(1) of the Companies Act, 2013 is not applicable for the business activities carried out by the Company.

3.4. Secretarial Auditor

M/s. Sriram Krishnamurthy & Co., a firm of Company Secretaries in practice, have been appointed by the Board of Directors as Secretarial Auditors for the FY 2024-25. The Secretarial Audit report pursuant to Section 204 of the Companies Act, 2013 is annexed in '**Annexure B**' and was taken on record by the Board of Directors at its meeting held on May 30, 2025. The report does not contain any qualification, reservation, adverse remark or disclaimer.

The Securities and Exchange Board of India (SEBI) has amended Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 whereby Shareholders, on the recommendation of Board of Directors, may appoint or re-appoint a Secretarial Audit firm as Secretarial Auditors for not more than two terms of five consecutive years, in the Annual General Meeting.

Accordingly, the Board of Directors recommends to the Shareholders, the appointment of M/s. B. Chandra & Associates., Practising Company Secretaries, Chennai as Secretarial Auditors, for a term of five consecutive years, from the financial year 2025-26 till the financial year 2029-30. The Company has received consent and eligibility certificate from M/s. B. Chandra & Associates., to serve as Secretarial Auditors of the Company, if they are appointed and that they hold a valid Peer Review Certificate issued by the Institute of Company Secretaries of India.

3.5. Internal Auditor

M/s. Capri Assurance and Advisory Services, a firm of independent assurance service professionals, continues to be the Internal Auditors of the Company.

Their scope of engagement includes review of processes for safeguarding the assets of the Company, review of operational efficiency, ensure effectiveness of systems and processes,

and assessing the internal control strengths in all areas including financial reporting. Internal Auditor findings are discussed with the process owners and suitable corrective actions are taken as per the directions of the Audit Committee on a regular basis to improve efficiency in operations. The Internal Auditors report directly to the Audit Committee. This committee while reviewing their performance scope, functioning, periodicity and methodology for conducting the Internal Audit, has taken into consideration their confirmation to the effect that their infrastructure, viz., Internal Audit structure, staffing and seniority of the officials proposed to be deployed etc. which are adequate and commensurate to the scope, functioning, periodicity and methodology for conducting the internal audit.

4. Directors' Responsibility Statement

In terms of Section 134(3)(c) read with section 134(5) of the Act, the Directors, to the best of their knowledge and belief based on the information and explanations obtained by them, confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed and there were no material departures;
- b. they had selected such accounting policies and applied them consistently and made judgements and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- c. they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company, preventing and detecting fraud and other irregularities;
- d. they had prepared the financial statements for the financial year on a 'going concern' basis;
- e. they had laid down internal financial controls to be followed by the Company and such internal financial controls were adequate and were operating effectively; and
- f. they had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

5. Related Party Transactions (RPT)

All RPT that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. The Company has not entered into any transaction of material nature with any of the promoters, directors, key management personnel or relatives or subsidiaries etc., except for those disclosed in AOC-2 (Refer '**Annexure C**') of this annual report. There are no materially significant RPT made by the Company with related parties which require approval of the shareholders / which have potential conflict with the interest of the Company at large.

All RPT are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are entered in the ordinary course of business and repetitive in nature. The transactions entered into pursuant to the omnibus approval so granted are reviewed by the Audit Committee on a quarterly basis.

All RPTs are approved by the Independent Directors who are members of the Audit Committee.

The Company has put in place a proper system for identification and monitoring of such transactions. Save as disclosed in this report none of the Directors or Key Managerial Personnel has any pecuniary relationships or transactions with the Company. The policy on RPT as approved by the Board has been disclosed in the policies section of the website of the Company and is available at the web link: <https://ranegroup.com/investors/rane-holdings-limited/>.

None of the Directors or Key Managerial Personnel or Senior Management Personnel has any material financial and commercial transactions (except payment of remuneration / sitting fee, as applicable), where they have personal interest, which may have potential conflict with interest of the Company at large.

6. Corporate Social Responsibility (CSR)

The Rane Group's vision on Corporate Social Responsibility (CSR) is: '**to be a socially and environmentally responsible corporate citizen**'. The CSR activities of Rane Group focus on four specific areas of (a) Education; (b) Healthcare; (c) Community Development; and (d) Environment.

The CSR Committee of the Board is responsible for recommending CSR projects and activities to the Board in line with the CSR policy. The CSR Committee monitors and reviews the implementation of CSR activities periodically.

The CSR activities undertaken by the Company are in line with the CSR Policy and recommendations of the CSR Committee comprising of Mr. L Ganesh, Committee Chairman & Managing Director, Mr. Harish Lakshman, Vice Chairman & Joint Managing Director and Dr. Ms. Brinda Jagirdar, Independent Director, as its members.

During the year the Company was required to make a CSR contribution of ₹77.09 lakhs towards CSR activities for the year. The '**Annexure D**' to this report contains the annual report on CSR activities of the Company for FY 2024-25. The CSR policy of the Company has been disclosed under the Corporate Governance Section on the Investor's page on the website of the company at the web-link: <https://ranegroup.com/investors/rane-holdings-limited/>.

Further, in terms of the CSR Rules, the CFO has certified to CSR Committee that the funds disbursed for CSR have been used, for the purpose and in the manner approved by the Board for FY 2024-2025.

7. Energy conservation, technology absorption and foreign exchange earnings and outgo

The Company is conscious of the imperative to protect the environment and the natural resources for achieving sustainable economic growth and have started several initiatives in this regard such as conservation of energy and water and eco-friendly waste management system. In view of the nature of activities of the Company, disclosure relating to technology absorption is not applicable to the Company.

The disclosure of foreign exchange earnings and outgo, in terms of provisions of Section 134(3)(m) read with Rule 8 of the Companies (Accounts) Rules, 2014 are given hereunder:

Foreign Exchange earnings and outgo

(₹ in Crores)

Foreign Exchange	2024-25	2023-24
Earnings	1.01	5.19
Outgo	72.84	10.73

8. Corporate Governance Report

Your Company is committed to maintaining the highest standards of corporate governance in spirit and also a leader in complying with the regulatory norms under the SEBI regulations and other laws and regulations applicable to the

Company. The Corporate Governance Report and the certificate issued by the Statutory Auditors are available in '**Annexure E**' to this report.

9. Business Responsibility and Sustainability Reporting

The Business Responsibility and Sustainability Report as applicable to the Company in terms of Regulation 34(2) of SEBI LODR for FY 2024-25 is provided in '**Annexure F**' to this report. The Company practices various business responsibility initiatives as per the Business Responsibility framework of the Rane Group. This framework is developed and steered at Rane group under the able leadership and guidance of Mr. L Ganesh, Chairman & Managing Director who is also responsible for the implementation of the Business Responsibility initiatives.

10. Particulars of Directors, KMP and employees

The details in terms of Section 197(12) read with Rule 5 of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 are available in '**Annexure G**' to this report.

Pursuant to Section 136(1) of the Act the report of the Board of Directors is being sent to the shareholders of the Company excluding the statement prescribed under Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The statement is available for inspection by the shareholders at the Registered Office of the Company during business hours.

11. Risk Management

The Risk Management Committee of the Board periodically reviews the risk management policy and its procedures.

The Company has in place a Risk Management Policy covering internal and external risks including information security, cyber security, Environmental, Social and Governance (ESG) related etc., measures for risk mitigation including systems and processes for internal control to identify risks associated with the Company and measures to mitigate such risks. The details of composition, scope and the meetings held during the year are provided in the Corporate Governance report annexed as '**Annexure E**' to this report.

12. Other disclosures

- a. The Details of loan, guarantees and investments under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

- b. The Internal control systems and adequacy are discussed in detail in the Management Discussion and Analysis annexed to the Directors' Report.
- c. There was no significant material order passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.
- d. The policies approved and adopted by the Board have been made available under the Corporate Governance section of the website of the Company at the weblink: <https://ranegroup.com/investors/rane-holdings-limited/>
- e. The copy of the Annual Return is available under the Corporate Governance section on the Investor's page on the website of the Company at the weblink: <https://ranegroup.com/investors/rane-holdings-limited/>
- f. The Company has complied with the applicable Secretarial Standards, viz., SS-1 on meetings of Board of Directors and SS-2 on General Meetings issued by Institute of Company Secretaries of India (ICSI) as per Section 118(10) of the Act.
- g. The details regarding unpaid / unclaimed shares and dividend transferred / proposed to be transferred to the Investor Education and Protection Fund (IEPF) and other relevant details in this regard, have been provided in the Corporate Governance section of this Annual Report.
- h. The Company does not accept any deposits falling under the provisions of section 73 of the Act and the rules framed thereunder.
- i. During the year, the Company has not raised any funds through preferential allotment or qualified institutions placement, hence, deviation / variation in the utilization of funds does not arise.
- j. The Company has established a formal vigil mechanism named 'Rane Whistle Blower Policy' for reporting improper or unethical practices or actions which are violative of the code of conduct of the Company. The mechanism includes access to report instances in Integrity Matters, an external and independent third-party service provider portal appointed by Rane Group.

All reports lodged in this portal will be received directly by Rane Group's Ombudsperson and will be processed as per Rane Whistle Blower Policy. The policy

which is also available on the intranet portal of the Company provides adequate safeguard against victimisation and for direct access to the Chairman of the Audit Committee for the employees and state their complaints / grievances. There were no complaints received by the company during the FY 2024-25.

- k. The Company has always provided a congenial atmosphere for work that is free from discrimination and harassment and has provided equal opportunities of employment to all irrespective of their caste, religion, colour, marital status and gender. The Company believes that women should be able to do their work in a safe and respectful environment that encourages maximum productivity. The Company has a zero tolerance towards sexual harassment. The Company has adopted a policy on prevention of sexual harassment of women at work place and put in place proper dissemination mechanism across the Company. The Company has carried out awareness programmes / sessions on the mechanism established under this policy, across its various locations. The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH), comprising of Presiding Officers and members with an appropriate mix of employees and external subject matter experts. During the period, the details of complaints received / resolved or pending are as under:

No. of complaints received during the year - Nil

No. of complaints disposed off during the year - Nil

No. of complaints pending as on end of the year - Nil

- I. In view of the exemptions available vide General circular 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA") read with previous circulars, SEBI Circular dated October 03, 2024 and in compliance with Regulation 36 of SEBI LODR, electronic copies of the annual report and the notice convening the 89th AGM would be sent to all the members whose e-mail addresses were registered with the Company or their

respective Depository Participants. A letter providing the web-link, where complete details of the Annual Report is available will be sent to those shareholder(s) who have not registered their email ids. The hard copies of the Annual Report will be made available to those members who are specifically requesting for the same. The full Annual Report will be made available on the website of the Company and will also be

disseminated to the stock exchanges where shares of the Company are listed.

Annual General Meeting

- m. The 89th AGM would be conducted through video conferencing or other audio-visual means on August 12, 2025 at 15:00 hrs (IST). The Notice convening the 89th AGM shall contain detailed instructions and notes in this regard.

Acknowledgement

We thank our Investors, Customers, Vendors, Bankers, Regulatory and Government Authorities, Reserve Bank of India, Stock Exchanges and Business Associates for their assistance, support and cooperation extended. We place on record our appreciation for the committed services of all our employees.

For and on behalf of the Board

Harish Lakshman
Vice-Chairman &
Joint Managing Director
DIN:00012602

Place: Chennai
Date: May 30, 2025

Ganesh Lakshminarayan
Chairman &
Managing Director
DIN:00012583

Annexure A to the Report of the Board of Directors

MANAGEMENT DISCUSSION AND ANALYSIS

1. Company Overview

Founded in 1929, Rane Holdings Limited, through its Group Companies is engaged in the manufacturing and marketing of automotive components for the transportation industry. The Group is a preferred supplier to major OEMs in India and abroad. The Group Companies manufacture Steering and Suspension systems, brake components, engine components, occupant safety systems and light metal casting products. The products serve the transportation industry including Passenger Vehicles, Commercial Vehicles, Farm Tractors, Two-wheelers, Railways and Stationary Engines. With modern manufacturing facilities across 30 locations in India and one in the Mexico, business development establishments cater to regions across North America, Europe and Japan. Rane Group's products are marketed across 30+ countries.

During the year under review, its operating listed subsidiaries, Rane Brake Lining Limited and Rane Engine Valve Limited, amalgamated with and into Rane (Madras) Limited (RML), another listed subsidiary. As a result of this amalgamation RML has expanded its business portfolios to include brake products, engine valve products besides consolidating its aftermarket platform.

Also, during the year under review, the Company acquired entire shareholding in Rane Steering Systems Private Limited (RSSL), earlier a joint venture company with NSK Limited, Japan. RSSL is into the business of manufacturing Electric Power Steering (EPS) and Manual Steering Column (MSC) for passenger cars and commercial vehicles.

2. Economic Review

2.1. Global Economy

In 2024, the global economy experienced modest but steady growth of 3.3%. Despite the ongoing challenges from geopolitical tensions and shifting trade dynamics, inflationary pressures eased across most economies, supported by stabilizing commodity prices and balanced monetary policies. Central banks remained cautious, aiming to support growth while maintaining price stability. Global trade patterns continued to evolve, with a greater focus on supply chain diversification and regionalization, creating opportunities for countries with strong manufacturing ecosystems and competitive advantages.

According to the International Monetary Fund (IMF), global growth is expected to slow-down to 2.8% in 2025. The introduction of new tariffs by the U.S. and similar responses from its major trading partners are already impacting global trade, weakening business confidence, and adding to market uncertainty. Advanced economies are expected to grow slowly, with the U.S. projected at 1.8% in 2025, and the Eurozone likely to grow by just 0.8%. Growth in emerging and developing economies is expected to be at 3.7%, with countries like China expected to be more affected due to their higher exposure to U.S. trade actions. The unpredictability in trade policy is making it difficult for businesses, adding pressure on the exchange rates.

2.2. Indian Economy

India has shown resilience despite the uncertain global environment. India's GDP growth for FY25 is estimated at 6.5%, driven by strong domestic demand, government-led infrastructure development, improved private investment and continued momentum in manufacturing and services.

Key indicators reflect broad-based economic strength: Gross GST collections reached a record of ₹22.1 lakh crores, marking a 9.4% year-on-year increase, while e-way bill generation grew by 20%, reflecting increased movement of goods across the country.

The manufacturing sector maintained healthy momentum throughout the year. The Manufacturing Purchasing Managers' Index (PMI) reached an eight-month high in March 2025, pointing to robust production activity, improved order books, and growing business confidence. The government's continued focus on infrastructure, supply chain localization, and policy support contributed to this positive environment.

Retail inflation moderated to 4.6% in FY25, the lowest level in several years. This decline was supported by stable food prices and effective policy interventions. The easing of inflation provided room for the Reserve Bank of India (RBI) to adopt a more accommodative stance, including a cut in the repo rate, which created a favourable environment for investment and consumption.

As per RBI's forecast, India's GDP expected to grow at 6.5% in FY26 supported by the strength in India's rural economy, recovery in the industrial

sector and resilience in the services sector, while factoring in the headwinds from global trade disruptions, which continue to pose downward risks.

3. Industry Review

Automobile Industry

3.1. Global Automobile Industry

After facing a few difficult years due to the pandemic and supply chain issues, the industry is now adjusting to new challenges like rising costs, changing trade policies, and evolving customer preferences. Although overall vehicle sales have improved in many parts of the world, the pace of growth remains uneven.

In the United States, new vehicle sales reached 15.9 million units in 2024 up 2.2% from the previous year. This growth was helped by better availability of cars, increased discounts, and rising interest in hybrid vehicles. Battery Electric Vehicle (BEV) sales also hit a record of 1.24 million units. Looking ahead, the National Automobile Dealers Association expects U.S. car sales to rise to 16.2 million units in 2025. But with the introduction of new trade tariffs and policy changes, the outlook remains uncertain.

According to the European Automobile Manufacturers' Association (ACEA), the European Union's (EU) car market saw a modest growth of 0.8% in 2024, reaching a total annual volume of 10.6 million units. In Europe, the vehicle production is expected to fall in 2025. High vehicle prices, reduced government support for electric cars, and weaker economic conditions, especially in Germany and France, are keeping demand in check. Automakers are also preparing for stricter EU emission rules, which are influencing what kinds of vehicles they offer.

The global automobile industry is going through a major shift in 2025 with the impact of geopolitical tensions and shift in trade policies. Technological changes, regulatory norms and evolving customer preferences continue to shape the priorities of vehicle makers and their responses to the demand environment.

3.2. Indian Automobile Industry

India's automobile industry continues to be a key contributor to the country's manufacturing growth and economic development. As the world's third-largest automotive market, India has benefitted from a combination of evolving consumer preferences and higher discretionary spending.

The Passenger Vehicle (PV) segment witnessed moderate growth of 3% robust demand for Utility Vehicles (UVs), which grew by 14%.

UV volume increase was fuelled by a slew of new model launches featuring advanced features and contemporary designs that resonated well with consumer preferences. In contrast, the Passenger Car segment (comprising sedans and hatchbacks) experienced a decline in production volume in FY25, with a drop of around 12%. Cleaner fuels like CNG and strong hybrids gained traction, while EV growth remained moderate.

Commercial Vehicle (CV) segment witnessed de-growth of 4%. The Medium and Heavy Commercial Vehicles (M&HCV) segment experienced a challenging year with volume decline of 3% primarily due to disruptions in infrastructure activities during the first half of FY25, partly due to the general elections. The Light Commercial Vehicles (LCV) segment reported volume decline of 5% due to factors such as elevated financing costs and a slowdown in demand from sectors like e-commerce. Also, increased penetration of electric three-wheelers also posed some competition to certain LCV applications, particularly in last-mile connectivity.

Tractors volume grew by 6% with improved farmer's sentiment and favourable weather conditions in key regions. Two-wheeler's segment witnessed robust volume growth of 9% driven by strong demand from rural and export markets. Sale of Electric Two Wheelers crossed 1 million units.

Industry Segment (Production figures)	Growth in % (YoY change)	
Vehicles	FY25	FY24
Passenger Cars (PC)	(12)	(9)
Utility Vehicles (UV)	14	23
Multi-Purpose Vans (MPV)	8	3
Passenger Vehicles (PV)	3	7
Light Commercial Vehicles (LCV)	(5)	3
Medium & Heavy Commercial Vehicles (M& HCV)	(3)	3
Commercial Vehicles (CV)	(4)	3
Farm Tractors (FT)	6	(8)
Two Wheelers (2W)	11	10

Source: Society of Indian Automobile Manufacturers (SIAM)

3.3. Indian Auto Component Industry

The Indian auto component industry stands as a critical pillar of the country's manufacturing sector, employing over five million people and contributing approximately 25% to India's

manufacturing GDP. In 2024, the industry is estimated to be valued at USD 74 billion, accounting for about 3.5% of the global auto component market. With a strong historical growth trajectory of 7-8% CAGR, the sector is poised for accelerated expansion, expected to triple in value to around USD 200 billion by 2030, at a projected CAGR of 16%.

This growth is being driven by multiple structural tailwinds. Rising disposable incomes, growing vehicle penetration, and changing customer preferences are transforming domestic demand patterns. At the same time, India's strategic integration into global supply chains is enhancing its role as a preferred sourcing hub. The auto component industry's sales to Original Equipment Manufacturer (OEM) sales in the domestic market are projected to rise from USD 62 billion to USD 89 billion by 2030, while exports are expected to grow significantly from USD 21 billion to USD 100 billion during the same period.

The industry's global aspirations are supported by consistent investment in R&D, a growing emphasis on quality and cost competitiveness, and the increasing localisation of manufacturing. Indian auto component manufacturers are actively adapting to global disruptions, especially the transition toward cleaner powertrains, lightweight materials, and smart mobility solutions. This is opening up new avenues for innovation and expanding access to future-ready markets.

3.4. Indian Automotive Aftermarket Industry

The Indian automotive aftermarket industry is undergoing a significant transformation, driven by a rapidly growing vehicle parc and changing consumer behaviour. According to the Automotive Component Manufacturers Association of India (ACMA), the market is expected to grow from its current valuation of USD 10 billion to USD 16 billion by 2030. This growth is underpinned by an expanding base of over 340 million registered vehicles, which is projected to increase at a Compounded Annual Growth Rate (CAGR) of approximately 8% over the next five years.

The rising vehicle population is expected to drive strong demand for maintenance, repair, replacement parts, and value-added services, thereby accelerating aftermarket growth across the country. The evolution of the aftermarket is also being shaped by broader shifts in consumer expectations and industry practices. Traditional business models are giving way to more Direct-to-Consumer (D2C) channels and digital platforms that enhance transparency,

convenience, and service quality. The growing customer awareness and increasing prevalence of online retail channels is helping enhanced access to aftermarket products.

Moreover, the transition towards electric mobility is opening new opportunities for component innovation and specialised service offerings. As Electric Vehicles (EVs) gain traction, the aftermarket ecosystem will evolve to support new categories of parts and diagnostic tools, positioning India as a responsive and competitive player in global supply chains.

In this dynamic landscape, the Indian automotive aftermarket is set to become a key pillar of the broader auto component industry, offering significant growth potential over the coming decade.

3.5. Opportunities and Threats

India's automotive sector stands at a pivotal moment, offering multiple opportunities for growth while also navigating a dynamic and challenging environment. The country's emergence as the third-largest automotive market globally is underpinned by a strong domestic consumption base, supportive policy initiatives and a growing reputation as a manufacturing and export hub. Government schemes such as the Production Linked Incentive (PLI) aiming at increased localisation continue to attract substantial investments and drive adoption of advanced automotive technologies.

The auto component industry is poised for significant expansion, with projections indicating industry doubling by 2030, supported by strong exports and rising demand for localized content. Similarly, the aftermarket segment is evolving rapidly, driven by an expanding vehicle base, growing consumer awareness and preference for digital engagement.

India's strategic position in global supply chains also presents a unique opportunity. As global OEMs diversify sourcing away from traditional markets, India's cost competitiveness, engineering talent and improving logistics infrastructure position it as a preferred partner. Furthermore, disruptions in global trade and supply chains are opening space for Indian manufacturers to integrate into international networks and capture greater market share.

However, the industry must remain cautious of several headwinds. Geopolitical tensions and fluctuating raw material costs continue to pose supply chain risks. Trade protectionism and policy uncertainty, particularly in key export markets, could impact investment flows and

export momentum. Domestically, affordability challenges in the mass vehicle segment, limited rural income growth and employment concerns could affect long-term demand.

Additionally, the fast-paced shift to electric mobility, while promising, could challenge companies that fail to keep pace with these changes and risk losing market relevance. Regulatory pressures related to emission standards, safety norms, and environmental compliance add further complexity.

3.6. Outlook

The Indian automobile industry is well-positioned to maintain long-term momentum, supported by policy stability, expanding production capacity, a maturing EV ecosystem and deepening integration into global supply chains. Continued focus on domestic manufacturing and innovation will remain central to driving future growth.

The outlook for the Indian automotive industry remains optimistic, underpinned by robust domestic consumption, supportive policy measures, and growing focus on localisation. Initiatives such as the Production Linked Incentive scheme, FAME-II and infrastructure development are expected to boost investment and enhance competitiveness across segments. Rising exports, increasing adoption of digital technologies on the shop floor and a strengthening aftermarket ecosystem further support the industry's long-term potential. However, the industry will need to adapt to evolving regulatory frameworks, global trade dynamics and shifting consumer behaviour to maintain sustainable and inclusive growth.

Standalone

Sl. No.	Ratios	Unit of Measurement	March 31, 2025	March 31, 2024	Significant change ($\Delta 25\%$)	Reason for significant change in FY25
1	Debtors Turnover	Times	8.39	9.80	NA	NA
2	Current Ratio	Times	2.41	3.17	NA	NA
3	Interest Coverage ratio	Times	48.11	20.08	140%	*
4	Debt Equity Ratio	Times	0.10	-	(100)%	**
5	Operating Profit Margin	%	55%	61%	NA	NA
6	Net Profit Margin	%	48%	50%	NA	NA
7	Return on Net worth	%	11%	13%	NA	NA
8	Return on Capital Employed	%	12%	16%	NA	NA

* Higher interest coverage due to lower interest cost during the year.

** Due to fresh term loan availed during FY'25.

The other ratios as required under Schedule III are disclosed in Note no.34 to the Financial Statements.

4. Financial Review

Financial Highlights

Standalone Financial Highlights

- Total Revenue was ₹143.66 Crores for FY25 as compared to ₹150.47 Crores for FY24, decrease of 4.53%.
- Operating revenue decreased to ₹140.76 Crores in FY25 from ₹146.86 Crores in FY24 due to lower trademark fee income.
- Other income decreased to ₹2.90 Crores in FY25 from ₹3.61 Crores in FY24 owing to the gain on disposal of property plant and equipment during FY24.
- EBITDA stood at ₹86.80 Crores as compared to ₹98.79 Crores during FY24, decrease of 12.14%.
- Net profit stood at ₹68.11 Crores for FY25 as compared to ₹73.06 Crores for FY24.

Consolidated Financial Highlights

- Total revenue was ₹4,380.34 Crores for FY25 as compared to ₹3,543.98 Crores for FY24, an increase of 23.60%.
- EBITDA stood at ₹346.63 Crores for FY25 as compared to ₹335.64 Crores for FY24, recording an increase of 3.27%.
- Net profit stood at ₹220.85 Crores for FY25 as compared to a profit of ₹149.61 Crores for FY24.

FY25 consolidated financial performance includes line by line consolidation of RSSL as a subsidiary effective from **September 19, 2024**.

Consolidated

Sl. No.	Ratios	Unit of Measurement	March 31, 2025	March 31, 2024	Significant change ($\Delta \geq 25\%$)	Reason for significant change in FY25
1	Debtors Turnover	Times	5.72	5.67	NA	NA
2	Inventory Turnover	Times	5.58	4.69	NA	NA
3	Current Ratio	Times	0.93	1.09	NA	NA
4	Interest Coverage ratio	Times	2.49	3.59	(31)%	*
5	Debt Equity Ratio	Times	0.74	0.91	NA	NA
6	Operating Profit Margin	%	4%	7%	(35)%	*
7	Net Profit Margin	%	5%	4%	NA	NA
8	Return on Net worth	%	18%	13%	38%	**
9	Return on Capital Employed	%	9%	14%	(36)%	*

*Drop in Operating Profit due to adverse product mix.

** Increase due to receipt of Exceptional Income of ₹176 Crores by RSSL towards settlement amount received from NSK Ltd. Japan.

5. Business Review

5.1. Rane Holdings Limited (RHL)

- The Group aggregate sale for FY25 was ₹7,413 Crores.
- Group continued to engage in various lean measures to improve productivity.
- Implemented strategic savings initiatives on power, sourcing etc., at the Group level.
- During the financial year, RHL acquired the balance stake of 51% held by NSK Ltd., Japan, in Rane NSK Steering Systems Private Limited (RNSS) and accordingly, it became a wholly owned subsidiary of RHL effective from September 19, 2024. RNSS was thereafter renamed as Rane Steering Systems Private Limited (RSSL). Pursuant to this, the joint venture of the Company with NSK Ltd. has ceased.

5.2. Subsidiaries

5.2.1. Rane (Madras) Limited (RML)

On consolidated basis, total revenue from sale of products decreased to ₹3364.28 crores in FY25 from ₹3412.49 crores in FY24. Net profit stood at ₹37.65 crores in FY25 as against a net profit of ₹54.76 crores in FY24.

5.2.2. Rane Steering Systems Private Limited (RSSL) [formerly Rane NSK Steering Systems Private Limited]

RSSL registered a total revenue of ₹1708.05 crores for FY25 as compared to ₹1727.80 crores for FY24. RSSL earned Net profit of ₹71.29 crores in FY25 against ₹10.48 crores earned during FY24. This includes an exceptional income

received during FY25 as settlement amount of ₹176 crores from NSK Ltd., Japan, by RSSL.

5.3. Joint Ventures / Associate Companies

5.3.1. ZF Rane Automotive India Private Limited (ZRAI)

On consolidated basis, total revenue was ₹2,415.91 crores for FY25 as compared to ₹2,153.37 crores for FY24, recording an increase of 12.19%. ZRAI earned a net profit of ₹91.51 crores in FY25 as compared to ₹106.84 crores earned during FY24. ZRAI successfully Pursuant to this, the joint venture of the Company with NSK Ltd. has ceased. inaugurated a 'Sled Test' facility and an 'Inflator' manufacturing facility at Trichy.

The Board of Directors of ZRAI at its meeting held on December 19, 2024, approved the draft scheme of arrangement under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, for the demerger, transfer and vesting of the Demerged Undertaking comprising of Occupant Safety Division and related investments, into ZF Lifetec Rane Automotive India Private Limited., a wholly-owned subsidiary of ZRAI, on a going concern basis. The said scheme is subject to approval of shareholders & creditors of the respective companies, National Company Law Tribunal and other approvals as may be required.

5.4. Overseas Subsidiaries

The Company operates two overseas subsidiaries viz., (i) Rane Holdings America Inc., USA, to cater to the business development in North America region and (ii) Rane Holdings Europe GmbH, Germany, to cater to the business development in the European region, for Rane group companies.

6. Scheme of Amalgamation

During the year under review, two listed operating subsidiaries of the Company, viz., Rane Brake Lining Ltd. and Rane Engine Valve Ltd. were amalgamated with and into Rane (Madras) Ltd. with effect from the Appointed Date, viz., April 01, 2024.

The amalgamation is expected to result in simplification of the group structure, aligning shareholder interests, enhancing operational efficiency, and achieve diversification in product offerings. Consolidating under a single listed entity is expected to facilitate coordinated business management, achieve synergies in revenue and costs, optimize resources, and improve access to capital for growth opportunities. The group is poised to take forward this unified approach in customer engagement, supply chain management and administration for an improved organizational capability and leadership.

7. Risk Management

The Company has laid down well-structured procedures for monitoring the risk management

plan and implementing risk mitigation measures. The risks are broadly classified into strategic risks, operational risks, financial risks and statutory compliance risks. These risks are rated based on factors such as past year experience, probability of occurrence, probability of non-detection and their impact on the business. The top management reviews the strategic risks, and the risks with high probability and high impact every quarter and presents its report along with a risk mitigation plan to the Board of Directors on a half-yearly basis. The strategic risks are taken into consideration in the annual planning process with their mitigation plan. Other risks are covered as part of the internal audit process and presented to the Audit Committee every quarter. The business process risks, and the related controls are subjected to internal audit and reviewed on a quarterly basis. The risk ratings are revalidated with the top management as part of the internal audit process every quarter. The overall re-assessment of risks at the Company level is carried out and presented to the Board of Directors once in two years for their review.

Risk	Nature of Risk	Risk Mitigation Strategies
Industry / Market Risk	70% of revenue is derived from the Indian automotive sector. Hence, any drop in vehicle production will have a significant impact on the Company's business.	<p>The Company constantly strives to:</p> <ul style="list-style-type: none"> (a) Increase revenue from international markets (outside of India). (b) Add new products to increase organic revenue and diversify customers across vehicle segments. (c) Improve presence in the Aftermarket segment, which presents an opportunity to compensate for any drop in the OE segment.
Technology Obsolescence Risk	Auto industry and customer preference undergo changes, resulting in technology obsolescence.	<p>The Company has consistently delivered cutting-edge technology products with enhanced R&D capabilities, localisation of testing and validation capabilities.</p> <p>Proactive engagement with customers at an early stage helps the Company to capture and work on the new technology development.</p>
Competition	Maintaining market share in the competitive market and availability of unorganised players pose further challenges.	<p>The Company's long-standing relationship with OEMs, state-of-the-art facilities and best-in-class processes help deliver superior value to the customers. The Company periodically conducts customer surveys to understand customer feedback and work in furthering its relationship with the customers.</p>

Risk	Nature of Risk	Risk Mitigation Strategies
Operational	Quality / Processes	Quality and delivery are sacrosanct for the safety-critical products supplied by the Group Skilled workforce, imparting job skill enhancement training, enhancing supplier capabilities and robust manufacturing processes help the Company mitigate quality and delivery risks.
	People Risk	Attrition of key personnel could impact business operations and growth. The Company's HR processes are constantly upgraded to attract, retain and develop talent. The policies are people-centric and industry accolades on HR practices help attract talent. The dedicated training centre supports in building functional capabilities and developing a strong leadership pipeline.
Financial	Raw Material (Input) Price Risk	Material cost is a significant part of the cost and volatility in the price of raw material costs will erode margin. The Company constantly strives to mitigate the input cost increases by: (a) Implementing a procurement function that will work on cost-reduction initiatives through alternate sourcing, localisation, etc. (b) Negotiating and passing through input cost, which increases suitably to the customers. (c) Working on process improvements, yield improvements, etc.
Financial	Currency Risk	The Company is exposed to foreign currency exchange risk as it exports our products to various countries and import raw materials. The Company uses a multi-pronged approach as suitable to the scenarios. This approach includes: (a) Optimally balancing the import and export to create natural hedge. (b) Working with customer-to-index prices to mitigate currency fluctuations. (c) Taking simple forwards on a rolling basis to protect its export realisation.
	Interest Rate Risk	Use of borrowings to fund expansion exposes the Company to interest rate risk. The Company manages interest rate risk on the following basis: (a) Maintaining optimal debt-equity levels. (b) Using internal accruals to fund expansion. (c) Constantly optimizing working capital to reduce interest costs.

8. Human Resource Development and Industrial relations

8.1. Talent Development Initiatives

In FY25, the Company focused on the following talent development initiatives:

Leadership Development

8.1.1 Leadership Boot Camp (LBC)

To provide new entry-level graduates with valuable real-world experience, Rane Group implemented a mandatory group-wide internship program. As part of this initiative, 46 recent graduates (GET / MT / PGET) were onboarded as interns before transitioning into trainee roles, embarking on their Learning Boot

Camp (LBC) journey with us. The LBC curriculum is meticulously designed to transition graduates from academia to corporate life. Through hands-on experiences, including plant visits, on-the-job training and cross-functional collaborations, they gain a deep understanding of Rane's operations and culture. Mentoring by senior leaders further enriches the development journey.

Over 45 Graduate Engineer Trainees and Management Trainees from the 2023 batch completed their year-long journey at the Renvocation. The event featured inspiring interactions with business leaders, insightful experience-sharing by the trainees and a variety of engaging activities.

8.1.2 Young Leadership Development (YLD)

YLD is a flagship intervention program that enables individual contributors to successfully transition into first time managers. As part of the ongoing learning engagement journey, 1 YLD participants from earlier batches underwent a two-day workshop curated with the objective of enhancing their business understanding through Rane specific case studies. Participants presented their solutions to the case studies by drawing insights from various modules to a panel of business leaders.

The eighth batch with a participant underwent 5 days of classroom sessions across 3 modules delivered by Shri Dharmasthala Manjunatheshwara Institute for Management Development. To foster development, we organised interactive sessions with business leaders who shared their insights and experiences on leadership effectiveness. One participant from the YLD program underwent an experiential learning program at the Pegasus Institute in Pondicherry, a facility renowned for cultivating leadership skills.

8.1.3 High Potential Leadership Development (HPLD)

The objective of HPLD is to build leadership competencies of high potential talent at department head level and transitioning to plant, functional head level. A mentor form Great Lakes facilitated the participants to identify a live business challenge and enabled them to work on such action learning projects.

As part of the HPLD design, the participants underwent an experiential learning program at Pegasus Institute in Pondicherry. The outbound had continuous feedback assessments that helped them to develop receptiveness to feedback and concrete developmental takeaways.

8.1.4 Supervisory Development Program (SDP)

SDP designed to enhance shop floor efficiency and effectiveness was conducted across four batches in Chennai, Trichy, and Hyderabad, covering 120+ participants. The SDP provided participants with essential supervisory skills, focusing on team motivation, performance management, labour laws and safety management for optimal performance.

8.1.5 Leadership Effectiveness

Three experienced leaders underwent an engaging 3-day residential program at Xavier Institute of Management and Entrepreneurship. Participants gained practical tools to drive their own development and contribute to their teams by exploring self-leadership, leading others and leading the organization.

8.1.6. Senior leadership meet

The Plant Head and Function Head Meeting of Rane Group was a significant step toward aligning

business objectives with the evolving demands of the market and stakeholders. Bringing together senior leadership, the event focused on strengthening strategies for sustainable growth, operational efficiency, and stakeholder satisfaction. A highlight of the meeting was the keynote address by Sarath Reddy, Founder & Chief Investment Officer, Unifi Capital, who emphasized the critical importance of meeting investor expectations.

8.1.7. Rane Manufacturing Systems Professionals (RMSP)

Launched in June 2017 with the objective of developing manufacturing skills in junior and middle managers across various plant functions, the refreshed Rane Manufacturing Systems Professionals program (RMSP) 4.0 was updated in June 2023. This enhanced version focuses on boosting plant performance by improving technical expertise through two tracks: Basic and Advanced. Emphasizing learner-centric, role-based development, RMSP 4.0 incorporated recent advancements in its curriculum, with three new batches launched during the year. Currently, 102 improvement projects are underway, targeting key areas like productivity, quality, cost, delivery, and safety. During the year, 39 participants have completed the Advanced Stream, and an additional 80 are actively working towards their completion.

RMSP - Technology Day was hosted at ZF Rane Automotive India in Guduvanchery, spotlighting the latest technological advancements and their potential applications within the Rane Group. The event brought together employees from across the organization to foster collaboration and knowledge sharing.

8.2 Learning digital journey

To further support learning and development, weekly microlearning content across themes such as leadership, functional competency, office productivity and wellness were made available to employees through the learning management system. Key initiatives include access to short-term NPTEL certification programs and conversational English skills development through a partnership with The Hindu group. To boost learner engagement, gamification elements such as weekly quizzes, cohort-based learning challenges, and an L&D leader-board are incorporated. The LMS tool is utilized to monitor individual learning development plan progress, and annual refresher e-learning governance courses were also provided.

8.3. Great Place to Work (GPTW)

Driven by a commitment to continuous improvement across all operations, the Rane Group recognizes that employee satisfaction and engagement are crucial for growth, alongside business performance. For nearly a decade, Rane has utilized an Employee Opinion Survey,

administered by an external consultant, to provide employees with a platform for open feedback, identify strengths, and pinpoint areas for improvement. As the organization expanded, the need for more efficient and benchmark-driven models for capturing employee sentiment and ensuring employee well-being became apparent.

To this end, the Rane Group has partnered with Great Place to Work (GPTW), a globally recognized authority on high-trust, high-performance workplace cultures. By participating in the GPTW survey, Rane leverages the findings to continuously enhance employee engagement and experiences. Rane Holdings Limited proudly achieved GPTW certification for the fourth consecutive year, underscoring the Group's ongoing dedication to fostering a positive and engaging work environment.

8.4. Wellness at Rane

Rane Group prioritizes the holistic well-being of its employees through a range of comprehensive initiatives. The Wellness Corner app actively encourages healthy habits like regular exercise and mindful eating through engaging challenges. Beyond the app, Rane offers wellness workshops, mental health support, and financial wellness programs, all aimed at empowering employees to achieve balanced and fulfilling lives.

Employee well-being is further supported by robust Health, Safety and Environment (HSE) practices, including thorough ergonomic assessments to optimize workspaces for comfort and productivity.

Fostering both camaraderie and workplace wellness, the Rane Premier League (RPL), an inter-group cricket tournament, brought together the best cricketing talent from across Rane's entities. Ten enthusiastic teams competed fiercely for the winner and runner-up titles.

Continuing its focus on employee wellness, Rane also witnessed significant participation in marathons this year, with an impressive 83% of employees taking part in the Madras Round Table 1 Marathon and 91% in the Freshworks Marathon, demonstrating their enthusiasm for such events.

8.5 Women empowerment at Rane

Rane Group furthered its commitment to women's empowerment through its Women at Work (W@W) initiative. This program aims to cultivate a community of "Engaged, Enthused, and Empowered" women, providing support for their career ambitions while acknowledging and addressing their evolving life demands. The W@W group will benefit from mentorship by an executive coach, with both individual and group sessions designed as a valuable platform for networking, sharing experiences, and accessing resources that promote professional advancement within the organization.

8.6. Industrial Relations

The industrial relations were generally cordial in all the plants of the group companies. The group level industrial relations council works towards the objective of creating a healthy working environment by promoting peace and harmony amongst all segments of employees. The focus areas for the council includes interpretation and implementation of legislations, workforce mix planning for optimal deployment and sharing of best practices.

9. Corporate Social Responsibility (CSR)

Rane Foundation, a public charitable trust founded in the year 1967, is the leading partner for implementing Rane Group's CSR initiatives. The Company's CSR vision is 'to be a socially and environmentally responsible corporate citizen'. The Company continues to focus on four thrust areas for its CSR activities - Education, Healthcare, Environment and Community Development. The Company has implemented several projects in the field of Education, Healthcare and Community Development.

9.1 Education:

The Rane Vidyalaya, established at Trichy in the year 2018 under the aegis of Rane Foundation has stepped into its seventh academic year. Rane Vidyalaya was recognized by Directorate of School Education, Tamil Nadu in 2018 and is affiliated to the Central Board of Secondary Education, New Delhi. In the academic year 2024-25, it reached a student strength of 924 in its seventh year of operations, operating from LKG to X. The school has achieved 100% pass percentage in the X standard board examination in the academic year 2024-25. The school will begin its higher secondary education with the addition of class XI from the academic year 2025-26.

The Rane Polytechnic, established at Trichy in the year 2011 under the aegis of Rane Foundation completed its fourteenth academic year. The institution is accredited by the National Board of Accreditation (NBA) for its Diploma in Mechanical Engineering program. So far 2120 students completed their diploma program. 123 students completed the program in the academic year 2024-25, of which 99 students opted for placements and 100% placement was achieved.

Considering the declining demand and enrollment for the polytechnic courses at the national and state level, it has been decided by the Rane Foundation to progressively close the polytechnic institution by the end of academic year 2025-26. Necessary approvals have been secured from DoTE & TN Government. The application for progressive closure is pending with AICTE from January 2024.

Rane Foundation also embarked on its next major project to establish one more CBSE school in the name "Rane Vidyalaya - Sethurapatti" to cater to the needs of providing quality wholesome education to rural children in and around Sethurapatti village. The school will start its operations for the primary classes from the academic session 2025-26.

Rane Foundation in association with various educational institutions carried out the following CSR initiatives:

- Extended support to the Gopalapuram Educational Society towards maintenance and operations of Boys & Girls Schools.
- Supported 20 Single Teacher Schools in association with Swami Vivekananda Development Society.
- Extended support to Mensa-Balamandir towards education for underprivileged children.
- Provided Hard disks, class room speakers, equipment for Smart classroom to Ramakrishna Mission Student's Home.

9.2. Healthcare:

Rane Foundation through strategic partnerships with established organisations contributed medical equipment to not for profit hospitals of repute, making a significant impact on society across various specialties such as Ophthalmology, Dialysis and public healthcare at an affordable cost, as outlined below:

- Procured Photo Slit Lamp and pure point green laser equipment to Sankara Nethralaya to enhance the ophthalmic care
- Contributed to IT server cum storage units and advanced operation theatre monitors with Central Monitoring Systems (CMS) to the Child Trust Hospital.
- Supported Voluntary Health Services, a multi-speciality hospital with Ophthalmology and Dental Equipment.
- Supported Sringeri Sharada Equitas Cancer - Multi-speciality Hospital, a charitable hospital, with microwave ablation system.
- Supported Apollo Hospitals Enterprise Limited in conducting Tele-Ophthalmology Camp at Trichy including delivery of spectacles.
- Supported Tamilnadu Kidney Research Foundation (TANKER Foundation), a non-profit charitable trust with Hemodialysis machine with blood pressure monitor.

10. Health, Safety & Environment (HSE)

Health, Safety and Environment (HSE) is a core element of its governance approach and a key

driver of group-wide excellence. As the apex entity of the Rane Group, RHL actively leads the HSE agenda by setting strategic direction, promoting a culture of shared responsibility, and enabling structured governance. Through regular reviews, capability building, and cross-functional collaboration, RHL influences all group companies to embed HSE into their operations, reinforcing a strong commitment to prevention, continuous learning, and employee well-being.

Although RHL does not operate manufacturing facilities, it leads by example in environmental stewardship through responsible practices and resource efficiency. Its focus on sustainability, waste minimization, and operational discipline sets a benchmark for group entities. By driving transparency and continual improvement, RHL plays a vital role in shaping a culture where safety, environmental responsibility, and excellence go hand in hand across the Rane Group.

11. Information Technology

The Company provides service delivery of IT infrastructure, application development and information security across Group companies. Over the past year, we have implemented several strategic initiatives to strengthen the IT infrastructure, enhance data protection, and support operational efficiency.

Enhanced network and WAN infrastructure across key sites, led to improved connectivity, bandwidth reliability, latency and enhanced support for cloud-based systems and remote work environments. To safeguard business-critical data and support continuity, the Company upgraded the backup solutions by implementing automated Network Attached Storage (NAS) backup systems with improved recovery capabilities. Google workspace was also adopted for a certain set of users for online productivity and real time collaboration.

As part of digitization efforts, the Company introduced tools and frameworks for better monitoring and controlling commodity-related expenses, resulting in increased visibility into cost trends and drivers.

As part of Industry 4.0 initiatives, the Company is supporting businesses on improving Overall Equipment Efficiency (OEE), Smart Utility Management. Rane Data Centre is focussing on OT (Operational Technology) cybersecurity to protect the hardware / software and ensuring continuous & safe operation of machinery and industrial control systems.

Information Security has been strengthened by implementing TISAX (Trusted Information Security Assessment Exchange) compliance processes at selected sites, which elevated our information security posture in line with automotive industry standards.

12. Internal Control Systems

The Company has put in place a robust internal control system to prevent operational risks through a framework of internal controls and processes. These controls ensure that the business transactions are recorded in a timely and complete manner in the financial records, resources are utilised effectively and the assets are safeguarded.

The internal audit function is outsourced to a professional firm of independent assurance service providers. The Audit Committee and the Board in consultation with the Internal Auditors, Statutory auditors and operating management approve the annual internal audit plan. The scope also covers the internal financial controls

and internal controls over financial reporting. The internal audit findings are placed before the Audit Committee at each of its quarterly meetings for review. The management's responses and counter measures are discussed in the Audit Committee meetings. This process ensures robustness of the internal control system and compliance with laws and regulations including resource utilization and system efficacy.

13. Cautionary statement

The information and opinion expressed in this Report may contain certain forward-looking statements, which the management believe are true to the best of its knowledge at the time of its preparation. Actual results may differ materially from those either expressed or implied in this report.

For and on behalf of the Board

Place: Chennai
Date: May 30, 2025

Harish Lakshman
Vice-Chairman &
Joint Managing Director
DIN:00012602

Ganesh Lakshminarayanan
Chairman &
Managing Director
DIN:00012583

Annexure B to the Report of the Board of Directors

SECRETARIAL AUDIT REPORT

for the Financial Year ended March 31, 2025

Form No. MR-3

Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A(1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015]

To the Members of

Rane Holdings Limited

[CIN: L35999TN1936PLC002202]

"Maithri", No.132, Cathedral Road,
Chennai - 600 086.

We have conducted a **Secretarial Audit** of the compliance of applicable statutory provisions and adherence to good corporate practices by **Rane Holdings Limited ('the Company')** **during the financial year from April 1, 2024 to March 31, 2025** ('the year' / 'audit period' / 'period under review'). The audit was conducted in a manner that provided a reasonable basis for evaluation of the Company's corporate conducts / statutory compliances and expressing our opinion thereon.

We are issuing this report based on:

1. Our verification of the books, papers, Minutes books and other documents / records maintained by the Company forms and returns filed with statutory / regulatory authorities, information disseminated on the website of the Company and the stock exchanges on which its securities are listed and other relevant documents / information.
2. Compliance report on compliance with applicable statutory provisions submitted by key managerial personnel and reviewed and noted by the Board of Directors.
3. Information, explanation, and representations provided by the key managerial personnel and compliance related action taken by the Company during the year and also after the end of the year but before the issue of this report.

We hereby report that, in our opinion, and to the best of our knowledge, the Company has **complied with the statutory provisions** listed hereunder and has Board processes and compliance mechanism in place, to the extent, in the manner and subject to reporting made hereinafter, **during the audit period covering the financial year ended from 1st April 2024 to 31st March 2025**.

The members are requested to read this report along with our letter of even date annexed to this report as **Annexure - I**.

1. Compliance with specific statutory provisions

- 1.1 We have examined the books, papers, Minute books and other records maintained

by the Company, and forms, returns, reports, disclosures and information filed / submitted / disseminated during the year in accordance with the applicable provisions of the Acts, Rules, Regulation, Agreements and Standards set-out in Clause 1.3 hereunder.

- 1.2 Based on such examination and also considering compliance related action taken by the Company after the end of the year but before the issue of this audit report, we report that, to the best of our knowledge and belief, that the Company's compliance with the said applicable provisions as set out in Clause 1.3 hereunder.
- 1.3 The Company has complied with applicable provisions of the following Acts, Rules, Regulations, Agreements and Standards:
 - a) The Companies Act, 2013, and the rules made thereunder;
 - b) The Securities Contracts (Regulation) Act, 1956, and the rules made thereunder;
 - c) The Depositories Act, 1996, and the regulations and bye-laws framed thereunder, to the extent applicable to listed securities issued by the Company;
 - d) The Foreign Exchange Management Act, 1999, and the rules and regulations made thereunder, to the extent of Foreign Direct Investment and Overseas Direct Investment;
 - e) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Regulations'):
 - (i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - (ii) SEBI (Prohibition of Insider Trading) Regulations, 2015;
 - (iii) SEBI (Substantial acquisition of shares and Takeovers) Regulations, 2011;
 - f) Listing agreements entered into with the stock exchanges viz; BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), in relation to listing of Equity shares issued by the Company; and
 - g) Secretarial Standards (SS) issued by The Institute of Company Secretaries of India ('Secretarial Standards') viz; SS-1 on Meetings

of Board of Directors and SS-2 on General Meetings (applicable to General Meetings including Postal Ballot process).

- 1.4 We noted that, the Company was not required to comply with the following Acts, Rules, Regulations and Standards during the year:
- (a) The Foreign Exchange Management Act, 1999, and the Rules and Regulations made thereunder, to the extent of External Commercial Borrowings;
 - (b) The following SEBI Regulations (which were not applicable):
 - I. SEBI (Buy-back of Securities) Regulations, 2018;
 - II. SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - III. SEBI (Issue and listing of Non-convertible Securities) Regulations, 2021;
 - IV. SEBI (Share based employee benefits and Sweat Equity) Regulations, 2021;
 - V. SEBI (Delisting of Equity shares) Regulations, 2021;
 - VI. SEBI (Registrars to an Issue and Share transfer agents) Regulations, 1993, regarding the Companies Act, 2013, and dealing with client;
 - (c) Secretarial Standards - 3 (SS-3) on Dividend and Secretarial Standards - 4 (SS-4) on Report of the Board of Directors issued by the ICSI (which were non-mandatory); and
 - (d) Specific laws applicable to the Company (no specific laws were applicable during the period under review, considering the nature of business).

2. Constitution of the Board and Board processes

We further report as follows:

- 2.1 The composition of the Board of Directors of the Company during the year, was in compliance with the applicable provisions of the Companies Act, 2013 (the Act) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR).
- 2.2 The Board of Directors is constituted with 6 (six) Directors, as at the end of the year, comprising of:
- (a) 1 (one) Executive Director designated as Chairman and Managing Director;
 - (b) 1 (one) Executive Director designated as Vice-Chairman and Joint Managing Director; and
 - (c) 4 (four) Non-Executive Independent Directors, including 1 (one) Independent Woman Director.
- 2.3 The process relating to the following changes in the Board of Directors during the year, were carried out in compliance with the applicable provisions of the Act and LODR:
- (a) Re-appointment of Mr. Harish Lakshman (DIN:00012602), Vice-Chairman and Joint Managing Director, upon retirement by rotation at the 88th Annual General Meeting (AGM) held on 2nd August 2024.
 - (b) Re-appointment of Mr. Pradip Kumar Bishnoi (DIN:00732640) who was appointed as an Independent Director at the 83rd AGM held on 8th August 2019 and holds office upto the conclusion of the 88th AGM held on 2nd August 2024, as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term with effect from conclusion of the 88th AGM upto 1st July 2026, in accordance with the policy of the Company applicable to Board of Directors from time to time, which was approved by way of special resolution passed by the members at the 88th AGM.
 - (c) Appointment of Mr. Muthiah Murugappan Murugappan (DIN:00170478) as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 2nd August 2024 upto 1st August 2029, (both days inclusive) in accordance with the policy of the Company applicable to Board of Directors from time to time, which was approved by the members by way of special resolution passed at the 88th AGM held on 2nd August 2024.
 - (d) Retirement of Mr. Venkataramani Sumantran (DIN:02153989), Non-Executive Independent Director, at the conclusion of the 88th AGM held on 2nd August 2024, upon completion of his term of appointment.
 - (e) Re-appointment of Mr. Harish Lakshman (DIN:00012602) as Vice-Chairman and Joint Managing Director, for a further term of 5 (five) consecutive years from 1st August 2024 to 31st July 2029, which was approved by the Board of Directors at their meeting held on 2nd August 2024 and by the members by way of special resolution passed through postal ballot process on 6th September 2024.
 - (f) Re-appointment of Mr. Ganesh Lakshminarayanan (DIN:00012583) as Chairman and Managing Director, for a

- further term of 5 (five) consecutive years from 1st April 2025 to 31st March 2030, which was approved by the Board of Directors at their meeting held on 6th February 2025 and by the members by way of special resolution passed through postal ballot process on 17th March 2025.
- 2.4 We noted that, adequate notice was given to the Directors to plan their schedule for the Board meetings. Notice of the Board meetings were sent to the Directors atleast 7 (seven) days in advance, other than for meetings convened at a shorter notice in terms of Section 173(3) of the Act.
- 2.5 We noted that, agenda and detailed notes on agenda in respect of Board meetings were circulated to the Directors atleast 7 (seven) days in advance, other than for meetings which were convened at a shorter notice, with the exception of the following items which were circulated separately before or at the meetings with requisite approval from the Board:
- (i) Supplementary agenda notes and Annexures in respect of Unpublished Price Sensitive Information (UPSI), such as audited accounts/ results, unaudited financial results and connected papers; and
 - (ii) Additional subjects / information / presentation and supplementary notes thereon.
- 2.6 We noted that a system exists for directors to seek and obtain further information and clarification on the agenda items before the meetings and for their meaningful participation at the meetings.
- 2.7 We noted that, at the Board meetings held during the year:
- (i) Majority decisions were carried through; and
 - (ii) No dissenting views were expressed by any Board member on any of the subject-matters discussed at the meetings, that were required to be captured and recorded as part of the Minutes

3. Compliance mechanism

We further report as follows:

- 3.1 We have examined the compliance reports on applicable laws submitted to and reviewed by the Board, reporting by the Board in its Directors' Responsibility Statement, reporting by the Statutory Auditors in their quarterly reports and annual audit reports, and other relevant documents, which in our opinion, provided a reasonable basis for evaluating and reporting on the compliance mechanism.
- 3.2 Based on such examination, we report that the systems and processes being adopted by the

Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines, are reasonably adequate considering its size and nature of operations.

- 3.3 In respect of the overseas subsidiaries, we have relied on the compliance related information reviewed by the Board and Audit Committee, as part of financial reporting, and Annual Performance Reports submitted to Reserve Bank of India. We have not conducted a separate review in this regard.

4. Specific events / actions

We report that the following specific events/actions having a major bearing on the Company's affairs took place during the year, in accordance with the laws, rules, regulations, guidelines, agreements and standards, referred to hereinabove.

- 4.1 **Approval of Scheme of amalgamation** of erstwhile REVL and RBL with **Rane (Madras) Limited**, subsidiary of Rane Holdings Limited

The **Scheme of Amalgamation of Rane Engine Valve Limited** ('REVL / Transferor Company 1') and **Rane Brake Lining Limited** ('RBL / Transferor Company 2') **with and into Rane (Madras) Limited** ('RML / Transferee Company) and its shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ('the Scheme'), was sanctioned by the National Company Law Tribunal, Division Bench - I, Chennai (NCLT) vide its **Order** Number CP/CAA/72/2024 dated **24th March 2025**.

The **Scheme became effective from 7th April 2025** (Effective date), being the date on which the certified order of NCLT sanctioning the Scheme was filed by Transfer Company 1, Transferor Company 2 and Transferee Company with the Registrar of Companies, Chennai.

On and from the effective date viz; **7th April 2025**, **REVL and RBL stood automatically dissolved without winding-up** and the offices of Directors, Key Managerial Personnel and Statutory Auditors of REVL and RBL stood vacated.

The Working Committee of the Board of Directors of Rane (Madras) Limited (Transferee Company), at their meeting held **on 23rd April 2025**, approved the **allotment of 1,13,71,870 new Equity shares of Rs.10/- each fully paid-up ('New RML Shares')**, **to eligible shareholders of Transferor Company 1 and Transferor Company 2**, who were holding shares as on 22nd April 2025, being the Record date determined for issue and allotment of shares of the Transferee Company under the Scheme.

Consequent to the allotment, the **Shareholding of Rane Holdings Limited** (RHL), Promoter and Holding Company, in RML increased from

1,16,72,774 Equity shares of Rs.10/- each, fully paid-up (71.77%), to 1,76,31,213 Equity shares of Rs.10/- each, fully paid-up (**63.80%**).

4.2 Acquisition of stake in Rane Steering Systems Private Limited

The Company has acquired 91,29,000 Equity shares of Rs.10/- each, fully paid-up (representing 51% of paid-up capital) being the Equity stake held by NSK Limited, Japan, in Rane Steering Systems Private Limited (*then known as Rane NSK Steering Systems Private Limited*), Joint Venture Company, for an aggregate consideration of Rs.45 Crores, on 19th September 2024. Accordingly, Rane Steering Systems Private Limited (*then known as Rane NSK Steering Systems Private Limited*) became a wholly-owned subsidiary of the Company, effective from 19th September 2024. The name of the entity was subsequently changed from Rane NSK Steering Systems Private Limited to Rane Steering Systems Private Limited (RSSL), in order to reflect the change in ownership.

The Company has given inter-corporate loan of Rs.50 Crores to RSSL during the year, pursuant to approval accorded by the Finance Committee of the Board of Directors held on 25th November 2024, for business purposes.

4.3 Further Investment in AutoTech Fund I LP.

The Company has made further investment of Rs.193 lakhs in AutoTech Fund I, L.P (AutoTech), an overseas technology fund, during the year, towards its share of capital contribution as one of the limited partners in the Fund. The Company has receivable / received an amount of Rs.782 lakhs from AutoTech towards its share of distribution of capital arising as a result of sale of investments held by AutoTech in some of the portfolio companies. The said amount has been reduced from the carrying value of investments. Fair value of the investment in AutoTech stands at Rs.3,032 lakhs as at 31st March 2025.

For Sriram Krishnamurthy & Co.,
(formerly known as S. Krishnamurthy & Co.)
Company Secretaries
[Firm Unique Identification No. P1994TN045300]
[Peer Review Certificate No.6684/2025]

K Sriram
Partner
Membership No.: **F6312**
Place : Chennai Certificate of Practice No.: **2215**
Date : May 30, 2025 UDIN: F006312G000504249

Annexure - I to Secretarial Audit Report

To the Members of
Rane Holdings Limited
[CIN: L35999TN1936PLC002202]
"Maithri", No.132, Cathedral Road,
Chennai - 600 086.

Our Secretarial Audit Report (Form MR-3) of even date for the financial year ended 31st March 2025 is to be read along with this letter.

1. Responsibility of the Management:

The Company's management is responsible for maintenance of secretarial records, making the requisite statutory/regulatory disclosures/filings, compliance with the provisions of corporate and other applicable laws, rules, regulations and standards and ensuring authenticity of the records, documents and information provided for Audit.

2. Auditors' responsibility:

Our responsibility as the Secretarial Auditors is to express an opinion on the compliance with the applicable laws and maintenance of records based on our audit.

3. The audit was conducted in accordance with applicable standards issued by The Institute of Company Secretaries of India. Those Standards require that the Auditor comply with statutory and regulatory requirements and plan and perform the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.
4. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
5. While forming an opinion on compliance and issuing this report, we have also considered compliance related action taken by the Company after 31st March 2025 but before the issue of this report.
6. We have considered compliance related actions taken by the Company based on independent legal/professional opinion/certification obtained as being in compliance with law, wherever there was scope for multiple interpretations.
7. We have verified the secretarial records furnished to us on a test basis to see whether the correct

facts are reflected therein. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices we followed provide a reasonable basis for our opinion.

8. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company, as they are subject to audit by the Auditors of the Company appointed under Section 139 of the Companies Act, 2013.
9. We have obtained the Management's representation about compliance of laws, rules and regulations and happening of events, wherever required.
10. Our Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
11. Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some mis-statements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Auditing Standards.

For Sriram Krishnamurthy & Co.,
(formerly known as S. Krishnamurthy & Co.)
Company Secretaries
[Firm Unique Identification No. P1994TN045300]
[Peer Review Certificate No.6684/2025]

K Sriram

Partner

Membership No.: **F6312**

Place : Chennai

Certificate of Practice No.: **2215**

Date : May 30, 2025

UDIN: F006312G000504249

Annexure C to the Report of the Board of Directors

Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

FORM NO. AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1. Details of contracts or arrangements or transactions not at arm's length basis

There were no contracts or arrangements or transactions entered during the year ended March 31, 2025, which were not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis.

Sl. No.	Particulars	Details
(a)	Name(s) of the related party & nature of relationship	Mr. L Lakshman, Chairman Emeritus
(b)	Nature of contracts / arrangements / transaction	Advisory services agreement
(c)	Duration of the contracts / arrangements / transaction	5 years (with effect from May 28, 2021 to May 27, 2026)
(d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Remuneration of ₹1.25 crores per annum payable to Mr. L Lakshman as Chairman Emeritus, at such intervals as may be agreed with him. Other out of pocket expenses incurred by him would be reimbursed at actuals. The broad scope of his advisory services include:
		<ul style="list-style-type: none"> a) Matters of Corporate Strategy, new business opportunities. b) Be the sounding board for the Company-on-Company policies / initiatives. c) Building the Company's image and brand equity. d) Provide mentorship to the Senior Management Personnel in the group.
(e)	Date of approval by the Board	Board of Directors / Committee approval - May 27, 2021; and Shareholders' approval - August 06, 2021 (85 th AGM)
(f)	Amount paid as advances, if any	NIL

For and on behalf of the Board

Place: Chennai
Date: May 30, 2025

Harish Lakshman
Vice-Chairman &
Joint Managing Director
DIN:00012602

Ganesh Lakshminarayanan
Chairman &
Managing Director
DIN:00012583

Annexure D to the Report of the Board of Directors

ANNUAL REPORT ON CSR ACTIVITIES

for the Financial Year 2024 - 25

1. A brief outline of the Company's CSR policy

The Company's Corporate Social Responsibility (CSR) philosophy is to contribute towards its societal responsibilities beyond statutory obligations and function in a socially and environmentally sustainable manner recognizing the interests of all its stakeholders.

Our CSR vision is '**To be a socially and environmentally responsible corporate citizen**'. We believe that being a responsible corporate citizen is central to our purpose and values, allowing ourselves to inspire trust amongst our business partners and motivate people to make the right choices for the business, communities and the planet. Our belief in good citizenship drives us to create maximum impact in the areas of:

- (a) Education;
- (b) Health Care;
- (c) Environment; and
- (d) Community Development.

Overview of projects implemented during FY 2024-25

The Company contributed to Rane Foundation (RF), the main CSR implementing agency of the Rane Group, which primarily focused on Education and Healthcare CSR projects during the FY 2024-25.

Education:

RF has established Rane polytechnic and Rane Vidyalaya at Trichy, Tamil Nadu. Rane Polytechnic is accredited by the National Board of Accreditation (NBA) for its Diploma in Mechanical Engineering program. 99 students who opted for placements were placed through campus interviews. Rane Vidyalaya is recognized by Directorate of School Education, Tamil Nadu and is affiliated to the Central Board of Secondary Education, New Delhi and operates classes from LKG to X standard. During the year, it reached a student strength of 924 in its seventh year of operations. The school has achieved 100% pass percentage in the X standard board examination for the academic year 2024-25. The school will begin its higher secondary education with the addition of class XI for the academic year 2025-26.

Rane Foundation in association with various educational institutions carried out the following CSR initiatives:

- Extended support to the Gopalapuram Educational Society towards maintenance and operations of Boys & Girls Schools.
- Supported 20 Single Teacher Schools in association with Swami Vivekananda Development Society.
- Extended support to Mensa-Balamandir towards education for underprivileged children.
- Provided Hard disk - 41 nos, Classroom speakers - 10 nos and equipments - 4 nos for smart classroom to Ramakrishna Mission Student's Home.

Healthcare:

Rane Foundation through strategic partnerships with established organisations contributed medical equipment to not for profit hospitals of repute, making a significant impact on society across various specialties such as Ophthalmology, Dialysis and Public Health Care at an affordable cost, as outlined below.

- Procured Photo Slit Lamp and pure point green laser equipment to Sankara Nethralaya to enhance the ophthalmic care.
- Contributed for IT server cum storage units and advanced operation theatre monitors with Central Monitoring Systems (CMS) to the Child Trust Hospital.
- Supported Voluntary Health Services, a multi-speciality hospital with Ophthalmology and Dental Equipments.
- Supported Sringeri Sharada Equitas Cancer - Multispeciality Hospital, a charitable hospital, with microwave ablation system.
- Supported Apollo Hospitals Enterprise Limited in conducting Tele-Ophthalmology Camp at Trichy including delivery of spectacles.
- Supported Tamilnadu Kidney Research Foundation (TANKER Foundation), a non-profit charitable trust with Hemodialysis machine with blood pressure monitor.

Community Development:

The Company partnered with various implementing agencies and carried out the following;

- Supported in conduct of a National Series event in the under-16 category for Tennis at Trichy.

- Contribution towards development of Surf Athletes at Chennai through Arun Vasu foundation.
- Supported Centre for university - Industry collaboration with Anna university Chennai towards Auditorium maintenance and rental charges for QC QIT convention programmes.
- In association with Freedom Trust the Company conducted free mobility aids & appliances distribution camp in Trichy

where 65 beneficiaries were provided with 84 mobility aids.

2. The Composition of the CSR Committee

The Company has constituted a robust governance structure to oversee the implementation of the CSR projects, in compliance with the requirements of Section 135 of the Companies Act, 2013. The CSR governance structure is headed by the Board CSR Committee. The members of the CSR Committee are:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. L Ganesh, Committee Chairman	Chairman, Managing Director and Promoter		
2.	Mr. Harish Lakshman, Committee Member	Vice-Chairman, Joint Managing Director and Promoter	1 (One)	1 (One)
3.	Dr. Brinda Jagirdar, Committee Member	Non-Executive and Independent Director		

The Board CSR Committee grants auxiliary power to the Working Committee of the Company to act on their behalf.

3. Web-links on the website of the Company:

- Composition of CSR Committee: <https://ranegroup.com/investors/rane-holdings-limited/>
- CSR Policy and CSR projects approved by the Board: <https://ranegroup.com/investors/rane-holdings-limited/?rhl-cor-5>
- Provide executive summary along with web-link(s) of impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 - Not Applicable
- (a) Average net profit of the company as per sub-section (5) of section 135

(Amount in ₹)

Particulars	FY 2021-22	FY 2022-23	FY 2023-24
Net profit for the year (PAT)	33,88,42,209/-	48,29,78,926/-	73,06,21,955/-
Adjusted Net profit (as per Section 198)	30,90,76,312/-	38,19,33,179/-	46,53,83,861/-
Average Net profit			38,54,64,451/-

- (b) Two percent of average net profit of the company as per sub-section (5) of section 135 - ₹77,09,289/-
- (c) Surplus arising out of CSR projects/programmes/activities of the previous financial years - Nil
- (d) Amount required to be set off for the financial year - ₹9,74,793/-
- (e) Total CSR obligation for the financial year (5b+5c- 5d) - ₹67,34,496/-
- (a) Amount spent on CSR Projects (both Ongoing project and other than Ongoing Project) - ₹67,34,496/-
- (b) Amount spent in Administrative Overheads - Nil
- (c) Amount spent on Impact Assessment - **Not applicable**
- (d) Total amount spent for the Financial Year (6a+6b+6c) - ₹67,34,496/-

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135	Amount	Date of transfer	Name of the Fund	Amount (in ₹)
67,34,496/-	NIL			NIL	

(f) Excess amount for set-off: Nil

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	77,09,289/-
(ii)	Total amount spent for the financial year*	77,09,289/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	-

* includes ₹9,74,793/- set-off from previous years (i.e. FY 2021-22 - ₹2,07,300/- and FY 2023-24 - ₹7,67,493/-)

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under subsection (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under subsection (6) of section 135 (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per subsection (6) of section 135, if any.		Amount remaining to be spent in succeeding financial year (in ₹)	Deficiency, If any
					Amount (in ₹)	Date of transfer		
				NIL				

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year - No.

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135 - Not Applicable.

For and on behalf of the Board

Place: Chennai
Date: May 30, 2025

Harish Lakshman
Vice-Chairman &
Joint Managing Director
DIN:00012602

Ganesh Lakshminarayanan
Chairman of
CSR Committee
DIN:00012583

Annexure E to the Report of the Board of Directors

CORPORATE GOVERNANCE REPORT

1. Philosophy on Code of Governance

The Rane Group's time tested philosophy of Governance is based on principles of integrity, transparency and fairness. The Rane businesses seek enhancement of shareholder value within this framework. Directors' code of conduct and employee behaviour is nourished by this culture and is governed through a policy document "Ethical Standards of Behaviour - RANE COMPASS".

Rane Group, being a good corporate citizen, complies and abides by the laws and regulations of the land, both in letter and spirit. Our belief in good corporate citizenship is enshrined in the Company's Code of Conduct, its policies, compliance with law and robust internal control systems, which are subjected to regular assessment, drives its effectiveness, reinforces integrity of management and fairness in dealing with all the stakeholders. This meets with all statutory and regulatory compliance including those under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI LODR).

The Company recognises the rights of all its stakeholders and encourages co-operation between the Company and its stakeholders to enable their participation in the corporate governance process as enshrined in the "Ethical Standards of Behaviour - RANE COMPASS".

2. Board of Directors

Composition, Attendance and Meetings

As on March 31, 2025, the Board of Directors (Board) comprises of Six (6) Directors including one Executive Chairman, one Executive Vice-Chairman and more than 50% of them being Independent Directors. There are no Alternate Directors on the Board. The Woman Director of the Company is an Independent Director. The

composition of the Board is aimed at maintaining an appropriate balance of skills, background, experience and knowledge of the Board for guiding the Company in achieving its objectives in a sustainable manner and the composition of the Board at end of FY 2024-25 is in conformity with Regulation 17 of SEBI LODR.

To the best of our knowledge and information furnished to the Board, total Directorships held by the Directors are within the limits prescribed under Section 165 of the Companies Act, 2013 ('the Act') read with Regulation 17A of SEBI LODR. None of the Independent Director serves as an Independent Director in more than seven (7) listed companies and not more than three (3) listed companies, in case he is a Whole-time-Director in a listed company. Similarly, none of the Directors on the Board is a member of more than ten (10) Committees or Chairperson of more than five (5) Committees across all listed and unlisted public Companies in which he / she is a Director in terms of Regulation 26 of SEBI LODR. The Directors periodically notify the Company about changes in the Directorship(s) / Committee position(s) as and when they take place.

During the FY 2024-25, the Board met six (6) times on April 02, 2024, May 15, 2024, July 01, 2024, August 02, 2024, November 05, 2024 and February 06, 2025 and requisite quorum was present throughout these meetings. Wherever required, the Company facilitates the participation of the Directors in Board/Committee meetings through video- conferencing or other audio-visual means. The details of the Directors on the Board, their attendance at Board Meetings and Annual General Meeting held during the year, the number of Directorships and Committee(s) member / Chairman position(s) held by them in other public companies as on March 31, 2025 are given below:

Name of the Director / (DIN)	Category	No. of Board meetings attended	Attendance at the last AGM (August 02, 2024)	Number of Directorship in other public companies ¹		Number of Committees Membership ²	
				Chairperson	Member	Chairperson	Member
Mr. Ganesh Lakshminarayan (00012583)	Chairman, Managing Director & Promoter	6	Yes	-	4	2	6
Mr. Harish Lakshman (00012602)	Vice Chairman, Joint Managing Director & Promoter	6	Yes	3	3	2	4

Name of the Director / (DIN)	Category	No. of Board meetings attended	Attendance at the last AGM (August 02, 2024)	Number of Directorship in other public companies ¹		Number of Committees Membership ²	
				Chairperson	Member	Chairperson	Member
Mr. MM Murugappan (00170478)	Non-Executive & Independent	2	NA	4	1	2	3
Dr. Brinda Jagirdar (06979864)	Non-Executive & Independent	6	Yes	-	3	-	3
Mr. Rajeev Gupta (00241501)	Non-Executive & Independent	5	No	1	5	1	2
Mr. Pradip Kumar Bishnoi (00732640)	Non-Executive & Independent	6	Yes	-	4	-	7

Notes:

1. Excludes Directorships held on the Boards of private companies, Section 8 Companies and Companies incorporated outside India
2. Membership in Audit Committee and Stakeholders' Relationship Committee of other public Companies are only considered as per Regulation 26 of SEBI LODR and membership includes the positions held as Chairperson of the Committee.

The details of Directorship held in other listed entities as on March 31, 2025 are as under:

Name of Director	Name of the listed entity	Category of Directorship
Mr. L Ganesh	Rane (Madras) Limited	Non-Executive & Promoter
	Rane Brake Lining Limited	Non-Executive & Promoter
	Rane Engine Valve Limited	Non-Executive & Promoter
	Sundaram Finance Limited	Non-Executive & Independent
Mr. Harish Lakshman	Rane (Madras) Limited	Chairman, Non-Executive & Promoter
	Rane Brake Lining Limited	Chairman, Non-Executive & Promoter
	Rane Engine Valve Limited	Chairman, Non-Executive & Promoter
	Oriental Hotels Limited	Non-Executive & Independent
	The KCP Limited	Non-Executive & Independent
	Lumax Industries Limited	Non-Executive & Independent
Dr. Brinda Jagirdar	Rane Brake Lining Limited	Non-Executive & Independent
Mr. MM Murugappan	Cholamandalam Financial Holdings Limited	Chairman, Non-Executive & Promoter
	Carborundum Universal Limited	Chairman, Non-Executive & Promoter
	Chola MS General Insurance Company Limited	Chairman, Non-Executive & Non-Independent
	Cyient Limited	Chairman, Non-Executive & Non-Independent
Mr. Rajeev Gupta	Vardhman Special Steels Limited	Chairman & Non-Executive & Independent
	Indian Energy Exchange Limited	Non-Executive & Independent
	T.V. Today Network Limited	Non-Executive & Independent
	Pidilite Industries Limited	Non-Executive & Independent
Mr. Pradip Kumar Bishnoi	Avadh Sugar & Energy Limited	Non-Executive & Independent
	Rane (Madras) Limited	Non-Executive & Independent
	Rane Engine Valve Limited	Non-Executive & Independent
	McNally Bharat Engineering Company Limited	Non-Executive & Independent

Notes:

1. Dr. V Sumantran (DIN:02153989) ceased to be Director on completion of tenure at the conclusion of 88th AGM held on August 02, 2024.
2. Mr. MM Murugappan (DIN:06979864) was inducted as a member of the Board w.e.f. August 02, 2024.

There is no inter-se relationship among Directors of the Company. The matters specified pursuant to Regulation 17(7) of SEBI LODR under PART A of Schedule II and in particular the annual operating plans and budgets, quarterly results for the Company, minutes of meetings of Audit Committee and other Committees of the Board, quarterly details of foreign exchange exposures, risk management and mitigation measures etc. were discussed by the Board.

An annual calendar for the Board and its Committee meeting(s) was circulated in advance to the Directors. The detailed agenda, setting out the business to be transacted at the meeting(s), supported by notes and presentations and action taken reports from previous meetings was circulated through e-mail and web-based application to the Directors, to enable them to effectively participate in discussions. Minutes of meeting(s) were circulated in a similar manner and comments of Directors, if any, were incorporated with the permission of the Chairman. Post Board meeting, reviews were held by the Chairman to monitor and follow up the effective execution of the decisions, directions and suggestions of the Board and its Committees, by the management. Action taken on matters discussed at previous meeting(s) are reported in the next meeting.

The disclosure regarding meeting of Independent Directors, Board, Directors' performance evaluation and criteria for performance evaluation of Independent Directors are discussed in detail in the Directors Report. In the opinion of Board, the Independent Directors fulfill the conditions specified in SEBI LODR and the provisions of the Act and are independent of the management.

The Company had issued formal letter of appointment to all the Independent Directors, whenever they are appointed / re-appointed and the terms and conditions of appointment / re-appointment of Independent Directors have also been disclosed in the website of the Company at www.ranegroup.com. In case of resignation of a Director before the expiry of his term, the Company obtains a formal resignation letter requiring detailing of reasons for resignation and the same is furnished to the stock exchanges. However, there was no instance of resignation during the year.

Presentations on business and performance updates of the Company, global business environment and business strategy are made to the Board and to the Committee members. The details of familiarisation programme for the Independent Directors are disclosed under the Corporate Governance Section on the Investor's page on the website of the company at the web-link: <https://ranegroup.com/investors/rane-holdings-limited/>.

Skills, expertise and competence of the Board

The Board comprises of qualified members who bring in the required skills, competence and expertise that allows them to make effective contributions to the Board and Committees. The Board ensures and maintains the highest standards of Corporate Governance. The skills, expertise and competencies identified by the Board, in the context of the automotive business in which the Company operates and for it to function effectively, inter-alia, are as follows:

Areas / Fields	Skills / Competence / Expertise	Name of the Director
Industry and Technology	Possessing industrial, technical and operational expertise and experience in automotive, ancillary and emerging technologies and associations with industrial bodies and professional network.	Mr. L Ganesh Mr. Harish Lakshman Mr. Pradip Kumar Bishnoi Mr. MM Murugappan
Business development	Experience in driving business success across various geographies, diverse business environment, economic conditions and its cultures and global market opportunities.	Mr. L Ganesh Mr. Harish Lakshman Mr. Pradip Kumar Bishnoi Mr. MM Murugappan
Governance	Having insight into maintaining effective Board and management relationship, protecting stakeholders' interest and observing appropriate governance practices.	Mr. L Ganesh Mr. Harish Lakshman Mr. Pradip Kumar Bishnoi Mr. MM Murugappan Mr. Rajeev Gupta Dr. Brinda Jagirdar
Allied disciplines	Expertise or leadership experience in allied disciplines like finance, law, management, sales, marketing, administration, research, corporate governance, technical operations and human resource.	Mr. L Ganesh Mr. Harish Lakshman Mr. Rajeev Gupta Dr. Brinda Jagirdar

3. Audit Committee

Composition, Attendance and Meetings

The composition of the Audit Committee of the Board is in conformity with the requirements of Section 177 of the Act and Regulation 18 of SEBI LODR. The Committee met five (5) times during the year on May 15, 2024, July 01, 2024, August 02, 2024, November 05, 2024 and February 06, 2025 with requisite quorum present throughout these meetings. The details of members and their attendance as on March 31, 2025 are as below:

Name of the Director	Category	No. of Meetings attended
Mr. Pradip Kumar Bishnoi	Chairman, Non-Executive & Independent	5
Mr. L Ganesh	Member, Executive & Promoter	4
Mr. Rajeev Gupta	Member, Non-Executive & Independent	5
Dr. Brinda Jagirdar	Member, Non-Executive & Independent	2

Note:

1. Dr. V Sumantran (DIN:02153989) ceased to be the member of the Committee on completion of tenure on conclusion of 88th AGM held on August 02, 2024. He attended three (3) meetings during the year.
2. Mr. Pradip Kumar Bishnoi (DIN:00732640), member, was re-designated as Chairman of the Committee with effect from August 03, 2024.
3. Dr. Brinda Jagirdar (DIN:06979864) was inducted as the member of the committee with effect from August 03, 2024.

All the members of the Audit Committee are financially literate and possess accounting and related financial management expertise. The Company Secretary acts as the Secretary to the Committee.

The Statutory Auditor and the Internal Auditor were present as invitees in the meetings. The President - Finance & Chief Financial Officer (CFO) of the Company attended the meetings by invitation. Based on the requirement, other Directors also attended the meetings by invitation. All the recommendations of the Audit Committee during the year were considered, accepted and approved by the Board. The Chairman of the Audit Committee was present at the last AGM of the Company held on August 02, 2024.

Overall purpose and terms of reference

The purpose of the Audit Committee is to assist the Board of Directors in reviewing the

financial information which is disseminated to the shareholders and others, reviewing the systems of internal controls established in the Company, appointing, retaining and reviewing the performance of Internal Auditor and overseeing the Company's accounting and financial reporting processes and the audit of the Company's financial statements.

The terms of reference of the Audit Committee are as per the provisions of the SEBI LODR read with Section 177 of the Act and other applicable provisions of the SEBI LODR and the act, as amended from time to time. In line with these provisions, the Company has framed an Audit Committee Charter, which is subject to the review by the Board of Directors.

The terms of reference and roles of the Audit Committee is in line with the provisions of SEBI LODR / Act which are mentioned hereunder:

- Review of financial statements with Statutory Auditors and management before submission to the Board.
- Review Internal control systems, findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Review Internal audit function, internal audit reports relating to internal control weaknesses and functioning of whistle blower mechanism and prohibition of insider trading.
- Evaluation of internal financial controls and risk management systems.
- Review Management discussion and analysis of financial condition, results of operation.
- Review Defaults, if any, in payments to depositors, shareholders / creditors and the status of the inter-corporate loans and investments for scrutiny in detail.
- Approve related party transactions, including any subsequent modifications thereto.
- Compliance with listing and other legal requirements relating to financial statements.
- Changes, if any, in accounting policies and practices and reasons for the same, major accounting entries involving estimates based on the exercise of judgement by management and significant adjustments made in the financial statements arising out of the audit findings.

- Review Valuation of undertakings or assets of the Company, as and when required.
- Review / Approve Financial statements, in particular, the investments made by any unlisted subsidiary of the Company.
- Utilization of loans and/ or advances from/ investment by the Company to its subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower, including existing loans / advances / investments.
- Recommending appointment and remuneration of Auditors and CFO.
- Discuss the scope of audit and post-audit area of concern and qualifications, if any, with Statutory Auditor / Internal Auditor.
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

The Audit Committee reviews the quarterly unaudited / annual audited financial results of the Company. The unaudited results are subjected to limited review by the Statutory Auditor of the Company. The Statutory Auditor is eligible to issue limited review report as the audit firm has been subjected to peer review process of The Institute of Chartered Accountants of India (ICAI). The Audit Committee approves payments to Statutory Auditor for audit and non-audit services.

In accordance with the provisions of the Act read with relevant rules made thereunder and provisions of SEBI LODR, the Audit Committee accords prior approval for all Related party transactions (RPT), including any modifications thereto, as per the policy on RPT.

The Audit Committee annually grants omnibus approvals for transactions that are routine or repetitive in nature and which are proposed to be undertaken / entered in the ordinary course of business at arm's length basis. While according omnibus approvals, the Audit Committee takes into consideration the following factors, viz., maximum value of the transactions including value per transaction, nature of transaction and interest, basis, valuation, justification and material terms of the proposed transactions, their frequency, value as a percentage of consolidated turnover, extent and manner of disclosures made to the Audit Committee.

During the year, the Committee:

- Reviewed findings of internal audit.
- Reviewed the performance and effectiveness of M/s. B S R & Co. LLP, Chartered Accountants, as Statutory Auditors.

- Recommended the re-appointment of M/s. Capri Assurance and Advisory Services as Internal Auditors for a further period of one year from July 01, 2024 to June 30, 2025.
- Recommended the acquisition of remaining 51% stake in Rane Steering Systems Private Limited held by NSK Ltd., Japan.
- Recommended on the Audit fees payable to Statutory Auditor and Internal Auditor.

4. Nomination and Remuneration Committee (NRC)

Composition, Attendance and Meetings

The NRC is constituted in terms of Section 178 of the Act read with Regulation 19 of SEBI LODR. The Company Secretary acts as the Secretary to the Committee. The Committee met three (3) times during the year on May 15, 2024, August 02, 2024 and February 06, 2025 with requisite quorum present throughout these meetings. The details of members and their attendance as on March 31, 2025 are as below:

Name of the Director	Category	No. of Meetings attended
Mr. MM Murugappan	Chairman, Non-Executive & Independent	1
Mr. Pradip Kumar Bishnoi	Member, Non-Executive & Independent	3
Dr. Brinda Jagirdar	Member, Non-Executive & Independent	3

Note:

1. Dr. V Sumantran (DIN:02153989) ceased to be member of the Committee on completion of tenure on conclusion of 88th AGM held on August 02, 2024. He attended two (2) meetings during the year.
2. Mr. MM Murugappan (DIN:00170478) was inducted as the member and Chairman of the Committee effective from August 03, 2024.

Overall purpose and terms of reference

The terms of reference and roles of the NRC are in line with the provisions of SEBI LODR / Companies Act, 2013 and the roles of the NRC, inter-alia, are as under:

- To formulate criteria for determining qualifications, positive attributes and Independence of Director for evaluation of performance of Independent Directors and the Board.
- To approve the remuneration policy of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel (SMP).
- To devise policy on Board diversity.

- To provide guidance to the Board on matters relating to appointment of Directors, Independent Directors, KMP and SMP, i.e., the core management team one level below the CEO / Managing Directors.
- To evaluate performance, recommend and review remuneration of the Executive Directors based on their performance.
- To recommend to the Board, the extension/continuation of term of appointment and removal and to specify the manner for effective evaluation of performance of Board, its Committees and individual directors to be carried out either internally by the NRC / by the Board or by an independent external agency and review its implementation and compliance.
- To consider and recommend professional indemnity and liability insurance for Directors, KMPs and SMPs and
- To recommend to the Board, all remuneration, in whatever form, payable to senior management.

During the year, the NRC, inter alia:

- Reviewed and approved the compensation benefits of Senior Management Personnel (SMP) and Key Managerial Personnel (KMP).
- Considered and recommended the appointment of Mr. M M Murugappan, as an Independent Director.
- Considered and recommended the re-appointment of Mr. Pradip Kumar Bishnoi, as an Independent Director for a second term.
- Considered and recommended to the Board the appointment of Mr. J Ananth as Chief Financial Officer.
- Considered and recommended to the Board, the re-appointment and remuneration of Mr. Harish Lakshman, Vice-Chairman as Joint Managing Director.
- Considered and recommended to the Board, the re-appointment and remuneration of Mr. Ganesh Lakshminarayan, as Chairman and Managing Director.

During the year under review, the Board amended the Nomination and Remuneration Committee Charter to amend the definition of Senior Management Personnel to include Key Managerial Personnel other than Board in accordance with SEBI (LODR) (Third Amendment) Regulations, 2024.

Remuneration Policy

The policy on appointment and remuneration of Directors, Key Managerial Personnel (KMP) and Senior Management Personnel (SMP) is available under the Corporate Governance Section on the Investor's page on the website of the Company at the <https://raneigroup.com/investors/rane-holdings-limited/>. This policy is designed to attract, motivate, and retain talented employees who drive the Company's success and aims at aligning compensation to goals of the Company, performance of the individual, internal equity, market trends and industry practices, legal requirements and appropriate governance standards.

Remuneration to Directors

In accordance with the said policy and the approval accorded by members' way of a special resolution under Section 197 of the Companies Act, 2013 and the Rules made thereunder, Mr. L Ganesh, Chairman and Managing Director is entitled to commission on profits calculated as per Section 198 of the Act. Accordingly, for the FY 2024-25 the Company has provided a sum of ₹163.70 Lakhs, as commission to Mr. L Ganesh. The same represents 2% of the Net Profits of the Company for the FY 2024-25.

Other Non-Executive Directors receive sitting fees as remuneration for attending the Board and Committee meetings.

Sitting Fees

The Directors are eligible for sitting fees, apart from reimbursement of their actual travel and out-of-pocket expenses, if any, for attending the meetings of the Board / Committee(s). The sitting fees payable per meeting of Board and its Committees are as under:

Type of Meeting	Sitting fees per meeting (in ₹)
Board	45,000
Audit Committee	15,000
Nomination & Remuneration Committee	10,000
Corporate Social Responsibility Committee	5,000
Stakeholders' Relationship Committee	5,000

Details of Remuneration paid to Directors

The details of remuneration including sitting fees paid to the Directors and their shareholding as at the year ended March 31, 2025 are as follows:

Name of the Director	Sitting Fees (in ₹)	Remuneration (in ₹)	Shares held as on March 31, 2025
Mr. L Ganesh	NA	5,11,64,669	12,16,433
Mr. Harish Lakshman	NA	1,05,14,236	1,43,432
Mr. MM Murugappan	1,00,000	-	-
Dr. Brinda Jagirdar	3,40,000	-	-
Mr. Rajeev Gupta	3,00,000	-	-
Mr. Pradip Kumar Bishnoi	3,75,000	-	-
Total	11,15,000	6,16,78,906	13,59,865

Note:

- During the year, Dr. V Sumantran was paid sitting fees of ₹2,45,000/- . He ceased to be the Director on completion of tenure on conclusion of 88th AGM held on August 02, 2024.
- Shareholding includes joint holdings & HUF, if any.
- No other remuneration except sitting fees was paid to Non-Executive Directors.
- Remuneration paid to Mr. L Ganesh, Chairman & Managing Director are based on shareholder's approval at the 84th AGM of the Company.
- The remuneration paid to Mr. L Ganesh comprises of salaries & allowances - ₹2,71,02,777/-; perquisites - ₹76,91,893/- and commission & performance linked incentive - ₹1,63,70,000/-, based on approval of the Board of Directors at their meeting held on May 30, 2025.
- Mr. Harish Lakshman, Vice-Chairman & Joint Managing Director receives remuneration in the form of rent free accommodation only, which includes facilities in the nature of telecommunication, gas, electricity, in accordance with provisions of Income Tax Act, 1961. The monetary equivalent of the same is ₹1,05,14,236/- for the FY 2024-25. He does not receive any other remuneration from the Company. He received remuneration from ZF Rane Automotive India Private Limited till March 31, 2025 in his capacity as Managing Director. The total remuneration received by him from the Company and ZRAI is within the limits prescribed under the Act.
- Mr. L Ganesh, Chairman and Managing Director and Mr. Harish Lakshman, Vice-Chairman and Joint Managing Director of the Company receive remuneration in the form of sitting fees for attending meetings of the Board and Committee(s) and commission (where applicable) from the subsidiary companies in accordance with Section 197 of the Act.
- No shares of the Company were pledged by the Directors. There is no stock option scheme prevailing in the Company.

5. Stakeholders' Relationship Committee (SRC)

Composition, Attendance and Meetings

The Stakeholder's Relationship Committee looks into grievances of shareholders and redresses them expeditiously in accordance with Section 178 of the Companies Act, 2013 and as per the requirements under Regulation 20 of SEBI LODR. The Company Secretary is the Compliance Officer of the Company and acts as the Secretary to the Committee. The Committee met one (1) time during the year on May 15, 2024 with requisite quorum present throughout these meetings. The details of members and their attendance as on March 31, 2025 are stated below:

Name of the Director	Category	No. of meetings attended
Dr. Brinda Jagirdar	Chairperson, Non - Executive & Independent	1
Mr. L Ganesh	Member, Executive & Promoter	1
Mr. Harish Lakshman	Member, Executive & Promoter	1

Overall purpose and terms of reference

The terms of reference and roles of the SRC are in line with provisions of SEBI LODR and the Companies Act, 2013 viz., as detailed hereunder:

- To resolve the grievances of the security holders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings etc.
- To review measures taken for effective exercise of voting rights by shareholders.
- To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & ShareTransfer Agent.
- To review various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company.

During the year, four (4) complaints were received pertaining to entitlement letters and duplicate share certificates and no complaint remain unresolved as at the end of the financial year 2024-25. The Chairman of the SRC was present at the last AGM of the Company held on August 02, 2024.

The SRC during the year reviewed:

- The investor complaints / queries received and redressed.

- The measures taken for effective exercise of voting rights by shareholders at the AGM and Postal Ballot, wherein the Company engaged CDSL for providing remote e-voting facilities.
- Various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the company.
- The Internal Audit report of the Registrar and ShareTransfer Agent.

6. Corporate Social Responsibility (CSR) Committee

Education, Healthcare, Community Development and Environment are the four focus areas under Corporate Social Responsibility (CSR) policy of the Company. The CSR projects and activities undertaken by the Company are in line with the CSR Policy and recommendations of the CSR Committee which are in accordance with the areas or subjects specified under the Act as amended from time to time. The Committee met once (1) during the year on May 15, 2024. The Company Secretary acts as the Secretary to the Committee. The details of members and their attendance as on March 31, 2025 are stated below:

Name of the Director	Category	No. of meetings attended
Mr. L Ganesh	Chairman, Executive & Promoter	1
Mr. Harish Lakshman	Member, Executive & Promoter	1
Dr. Brinda Jagirdar	Member, Non-Executive & Independent	1

Overall purpose and terms of reference

The terms of reference of the Committee are as follows:

- Formulate and recommend CSR Policy, for approval of the Board.
- Formulate and recommend to the Board, an Annual Action Plan in pursuance of CSR policy.
- Approve projects that are in line with the CSR policy.
- Implement CSR projects / programmes directly and through registered implementing agencies.
- Have monitoring and reporting mechanisms in place to track the progress of implementation of each project / programmes and for multi year projects.

- Recommend the CSR expenditure to the Board for approval.
- Carry out impact assessment of project/programmes, where required.
- Ensure utilization of CSR expenditure.
- Such other terms as required under any statutory obligation.

During the year, the Board:

- Reviewed and recommended the CSR Report on the Projects undertaken during the FY 2023-24 to the Board.
- Reviewed and recommended Annual Action Plan of FY 2024-25.

The annual report on CSR activities undertaken during the year 2024-25 as approved by the CSR Committee in consultation with the Board is annexed to Report of Board of Directors as 'Annexure D'.

7. Risk Management Committee (RMC)

The Company has constituted a Risk Management Committee in compliance with the SEBI LODR.

The Committee comprises of members from the Board and senior member(s) from leadership team. The Committee met two (2) times on August 30, 2024 & March 21, 2025. The committee reviewed the Risk Review Plan and reviewed various risks including Environmental, Social & Governance (ESG) related risks. The details of members and their attendance as on March 31, 2025 are stated below:

Name of the Director	Category	No. of meetings attended
Mr. L Ganesh	Chairman, Executive & Promoter	1
Mr. Harish Lakshman	Member, Executive & Promoter	1
Mr. Pradip Kumar Bishnoi	Member, Non - Executive & Independent	2
Dr. P A Padmanabhan	Member, President-Finance, Management Group	1

The Company's approach towards risk management is to mitigate risks to an acceptable level within its tolerances, protect Rane Group's reputation and brand and strive to achieve operational and strategic business objectives.

Risk Assessment is conducted once in two years and the Company has mechanism to identify, assess, mitigate and monitor various risks to key business objectives.

Business process and compliance risk evaluation is an on-going process within the Company.

The Company has a dynamic risk management framework to identify, monitor, mitigate and minimize risks.

The Committee is governed by a charter as per the terms of reference prescribed under LODR viz.,

- To formulate a detailed risk management policy which shall include:
 - a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - b. Measures for risk mitigation including systems and processes for internal control of identified risks.
 - c. Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity; and
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken.
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
- The RMC shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.
- Power to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

The RMC during the year:

- Reviewed the overall cyber security risks mitigation framework.

- Reviewed the risk management policy.
- Reviewed the Environmental, Social and Governance (ESG) Risk.
- The Committee reviewed the Scope & objectives, approach and methodology to Business Continuity Plan (BCP) along with categories of risks and the mitigative framework forming part of the BCP document.

8. Other Committees

Share Transfer Committee

To expedite the process relating to share registry, the Board has delegated the power of share transfer, transmission, dematerialization / rematerialisation / split / consolidation, issue of duplicate share certificates etc. to a Committee comprising of such senior officials designated from time to time. The Committee meets on a case to case basis to approve share registry related activities and the details of which are reported to the Stakeholders' Relationship Committee of the Board. No sitting fees is payable to the Committee members.

Investment Committee

To execute the investment decisions as delegated by the Board in a timely manner, in accordance with the annual operating plan, an Investment Committee comprising of senior officials meets from time to time. No sitting fees is payable to the Committee members. During the year no meeting was held.

Finance Committee

A Finance Committee comprising of Mr. L Ganesh and Mr. Harish Lakshman as its members are authorised to approve borrowings and connected matters as per the delegations made by the Board, from time to time. No sitting fees is payable to the Committee members. The Company Secretary acts as Secretary to the Finance Committee of the Board. During the year, the Committee met three (3) times on September 06, 2024, November 25, 2024 and February 14, 2025 to approve matters relating to availment of term loan & granting inter-corporate loan to the Wholly Owned Subsidiary - Rane Steering Systems Private Limited.

Executive Committee

An Executive Committee, comprising of Mr. L Ganesh and Mr. Harish Lakshman as its members, is authorized to carry out activities in connection with change in authorization to officials under various legislations, operation of bank accounts and other administrative matters between two consecutive meetings of the Board.

No sitting fees is payable to the Committee members. The Company Secretary acts as the Secretary to the Executive Committee of the Board. During the year, no meeting was held.

Meeting of Independent Directors

During the year, in line with requirement under the Act and SEBI LODR, the Independent Directors had a separate meeting on March 28, 2025, without the presence of the other Directors and Management.

The Lead Independent Director, elected at the meeting, discusses the outcome of such meeting(s) with the Chairman, for any action.

9. Code of conduct

The Board of Directors has laid down a code of conduct i.e. "Ethical Standards of Behaviour - RANE COMPASS" for all Board members and employees of the Company in furtherance of its emphasis towards good Corporate Governance practices. The same has been posted in the Corporate Governance section on the Investor's page on the website <https://ranegroup.com/investors/rane-holdings-limited/>. The Board members and Senior Management Personnel have affirmed their compliance with the code of conduct. A declaration from the Chairman & Managing Director of the Company to this effect

forms part of this report in '**Annexure (i)**'.

Prevention of Insider Trading

The Board of Directors have formulated "Rane Code to regulate, monitor and report trading by insiders" and "Rane Code of practices and procedures for fair disclosure of unpublished price sensitive information" in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, to prevent misuse of any unpublished price sensitive information and prohibit insider trading activity. The Company Secretary is the Compliance Officer under this code. The code of fair disclosure practices and procedures for unpublished price sensitive information is available under the Corporate Governance section on the Investor's page on the website of the Company at the weblink <https://ranegroup.com/investors/rane-holdings-limited/>. Further, the Company maintains a Structured Digital Database as required under Regulation 3(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015 with adequate internal controls, checks, time stamping and audit trails.

10. General Body Meetings

Details of last three (3) Annual General Meetings (AGM) are as under:

Date of AGM	Special resolutions passed	Time	Venue / Mode
August 02, 2024 (88 th AGM)	1. Re-appointment of Mr. Pradip Kumar Bishnoi (DIN:00732640) as an Independent Director for a second term 2. Appointment of Mr. Muthiah Murugappan Murugappan (DIN:00170478) as an Independent Director	14:00 hrs (IST)	Video Conferencing / Other Audio-Visual Means (VC / OAVM)
August 04, 2023 (87 th AGM)	Appointment of Dr. Brinda Jagirdar (DIN:06979864) as an Independent Director	14:00 hrs (IST)	Visual Means (VC / OAVM)
June 29, 2022 (86 th AGM)	Re-appointment of Mr. Rajeev Gupta (DIN:00241501) as an Independent Director for a second term.	14:00 hrs (IST)	

During the year, two (2) postal ballots were conducted in accordance with Section 110 of the Act, Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI LODR read with MCA and SEBI Circulars relaxing the physical dispatch of postal ballot notice to all shareholders. The postal ballot notice were sent by email to all the shareholders.

The Company engaged Central Depository Services (India) Limited (CDSL) for facilitating the remote e-voting. The Board appointed Mr. Balu Sridhar, Practicing Company Secretary, as the Scrutinizer for conducting the voting through postal ballot in a fair and transparent manner. The Scrutinizer gave his report(s) and on the basis of the said report(s), the results of the Postal Ballot was declared as under:

Date of passing of the resolution	Special resolution passed	No. of Votes polled	Venue / Mode					
			In favour		Against		No. of Votes	%
			No. of Votes	%	No. of Votes	%		
September 06, 2024	Re-appointment and remuneration of Mr. Harish Lakshman, Vice-Chairman as Joint Managing Director	66,81,396	66,80,613	99.99%	783	0.01%		
	Approval the remuneration payable to Promoter Executive Directors under Regulation 17(6)(e) of SEBI LODR	66,81,396	66,10,608	98.94%	70,788	1.06%		
March 17, 2025	Approval of re-appointment and remuneration of Mr. Ganesh Lakshminarayan as Chairman and Managing Director	61,33,158	59,22,117	96.56%	2,11,041	3.44%		
	Approval the remuneration payable to Promoter Executive Directors under Regulation 17(6)(e) of SEBI LODR	61,33,158	59,30,281	96.69%	2,02,877	3.31%		

11. Other Disclosures

- i. During the year, the Company had not entered into any transaction of material nature with any of the promoters, Directors, management or relatives or subsidiaries etc., except as disclosed in '**Annexure C**' to the report of the Board of Directors. The details of transactions in the nature of loans, advances and investments in subsidiary companies is available in the notes to the financial statements. The transactions entered with related parties during the year were in the ordinary course, at arms' length and not in conflict with the interests of the Company. All routine and periodic transactions with related parties were covered in the omnibus approval of the Audit Committee. The details of the related party transactions including those with persons/ entities belonging to promoter / promoter group as per Ind AS as stated in note no. 43 of the financial statements. The policy on related party transaction is available under the Corporate Governance section on the Investor's page on the website of the Company at the web-link: <https://ranegroup.com/investors/rane-holdings-limited/>.
- ii. There was no instance of non-compliance by the Company on any matters relating to the capital markets; nor was there any penalty / strictures imposed by the stock exchanges or SEBI or any other statutory authority on such matters during the last three years.
- iii. There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company.
- iv. The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.
- v. The Company has complied with the following non-mandatory requirements prescribed under Part - E of Schedule II, Chapter IV of the SEBI LODR:
 - a. adopted best practices to ensure a regime of financial results / statement with unmodified audit opinion.
 - b. Internal Auditor directly reports to the Audit Committee.
- vi. In order to comply with all laws governing the operations and conduct of affairs of the Company in accordance with the highest ethical and legal standards, the Company has adopted a Statutory Compliance Kit (STACK). STACK is a structured process providing comprehensive reference framework to facilitate education to dealing personnel, execution, escalation and regular reviews to strengthen compliance management. The STACK is electronically integrated through an online platform (e-STACK) to improve the compliance management system and its efficiency. The master lists of statutory requirements are effectively complied through practice of Daily Routine Management (DRM) and Vital Activity Monitoring (VAM) charts. Reports relating to the compliance with various laws applicable to the Company are regularly reviewed and the vital issues are presented to the Audit Committee and the Board.

- vii. The Company has material subsidiaries under SEBI LODR. The prescribed details under Schedule V(C) (10(n)) of SEBI LODR are available in the respective Company's Annual Reports on the website www.ranegroup.com. During the year under review, Rane Steering Systems Private Limited became (RSSL) became a material subsidiary of the Company. RSSL was incorporated on March 22, 1995 in Chennai. M/s. Varma & Varma, Chartered Accountants are Auditors of RSSL since December 19, 2022. The Company has framed a policy for determining "material subsidiary" and the same is available under the Corporate Governance Section on the Investor's page on the website of the Company at the web-link: <https://ranegroup.com/investors/rane-holdings-limited/>.
- viii. The Company has obtained Certificate from a Company Secretary in Practice that none of the Director(s) on the Board of the Company have been debarred or disqualified from being appointed or continuing as Director of the companies by the Board / Ministry of Corporate Affairs or any such statutory authority. The Certificate obtained is attached as an '**Annexure (ii)**' to the Corporate Governance report.
- ix. The Independent Directors have confirmed and declared that they meet the criteria of 'Independence' as stipulated under Section 149 including the compliance with the code of conduct as prescribed in Schedule - IV of the Act and Regulations 16 and 25 of SEBI LODR and other provisions of the Act and SEBI LODR, as amended from time to time and that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair

or impact his / her ability to discharge duties with an objective independent judgment and without any external influence.

- x. In terms of Regulation 25 of SEBI LODR the Company has in place policy for Directors and Officers insurance ('D & O insurance') covering all the independent Directors, of such quantum and for such risks which commensurate to the operations of the Company and in line with the industry standards.
- xi. The disclosure in relation to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 forms part of the Directors' Report.
- xii. The Managing Director and CFO of the Company have certified to the Board on the integrity of the financial results / statements, effectiveness of internal controls and significant changes in internal control / accounting policies during the year as required under Regulation 17(8) of the SEBI LODR and the Companies Act, 2013.
- xiii. The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and Regulation 46(2)(b) to (i) of SEBI LODR.
- xiv. The Board has accepted / considered all the recommendation(s) made by its Committee(s) during the relevant financial year.
- xv. The total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the Statutory Auditor (including all entities in the network firm / network entity) is given hereunder:

(₹in Crores)

Name of the entity	Paid by the Company	Paid by the Subsidiaries	Paid by the Company	Paid by the Subsidiaries
	FY 2024-25		FY 2023-24	
B S R & Co., Chartered Accountants	0.34	1.06	0.26	0.82
Network entities and firms of B S R & Co. (if any)	-	-	-	-
Total	0.34	1.06	0.26	0.82

- xvi. During the year, the Company has not raised any funds through preferential allotment or qualified institutions placement, hence, the details of utilization of funds does not arise. There are no convertible instruments due for conversion into Equity.
- xvii. The Dividend Distribution Policy of the Company is available under the Corporate

Governance Section on the Investor's page on the website of the Company at the web-link: <https://ranegroup.com/investors/rane-holdings-limited/>.

- xviii. The Company on a periodical basis reviews various policies framed under the Companies Act, 2013 and SEBI LODR and such other statutes, as applicable and amends them

- based on the requirement to ensure conformity with relevant regulatory changes and industry practices.
- xix. Except for loan to Wholly Owned Subsidiary Rane Steering Systems Private Limited, there were no other loan / advances given to firms / companies in which directors are interested during the year under review and no outstanding as at the year ended March 31, 2025.
 - xx. There are no agreements that require disclosure under Clause 5A of Paragraph A of Part A of Schedule III of the of the SEBI LODR.
 - xi. Particulars of senior management including the changes therein, if any, since the close of the previous financial year, are discussed in detail in the Directors Report.
 - xxii. Information about Directors seeking appointment / re-appointment at the ensuing AGM in compliance with Regulation 36(3) of SEBI LODR and Secretarial Standard on General Meetings (SS-2) is available in the Notice to Members.

12. Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

The Company does not have any exposure hedged through Commodity derivatives. The Company has well defined forex exposure guidelines approved by the Board of Directors and forex exposures are suitably hedged through plain vanilla forward covers.

13. Whistle blower mechanism

The Company has a whistle blower policy, which provides the vigil mechanism for reporting with reliable information on any improper or unethical practices or actions which violate (actual or potential) the code of the Company by any employee or others dealing with the Company. During the year, under review, the working of the policy was reviewed and approval of the Board was secured to amend certain provisions to strengthen and align the internal mechanism for dealing with any reliable information under this policy. It also addresses the protection to whistle blower who makes protected disclosures under the policy and provides for direct access to the Chairman of the Audit Committee.

The policy and the mechanism for reporting have been appropriately communicated across all locations of the Company. During the year, under review, the Board of Directors amended certain provisions to strengthen the policy on procedural

matters especially those governing the anonymous disclosures, committees, ombudsperson and timelines for detailed enquiry. No person has been denied access to the ombudsperson / Audit Committee. The whistle blower policy under the Corporate Governance Section on the Investor's page on the website of the Company at the weblink: <https://ranegroup.com/investors/rane-holdings-limited/>.

14. Means of communication

The quarterly / annual financial results were published in the prescribed format in "Business Standard" (English) and "Hindu Tamizh Thisai" (Tamil). The financial results, shareholding pattern and other disclosures / filings requirements under Regulation 17 to 27 and 46(2)(b) to (i), of SEBI LODR, wherever applicable, were also uploaded in the websites of the Stock Exchanges and the Company viz., www.ranegroup.com. During the year, press release and presentations that were made to analysts / institutional investors were made available on the website of the Company.

In view of exemption available vide General Circular 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ("MCA") read with SEBI Circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 07, 2023, the company did not dispatch hard copies of the Annual Report to the shareholders. The full Annual Report was made available on the website of the Company and also disseminated to the stock exchanges where shares of the Company are listed. The electronic copies of the Annual Report and the notice convening the 88th AGM were sent to all the members whose e-mail addresses were registered with the Company or their respective Depository Participants (DP).

The Company has sent KYC reminder letters to all the physical shareholders by registered post to update their e-mail ID, PAN & Bank Account details.

In compliance with SEBI Circular SEBI/HO/MIRSD/POD - 1/P/CIR/2023/181 dated November 27, 2023, the Company has disseminated in its website regarding simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination for creating awareness.

15. General Shareholder Information

i. Annual General Meeting

August 12, 2025 (Tuesday) at 15:00 hrs (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

ii. Financial Year: April 01, 2025 - March 31, 2026

Financial Calendar:

Board meeting for approval of	Tentative Schedule
Audited Annual financial results and financial statements for the year ended March 31, 2025	May 30, 2025
Unaudited financial results for the 1 st quarter ending June 30, 2025	By third week of August 2025
Unaudited financial results for the 2 nd quarter ending September 30, 2025	By third week of November 2025
Unaudited financial results for the 3 rd quarter ending December 31, 2025	By second week of February 2026

(both standalone and consolidated financial statements and financial results)

The above dates are only tentative in nature and may undergo changes based on the legal / administrative requirements.

iii. Dividend

The Board of Directors of the Company at their meeting held on May 30, 2025 have considered and recommended a dividend of 380% (₹38/- per share) on the equity share capital for approval of the shareholders at the ensuing 89th AGM to be held on August 12, 2025. The dividend, if declared, would be paid for those eligible shareholders whose name appeared in the register of members of the Company as on Friday, July 29, 2025 (being the Record Date) fixed for this purpose. The dividend will be paid to the shareholders on August 22, 2025.

iv. Listing on Stock Exchanges

Stock Exchanges

National Stock Exchange of India Limited (NSE) Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051

BSE Limited (BSE) Pheroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001

Listing Fee

The shares of the Company are listed on NSE & BSE which provide nationwide access to trade and deal in Company's equity shares across the country. The Company has paid the Annual Listing fee for the financial year 2024-25 to NSE & BSE where the shares of the Company continue to be listed. The shares of the Company were not suspended from trading during the FY 2024-25.

v. Unpaid / Unclaimed Dividends

Pursuant to the provisions of Section 124 of the Act, dividend for the financial year ended March 31, 2018 and thereafter which remain unclaimed for a period of seven years, will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government within the respective due dates.

The Company had transferred unclaimed final dividend of ₹4,50,645/- for the financial year ended March 31, 2017 and unclaimed interim dividend of ₹2,62,322.50/- for the financial year ended March 31, 2018 to IEPF. The Company has sent reminder letters to each of the shareholder's whose dividend is remaining unclaimed as per the records available with the Company. Information in respect of such unclaimed dividends when due for transfer to the said fund is given below:

Year	Date of declaration	Dividend per share [#] (in ₹)	Amount outstanding in Unclaimed Dividend Account (as on 31.03.2025) (in ₹) [^]	Last Date for claiming unpaid dividend	Due date for transfer to IEPF
31.03.2018	02.08.2018	9	4,20,885.00	07.09.2025	07.10.2025
31.03.2019*	07.02.2019	8	3,52,176.00	15.03.2026	14.04.2026
31.03.2019	08.08.2019	11	5,10,807.00	14.09.2026	14.10.2026
31.03.2020*	06.02.2020	4	2,31,208.00	13.03.2027	12.04.2027
31.03.2020	14.08.2020	4	2,01,848.00	20.09.2027	20.10.2027
31.03.2022	29.06.2022	12	8,13,806.00	05.08.2029	04.09.2029
31.03.2023	04.08.2023	17	9,58,575.00	10.09.2030	10.10.2030
31.03.2024	02.08.2024	25	25,68,359.00	08.09.2031	08.10.2031

share of paid-up value of ₹10/- per share

* Interim dividend

[^] amounts reflect confirmation of balance issued by Banks

During the year, the Company had filed with Registrar of Companies, the details of all unpaid and unclaimed Dividend amounts as on March 31, 2024 in accordance with The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. The above details are also available in the investor information section of the website of the Company at the weblink www.ranegroup.com.

vi. Transfer of shares to IEPF Authority

Pursuant to Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refunds) Rules, 2016, as amended from time to time, ("the Rules" / "IEPF Rules") the Company is required to transfer the equity shares in respect of which dividends are not claimed for the last 7 years by any shareholder to the IEPF Authority.

The Company has transferred to IEPF the following shares:

Year from which dividend has remained unclaimed / unpaid for seven consecutive years	No. of shares
2016-17 (Final)	1,474
2017-18 (Interim)	936

The Company has remitted / transferred the dividends declared on the shares already transferred to the IEPF Authority and the details are available in the policies section of the website of the Company at the web-link at www.ranegroup.com. The other benefits, if any, arising out of shares already transferred to IEPF Authority will also be received by the IEPF Authority unless those shares are claimed by the shareholders.

No claim shall lie against the Company in respect of any dividend or shares transferred to the IEPF Authority. However, the shareholders may claim their shares / dividend by filing the electronic request for the same by following the procedure available on the website of IEPF at www.iepf.gov.in. The shares relating to unclaimed dividend for FY 2017-18 (Final) are liable to be transferred to IEPF Authority during the current FY 2025-26. In this regard, the Company shall intimate / publish notice in newspapers and requisite details would be made available on the Investors section of the Company's website at www.ranegroup.com. The concerned shareholders are requested to claim their shares before the due dates of

transfer of shares to the IEPF, specified therein newspapers and Company website.

vii. Unclaimed share suspense

In accordance with Regulation 39 of SEBI LODR read with Schedule V of the SEBI LODR, the Company reports the movement of unclaimed shares in the unclaimed share suspense account. The voting rights of these shareholders shall remain frozen till the rightful owner of such shares claims the same. The movement of unclaimed shares in unclaimed suspense account, during the year are as follows:

Details of Unclaimed Suspense account	No. of share-holders	Outstanding shares
Aggregate at the beginning of the year	205	29,532
Requests for transfer during the year	37	3,743
Shares Transferred during the year	37	3,743
Balance at the end of the year	168	25,789

In compliance with SEBI Circular No. SEBI/HO/MIRSD/PoD1/0W/P/2022/64923 dated December 30, 2022, the Company has opened "Rane Holdings Limited - Suspense Escrow Demat Account" with M/s. Integrated Enterprises (India) Private Limited, the Depository Participant to credit securities for which demat is pending beyond 120 days from the date of issuance of letter of confirmation.

viii. Registrar and Transfer Agent

The contact details of the Registrar and Transfer Agents are as follows:

Integrated Registry Management Services Private Limited

SEBI Registration No. INR000000544

II Floor, 'Kences Towers',

No.1, Ramakrishna Street,

North Usman Road, T. Nagar,

Chennai - 600 017

Phone: 28140801 - 03,

Fax: 28142479, 28143378

e-mail ID: einward@integratedindia.in

Website: www.integratedregistry.in

Name of the contact person:

Mr. K Suresh Babu, Director.

ix. ShareTransfer System & Share Capital Audit

The power to approve transfer of shares has been delegated by the Board to the ShareTransfer Committee which approves the share transfers and demat / remat requests in co-ordination with the RTA.

The Share transfers and transmissions are approved and registered within the prescribed timelines. During the year, the annual compliance certificate for share transfer / transmission formalities audited by a Practicing Company Secretary (PCS) in terms of Regulation 40(10) of SEBI (LODR) and a certificate to this effect was filed with the stock exchanges.

x. Distribution of shareholding as on March 31, 2025

No. of shares held	Shareholders		Shares	
	Number	% to total	Number	% to total
Upto 500	15,285	91.89	10,54,667	7.39
501 - 1000	619	3.72	4,60,529	3.22
1001 - 2000	295	1.77	4,32,340	3.03
2001 - 3000	136	0.82	3,44,267	2.41
3001 - 4000	52	0.31	1,83,569	1.29
4001 - 5000	47	0.28	2,14,641	1.50
5001 - 10000	91	0.55	6,60,754	4.63
10001 & above	109	0.66	1,09,27,042	76.53
Total	16,634	100.00	1,42,77,809	100.00

xi. Shares Dematerialization

The Company has entered into the necessary agreements with National Securities Depository Limited and Central Depositories Services (India) Limited for dematerialization of the shares held by investors. As on March 31, 2025, about 99.15% of the shareholdings has been dematerialized. The

promoter and promoter group hold their entire shareholding only in dematerialized form. A comparative chart of physical and demat holdings for the current and previous financial year is given below:

Particulars	Number of shares - As on		% to total capital - As on	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Physical	1,21,034	1,36,471	0.85	0.96
Demat	1,41,56,775	1,41,41,338	99.15	99.04
Total	1,42,77,809	1,42,77,809	100.00	100.00

A reconciliation of share capital, audited by Practicing Company Secretary (PCS) is submitted to the Stock Exchanges on a quarterly basis in terms of regulation 76 of SEBI (Depositories and Participants) Regulations, 2018. The Company is taking initiatives to reach out to investors holding shares in physical form, to dematerialize their shareholding immediately to avoid any inconvenience and avail numerous benefits of dematerialisation, which include easy liquidity / trading.

Demat ISIN: INE384A01010

The Company has neither issued any equity share with differential voting rights nor granted stock options nor sweat equity shares. During the year, the Company has not bought-back its shares from its shareholders.

xii. Transfer / Transmission / Issue of duplicate share certificates of shares in demat mode only

As per SEBI norms, with effect from January 25, 2022, all transmission / transfer requests including issuance of duplicate share certificates are mandatorily to be processed in dematerialised form only.

xiii. Credit Rating

The details of credit ratings, including revisions, if any, assigned to the debt instruments / total bank loan facilities of the Company during the year ended March 31, 2025 are as follows:

Rating Agency	Security - Type	(₹in Crores)	Credit Rating	Outlook	Status (Assigned / Re-affirmed / Revised / Withdrawn)	Date of Credit Rating
ICRA Limited	Long term	80.00	AA-	Stable	Re-affirmed	December 16, 2024
	Long term	20.00	AA-	Stable		
	Short term		A1+	-		
	Long term	100.00	AA-	Stable		
	Short term		A1+	-	Re-affirmed	July 10, 2024

xiv. Address for communication:

The Compliance Officer
Rane Holdings Limited
Rane Corporate Centre,
"Maithri" 132, Cathedral Road,
Chennai - 600 086.
Ph. 28112472;
e-mail ID: investorservices@ranegroup.com
Website: www.ranegroup.com

OR

Mr. K Suresh Babu, Director
Integrated Registry Management Services Private Limited
II Floor, 'Kences Towers'
No.1, Ramakrishna Street, North Usman Road,
T. Nagar, Chennai - 600 017
Phone: 044 - 28140801-03, Fax: 28142479
e-mail ID: einward@integratedindia.in
Website: www.integratedregistry.in

Place: Chennai
Date: May 30, 2025

Harish Lakshman
Vice-Chairman &
Joint Managing Director
DIN:00012602

Ganesh Lakshminarayanan
Chairman &
Managing Director
DIN:00012583

For and on behalf of the Board

Annexure (i)

CERTIFICATE FROM MANAGING DIRECTOR / MANAGER

To
The Members,
Rane Holdings Limited

Declaration by Managing Director on the Code of Conduct pursuant to Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I, hereby declare that to the best of my knowledge and information, all the Board members and Senior Management Personnel have affirmed compliance with 'Ethical Standards of Behaviour - RANE COMPASS', the code of conduct, for the year ended March 31, 2025.

Place: Chennai
Date: May 30, 2025

For and on behalf of the Board

Ganesh Lakshminarayanan
Chairman & Managing Director
DIN:00012583

Annexure (ii)

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

For the financial year ended 31st March 2025

[Pursuant to Regulation 34 (3) read with Schedule V Paragraph C (10)(i) to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
Rane Holdings Limited
[CIN: L35999TN1936PLC002202]
"Maithri", 132, Cathedral Road, Chennai - 600 086.

We hereby certify that, in our opinion and to the best of our knowledge, **none of the** below named **Directors** who are on the Board of Directors of **Rane Holdings Limited** as on 31st March, 2025, **have been debarred or disqualified** from being appointed or continuing as directors of companies, by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs, Government of India (MCA).

Sl. No.	Name of the Director	Nature of Directorship	Director Identification Number (DIN)
1.	Ganesh Lakshminarayan	Chairman and Managing Director, Promoter	00012583
2.	Harish Lakshman	Vice Chairman and Joint Managing Director, Promoter	00012602
3.	Muthiah Murugappan Murugappan	Non-Executive Independent Director	00170478
4.	Pradip Kumar Bishnoi	Non-Executive Independent Director	00732640
5.	Rajeev Gupta	Non-Executive Independent Director	00241501
6.	Brinda Jagirdar	Non-Executive Independent Director	06979864

Basis for our opinion

We are issuing this certificate based on our verification of the following, which to the best of our knowledge and belief, were considered necessary in this regard:

1. Information relating to Directors available on the official website of MCA;
2. Disclosures / declarations / confirmations provided by the said Directors to the Company;
3. Registers and records maintained by the Company and forms, returns, documents and disclosures filed with MCA;
4. Corporate Governance reports filed on quarterly basis with the stock exchanges on which securities of the Company are listed; and
5. Information, explanation and representations provided by the key managerial personnel of the Company.

Responsibility of the management

The management of the Company is responsible to ensure the eligibility of a person for appointment / continuation as a Director of the Company.

Responsibility of the Secretarial Auditors

Our responsibility as the Secretarial Auditors of the Company, is to issue this Certificate based on verification of the relevant documents / records as stated herein above.

Our certificate is neither an assurance as to the future viability of the Company or its Corporate Governance process, nor of the efficacy or effectiveness of the process followed by the management of the Company with regard to appointment / continuation of a person as a Director of the Company.

For Sriram Krishnamurthy & Co.,
(formerly known as S. Krishnamurthy & Co.)
Company Secretaries,
[Firm Unique Identification Number: P1994TN045300]
[Peer Review Certificate No. 6684/2025]

K. Sriram
Partner (Membership No.F6312)
C.P.No.2215
UDIN: F006312G000506207

Place: Chennai
Date: 30th May 2025

Annexure (iii)

CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

INDEPENDENT AUDITORS CERTIFICATE ON COMPLIANCE WITH THE CORPORATE GOVERNANCE REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Members of
RANE HOLDINGS LIMITED

1. This certificate is issued in accordance with the terms of our engagement letter dated May 05, 2025
2. We have examined the compliance of conditions of Corporate Governance by **Rane Holdings Limited** ('the Company') for the year ended March 31, 2025 as stipulated in regulations 17 to 27, clauses (b) to (i) and (t) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("Listing Regulations") pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility

3. The compliance of conditions of Corporate Governance as stipulated under the listing regulations is the responsibility of the Company's Management including the preparation and maintenance of all relevant records and documents. This responsibility includes design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

Auditors' Responsibility

4. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
5. Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide a reasonable assurance whether the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations for the year ended March 31, 2025.

6. We conducted our examination of the above corporate governance compliance by the Company in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) and the Guidance Note on Certification of Corporate Governance both issued by the Institute of Chartered Accountants of India (the "ICAI"), in so far as applicable for the purpose of this certificate. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

8. In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

10. The certificate is addressed and provided to the Members of the Company solely for the purpose of enabling the Company to comply with the requirement of the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No: 101248W/W-100022

S Sethuraman
Partner
Membership No.: 203491
UDIN: 25203491BMLJSP8028

Place: Chennai
Date: May 30, 2025

Annexure F to the Report of the Board of Directors

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to Regulation 34(2)(f) of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 (SEBI LODR)

Section A**GENERAL DISCLOSURES**

I.	Details of the listed entity	Company Response
1.	Corporate Identity Number (CIN) of the Listed Entity	L35999TN1936PLC002202
2.	Name of the Listed Entity	Rane Holdings Limited
3.	Year of incorporation	1936
4.	Registered office address	"Maithri", 132, Cathedral Road, Chennai 600086
5.	Corporate address	
6.	E-mail	investorservices@ranegroup.com
7.	Telephone	+91-44-28112472 / 73
8.	Website	www.ranegroup.com
9.	Financial year for which reporting is being done	2024 - 25
10.	Name of the Stock Exchange(s) where shares are listed	BSE Ltd. (BSE - 505800) National Stock Exchange of India Ltd. (NSE - RANEHOLDIN)
11.	Paid-up Capital	₹14.28 Crores
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Name: L. Ganesh Designation : Chairman & Managing Director Contact Number: 044-28112472 Email: l.ganesh@ranegroup.com
13.	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together).	The disclosures under this report are made on Standalone basis.
14.	Name of assurance provider	NA
15.	Type of assurance obtained	

II. **Products/services****16. Details of business activities (accounting for 90% of the turnover):**

Sr. No	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Service fee	Employee training and development, investor services, business development and information system support	37.45%
2	Trademark fee	Rane's trademark and license usage by the group companies	27.22%
3	Dividend income	From strategic investments held by the company	35.33%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sr. No	Product/Service	NIC Code	% of Total Turnover contributed
1	Trademark fees	77400	27.22%
2	Dividend income	64200	35.33%
3	Information technology support service	62020	14.56%
4	Management consultancy service	70200	11.09%
5	Business Support service	82990	8.95%

III. Operations

18. Number of locations where plants and / or operations / offices of the entity are situated:

Sr. No	Location	Number of plants	Number of offices	Total
a)	National	-	4	4
b)	International	-	-	-

19. Markets served by the entity:

a) **Number of locations**

Locations	Number
National (No. of States)	2
International (No. of Countries)	-

b) **What is the contribution of exports as a percentage of the total turnover of the entity? 0.72%**

c) **A brief on types of customers:**

Rane Holdings Limited, being Rane Group's holding company, engages in three primary services:

1. Strategic investment,
2. Trademark licensing,
3. Providing business support services to Rane Group Companies.

IV. Employees

20. Details as at the end of Financial Year:

a) i) **Employees (including differently abled):**

Sr. No	Particulars	Total (A)	Male	(% of Total)	Female	(% of Total)
1	Permanent	116	88	76%	28	24%
2	Other than Permanent	59	28	47%	31	53%
3	Total employees	174	115	66%	59	34%

ii) **Workers (including differently abled):**

Sr. No	Particulars	Total (A)	Male	(% of Total)	Female	(% of Total)
1	Permanent	8	8	100%	-	-
2	Other than Permanent	39	31	79%	8	21%
3	Total employees	46	38	83%	8	17%

b) i) Differently abled Employees:

Sr. No	Particulars	Total (A)	Male	(% of Total)	Female	(% of Total)
1	Permanent	-	-	-	-	-
2	Other than Permanent	-	-	-	-	-
3	Total employees	-	-	-	-	-

ii) Differently abled Workers:

Sr. No	Particulars	Total (A)	Male	(% of Total)	Female	(% of Total)
1	Permanent	-	-	-	-	-
2	Other than Permanent	1	1	100%	-	-
3	Total employees	1	1	100%	-	-

21. Participation/Inclusion/Representation of women:

Sr. No	Particulars	Total (A)	Female	(% of Total)
1	Board of Directors	6	1	17%
2	Key Management Personnel	4	-	-

22. Turnover rate for permanent employees and workers: (Disclose trends for the past 3 years)

Particulars	FY25			FY24			FY23		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	19%	20%	19%	10%	24%	13%	27%	16%	24%
Permanent Workers	-	-	-	-	-	-	14%	-	14%

V. Holding, Subsidiary and Associate Companies (including joint ventures):

23.

Sr. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/ No)
1	Rane (Madras) Limited (RML) ¹ - Rane (Madras) International Holdings B.V(RMIH)	Subsidiary Subsidiary of RML	63.80 63.80	
	- Rane Automotive Components Mexico S De RL C.V	Subsidiary of RMIH	63.80	
2	Rane Holdings America Inc	Subsidiary	100	
3	Rane Holdings Europe GmbH	Subsidiary	100	
4	Rane Steering Systems Private Limited ²	Subsidiary	100	
5	ZF Rane Automotive India Private Limited (ZRAI) -ZF Rane Occupant Safety Systems Private Limited -TRW Sun Steering Systems Private Limited - ZF Lifetec Rane Automotive India Private Limited (ZLRAI) ³	Joint Venture/ Associate Subsidiary of ZRAI Subsidiary of ZRAI Subsidiary of ZRAI	49 49 49	Rane's Code of Conduct covers responsible and sustainable business conduct and the same is applicable to all Companies in the Group. Irrespective of the nature and conduct of businesses the Group companies adheres to the Rane's Code of Conduct.

Notes:

¹ Rane Brake Lining Limited (RBL) and Rane Engine Valve Limited (REVL) have been amalgamated with into Rane (Madras) Limited (RML) effective from April 07, 2025.

² Ceased to be a Joint Venture and became Wholly Owned Subsidiary of RHL during FY 2024-25 effective from September 19, 2024.

³ ZLRAI was incorporated in the FY 2024-25 as a Wholly Owned Subsidiary of ZRAI. effective from 4th July 2024.

VI. CSR Details:

24.	1 Whether CSR is applicable as per section 135 of Companies Act, 2013:	Yes
	2 Turnover for the FY 2024-25	₹143.66 Crores
	3 Net worth as on 31st March 2025	₹615.29 Crores

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (If Yes, then provide web-link for grievance redress policy)	FY25		FY24	
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year
Communities	Not Applicable	-	-	NA	-
Investors (other than shareholders)	Yes	1	-	Redressed	-
Shareholders	Yes	4	-	Redressed	-
Employees and workers	Yes	-	-	NA	-
Customers	Yes	-	-	NA	-
Value Chain Partners	Yes	-	-	NA	-

Web link for the policy will be accessible at <https://ranegroup.com/investors/rane-holdings-limited/?rhl-corp>

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format.

Being an investment Company with no manufacturing operations, no material risks with respect to sustainability are identified. However, with respect to administrative areas, the following non material risks / opportunities are identified.

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Non-renewable Energy Risk		Responsible organisation and committed towards sustainability	Identified measures include sourcing of renewable energy and identifying appropriate Channel for E-Waste disposal.	
2	Lack of systematic E Waste disposal process				Negative

Sr. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3	Stakeholder expectations on sustainability (Community, Investors, Shareholders, Employees, Customers) Sustainability	Opportunity	Enhancement of Brand value	Implemented ESG framework so as to exceed Stakeholder expectations on sustainability.	
4	Green building	Opportunity	Responsible organisation and committed towards sustainability	Adoption of IGBC code to enhance offices to improve sustainability.	Positive

Section B

MANAGEMENT AND PROCESS DISCLOSURES

Disclosure Questions	P	P	P	P	P	P	P	P	P
	1	2	3	4	5	6	7	8	9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)									Yes
b. Has the policy been approved by the Board? (Yes/No)									Yes
c. Web Link of the Policies, if available									https://ranegroup.com/investors/rane-holdings-limited/?rhl-cor-5
2. Whether the entity has translated the policy into procedures. (Yes / No)									Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)									Not applicable. Considering the nature of the Company's structure, the Company does not have any significant value chain partners.
4. Name of the national and international codes/ certifications/ labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.									ISO 27001 certification obtained on Information Security Management Systems.
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.									Greenhouse gas emissions are being monitored across key business processes, with defined targets based on assessment and identified opportunities
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.									Not Applicable
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)									At Rane, we have always believed that being a responsible corporate citizen is central to our purpose and values. Rane Holdings Limited has adopted the Business Responsibility & Sustainability Reporting (BRSR) with an aim to build a structured and focused approach towards disclosures on our environment, social and governance principles. We remain committed to continually improve our ESG performance, enhance stakeholder value, and contribute to a better world for future generations.

Policy and management processes

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Chairman and Managing Director
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Mr. L. Ganesh - Chairman & Managing Director Mr. Harish Lakshman - Vice Chairman & Joint Managing Director

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee	Frequency (Annually/ Half Yearly/ Quarterly/ Any Other - please specify)
Performance against above policies and follow up action	Periodical review by the Functional heads and Senior Management.	
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The revised policies are updated in the intranet or website (wherever applicable) for easy accessibility.	Annually
Frequency (Annually/ Half Yearly/ Quarterly/ Any Other - please specify)	The Company is in compliance with extant regulations as applicable.	Annually
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency	Wherever required, policies are reviewed by statutory, secretarial and internal auditors.	
12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:	NA	

Questions	P P P P P P P P P
a. The entity does not consider the Principles material to its business (Yes/No)	1 2 3 4 5 6 7 8 9
b. The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	
c. The entity does not have the financial or/human and technical resources available for the task (Yes/No)	
d. It is planned to be done in the next financial year (Yes/ No)	
e. Any other reason (please specify)	Not applicable

Section C

PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

- Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	8 Familiarisation Programmes, aggregating to around 19 hours.	Directors of the Company, at the time of their appointment are familiarized on the Company's Core Values, Code of Conduct including the purpose and the business it operates in. At each meeting of the Board / Audit Committee, members also deliberate on key governance matters. As part of agenda, members also discuss various sustainable initiatives of the Company, including regulatory and economic trends in the industry.	100%
Key Managerial Personnel	Apart from the regular training to all the employee, KMP have participated in various discussion both internal and external.	<ul style="list-style-type: none"> • Workplace Safety related trainings conducted for all workers. • Compliance programs include POSH awareness, Grievance Handling etc. • Information security, • Trends in automotive industry, • Code of Conduct, • Prevention of insider trading, • Management principles, • Vigil Mechanism (Whistle blower Policy), • Function specific familiarisation and skill upgradation, • Health & Safety, etc. 	100%
Employees other than BoD and KMPs	5		100%
Workers	3	<ul style="list-style-type: none"> • Workplace Safety related trainings conducted for all workers. • Compliance programs include POSH awareness, Grievance Handling etc. 	100%

2. Details of fines / penalties / punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website):

	Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/ Fine					
Settlement	Principle 1 to 9	NA	-	NA	NA
Compounding fee					

	Non Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)	
Imprisonment					
Punishment	Principle 1 to 9	NA	NA	NA	

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy:

Yes. The company adhere to the anti-corruption and anti-bribery policy in alignment with the code of conduct policy of the group which abets zero tolerance towards unethical business practices and prohibits bribery in any form in all of its dealing. The company's code of conduct can be accessed via given link: <https://ranegroup.com/investors/rane-holdings-limited/?rhl-cor-5>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption

	FY25	FY24
Directors		
KMPs		
Employees		Nil
Workers		

6. Details of complaints with regard to conflict of interest:

	FY25		FY24	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors		Nil		Nil
Number of complaints received in relation to issues of Conflict of Interest of the KMPs				

- 7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.: Nil.**

8. Number of days of accounts payables:

	FY25		FY24	
	Number	Days	Number	Days
Number of days of accounts payables		32		42

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY25	FY24
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	NA	NA
	b. Number of trading houses where purchases are made from	NA	NA
	c. Purchase from top 10 trading houses as % of total purchases from trading houses	NA	NA
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	NA	NA
	b. Number of dealers / distributors to whom sales are made	NA	NA
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	NA	NA
Share of RPTs	a. Purchases(Purchases with related parties/total purchases)	NA	NA
	b. Sales(Sales to related parties/total sales)	99%	99%
	c. Loans & Advances (loans and advances given to related parties/total loans and advances)	100%	0%
	d. Investments(Investments in related parties/total investments made)	92%	91%

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

- 1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

	FY25	FY24	Details of improvements in environmental and social impacts
R&D	-	-	-
Capex	-	-	-

2. a. Does the entity have procedures in place for sustainable sourcing? Not Applicable
- b. If yes, what percentage of inputs were sourced sustainably? Not Applicable
3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for(a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.:

Given the nature of the business, Rane Holdings Limited does not manufacture any products, hence the company does not currently maintain records for hazardous and other waste generation.

However, the company have taken the initiative to reuse, reduce and recycle within the company premise. In addition to this the Company also has policy in place to manage e-waste and engage with certified e-waste handlers for disposal of the e-waste.

If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

Given the nature of the Company's business, the above is not applicable.

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	Total (A)		Health insurance		Accident insurance		Maternity benefits		% of employees covered by	
	Number (B)	% (B / A)	Number (B)	% (B / A)	Number (B)	% (B / A)	Number (B)	% (B / A)	Number (B)	% (B / A)
Permanent employees										
Male	88	88	100%	88	100%	-	-	-	88	100%
Female	28	28	100%	28	100%	28	100%	-	-	-
Total	116	116	100%	116	100%	28	100%	88	100%	-
Other than Permanent employees										
Male	28	28	100%	28	100%	28	100%	-	-	-
Female	31	31	100%	31	100%	31	100%	-	-	-
Total	59	59	100%	59	100%	59	100%	-	-	-

b. Details of measures for the well-being of workers:

Category	Total (A)		Health insurance		Accident insurance		Maternity benefits		% of employees covered by	
	Number (B)	% (B / A)	Number (B)	% (B / A)	Number (B)	% (B / A)	Number (B)	% (B / A)	Number (B)	% (B / A)
Permanent workers										
Male	8	8	100%	8	100%	NA	NA	8	100%	-
Female	-	-	-	-	-	-	-	-	-	-
Total	8	8	100%	8	100%	-	-	8	100%	-
Other than Permanent workers										
Male	31	31	100%	31	100%	-	-	31	100%	-
Female	8	8	100%	8	100%	8	100%	-	-	-
Total	39	39	100%	39	100%	8	100%	31	100%	-

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format :

	FY25	FY24
Cost incurred on well-being measures as a % of total revenue of the company	1.62%	1.24%

2. Details of retirement benefits, for Current financial year and Previous Financial Year

Benefits	FY25			FY24		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	100%	100%	Y	100%	100%	Y
NPS	100%	100%	Y	100%	100%	Y
Superannuation	100%	100%	Y	100%	100%	Y

Note: The above represents benefits provided to all the employees who are eligible/have opted for the said retirement benefits.

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

The office locations have requisite infrastructure enabling easy access to differently abled persons.

We make sure all the facilities are in full inclusion of people with disabilities, we regularly access the premise and implement proper measure wherever needed.

If not, whether any steps are being taken by the entity in this regard: Not Applicable

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, Equal opportunity is covered as part of our Code of Conduct policy. The company is committed to the principles of equal employment opportunity, inclusion and respect. It does not unfairly discriminate on any ground including race, colour, religion, national origin, gender, age, disability, etc. All employment-related decisions are based on company needs, job requirements and individual qualifications and the Company seeks to provide equal employment opportunity to everyone who is legally authorized to work in the country.

Website Link: <https://ranegroup.com/investors/rane-holdings-limited/>

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	FY25		FY24	
	Permanent employees		Permanent employees	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	100%	100%
Female	-	-	100%	100%
Total	-	-	100%	100%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

		Yes/No	If Yes, then give details of the mechanism in brief
Permanent Employees	Yes		<ul style="list-style-type: none"> RHL creates a culture which is fair, open and transparent and where employees can openly present their views.
Other than Permanent Employees	Yes		<ul style="list-style-type: none"> Employees and workers are encouraged to share their concerns with their business heads, HR or the members of the senior management. The company has always followed an open-door policy, wherein any employee/workers irrespective of hierarchy has access to the senior management.
Permanent Workers	Yes		<ul style="list-style-type: none"> It transparently communicates its policies and practices such as company plans, compensation, performance metrics, performance pay grids/ calculation, career enhancements, compliance etc.
Other than Permanent Workers	Yes		<ul style="list-style-type: none"> Code of conduct, POSH and whistle blower policy provides a formal platform to share grievances on various matters. The details of the grievance mechanism are shared with employees for raising their concerns, if any. Appropriate action is taken after proper investigation and the company has mechanism in place to protect the identity of the complainant/victim.

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity: Nil

Category	FY25			FY24		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)
Total Permanent Employees	116	-	-	106	-	-
Male	88	-	-	81	-	-
Female	28	-	-	25	-	-
Total Permanent Workers	8	-	-	8	-	-
Male	8	-	-	8	-	-
Female	-	-	-	-	-	-

8. Details of training given to employees and workers:

Category	FY25					FY24				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (E)	% (E / D)	No. (F)	% (F / D)
Employees										
Male	88	88	100%	67	77%	81	81	100%	77	95%
Female	28	28	100%	26	93%	25	25	100%	18	72%
Total	116	116	100%	93	81%	106	106	100%	95	90%
Workers										
Male	8	8	100%	-	-	8	8	100%	-	-
Female	-	-	-	-	-	-	-	-	-	-
Total	8	8	100%	-	-	8	8	100%	-	-

9. Details of performance and career development reviews of employees and worker:

Category	FY25			FY24		
	Total (A)	No. (B)	% (B / A)	Total (C)	No. (D)	% (D / C)
Employees						
Male	88	88	100%	88	88	100%
Female	28	28	100%	25	25	100%
Total	116	116	100%	106	106	100%
Workers						
Male	8	8	100%	8	8	100%
Female	-	-	-	-	-	-
Total	8	8	100%	8	8	100%

10. Health and safety management system:

- a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?**

RHL is dedicated to fostering a safe and productive workplace by proactively mitigating risks related to accidents, injuries, and health hazards. The organization's Health and Safety Management System is certified in accordance with ISO 45001 standards. Through the standardization of work processes, the implementation of structured training systems, and the evolution of safety standards supported by regular audits, RHL ensures strict adherence to safety protocols. Employees are regularly trained via fire safety and evacuation drills, and internal awareness initiatives—such as campaigns promoting helmet use, healthy eating, hydration, physical activity, and stair usage—are conducted to reinforce a culture of safety and well-being.

- b. **What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Processes are assessed for Safety risk through systemic safety walkthrough audits by relevant members which enables implementation of corrective actions to mitigate risks identified. Fire protection for the premises is equipped with a power back up and sufficient water capacity. Vehicles are always parked in take-off position for easy exit in case an emergency situation arises. Need based guidance from Government authorities are adhered to, for ensuring safety & health of the employees.

- c. **Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)**

Yes, a well-established process is in place to capture the Voice of the Employees through various interactions and suggestion schemes. Employees are given awareness and encouraged to share their concerns with their process managers, HR or the members of the senior management. The Company has always followed an open-door policy, wherein any employee irrespective of hierarchy has access to the senior management.

- d. **Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes. All employees of the entity are covered under the Company's health insurance and personal accident policy. The Company encourages Annual Health check-up and provides necessary support, especially for senior staff members, as a measure of preventive health care..

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY25	FY24
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	2.52	-
	Workers	-	-
Total recordable work-related injuries	Employees	1	-
	Workers	-	-

Safety Incident/Number	Category	FY25	FY24
No. of fatalities	Employees	-	-
High consequence work-related injury or ill-health (excluding fatalities)	Workers	-	-
	Employees	-	-
	Workers	-	-

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

Rane has a policy on Occupational Health, Safety & Environment covering all their employees. The exposure of employees to various risks is kept minimal on the day-to-day basis. At the same time equipped with fire detection & protection measures in case of any eventuality. The security personnel are sufficiently trained to handle the situation. Regular safety walk through is done to identify any additional risk exposures and actions taken to mitigate the risks.

13. Number of Complaints on the following made by employees and workers:

	FY25			FY24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions			Nil			Nil
Health & Safety						

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100% Internal assessments are carried out at all locations of the Company.
Working Conditions	

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions:
Incident investigated & required corrective action taken.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Any individual or group of individuals or institution that adds value to the business chain of the Corporation is identified as a core stakeholder. This inter alia includes employees, shareholders and investors, customers, suppliers, channel partners and regulators, lenders, research analysts, communities, non-governmental organisations and others.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholder and Investor	No	Earnings call and presentation	Quarterly	To update on the company's business performance, development and other relevant information

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/others - please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees	No	Town Hall Meeting / Propel / RNET communication etc.	Quarterly	To build an inclusive, conducive, growth-oriented, safe working environment
Government and Regulators	No	Physical as well as Digital	Others: Regularly	To provide timely feedback on policies and represent the industry before regulators and government bodies on various relevant issues for the benefit of the industry.
Community	Yes	Physical as well as Digital	Others: Regularly	To promote social welfare activities for inclusive growth, fair and equitable development and well-being of the community the Company operates.

PRINCIPLE 5: Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY25			FY24		
	Total (A)	No. of employees / workers covered (B)	% (B / A)	Total (C)	No. of employees / workers covered (D)	% (D / C)
Employees						
Permanent	116	116	100%	106	106	100%
Other than permanent	59	59	100%	66	66	100%
Total Employees	175	175	100%	172	172	100%
Workers						
Permanent	8	8	100%	8	8	100%
Other than permanent	39	39	100%	38	38	100%
Total Workers	46	46	100%	45	45	100%

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY25				FY24			
	Total (A)	Equal to Minimum Wage	More than Minimum Wage	Total (D)	Equal to Minimum Wage	More than Minimum Wage		
	No. (B)	% (B / A)	No. (C)	% (C / A)	No. (E)	% (E / D)	No. (F)	% (F / D)
Employees								
Permanent	116	-	-	116	100%	106	-	-
Male	88	-	-	88	100%	81	-	-
Female	28	-	-	28	100%	25	-	-
Other than Permanent	59	-	-	59	100%	66	-	-
Male	28	-	-	28	100%	41	-	-
Female	31	-	-	31	100%	25	-	-
Workers								
Permanent	8	-	-	8	100%	8	-	-
Male	8	-	-	8	100%	8	-	-
Female	-	-	-	-	-	-	-	-
Other than Permanent	39	-	-	39	100%	38	-	-
Male	31	-	-	31	100%	31	-	-
Female	8	-	-	8	100%	7	-	-

3. Details of remuneration/salary/wages, in the following format:

a. Median renumeration/wages

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	6	3,37,500	1	3,40,000
Key Managerial Personnel	2	71,78,332	-	-
Employees other than BoD and KMP	62	9,87,191	21	7,65,013
Workers	8	8,79,826	-	-

Numbers under KMP category excludes Chairman & Managing Director and Vice-Chairman & Joint Managing Director, who are included in BoD.

b. Gross wages paid to female as % of total wages paid by the entity:

	FY25	FY24
Gross wages paid to females as % of total wages	9.02%	7.55%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No): Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The mechanism to redress grievances under human rights is the same as for other grievances. The 'Whistle Blower Policy' mechanism provides for employees to report instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy to the management. Further, concerns can always be raised with the reporting Manager / Functional Head / HR head.

6. Number of Complaints on the following made by employees and workers:

	FY25			FY24		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment						
Discrimination at workplace						
Child Labour						
Forced Labour/Involuntary Labour				NA		
Wages						
Other human rights related issues						

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

	FY25	FY24
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013(POSH)	NIL	NIL
Complaints on POSH as a % of female employees / workers	NIL	NIL
Complaints on POSH upheld	NIL	NIL

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Whistle Blower Policy and POSH Policy protects the identity of the complainant. Adequate systems are put in place to maintain confidentiality of the complainant and subject matter and safeguards are in place to ensure that there exists no scope for any discrimination in any manner.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, Human rights form a part of the Rane's Code of Conduct.

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%

All locations are in compliance with the all applicable laws

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above: Not Applicable

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY25	FY24
Total electricity consumption (A) in GigaJoules	1441.73	1342.57
Total fuel consumption (B) in GigaJoules	125.96	164.20
Energy consumption through other sources (C)	-	-
Total energy consumption (A+B+C) in GigaJoules	1567.69	1506.77

Parameter	FY25	FY24
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	1*10^-6	1*10^-6

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any:
Not Applicable

3. Provide details of the following disclosures related to water, in the following format

The Company usage of water is restricted to human consumption purposes only. Efforts have been made to ensure that water is consumed judiciously in the office premises. In various offices, sensor based urinals and sensor based taps are installed to economise on water consumption.

Parameter	FY25	FY24
Water withdrawal by source (in kilolitres)		
(i) Surface water	-	-
(ii)Groundwater	1158	1122.00
(iii) Third party water	261.5	268.66
(iv) Seawater / desalinated water	-	-
(v) Others	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	1419.5	1390.66
Total volume of water consumption (in kilolitres)	1419.5	1390.66
Water intensity per rupee of turnover (Water consumed / turnover)	1*10^-6	1*10^-6

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

4. Provide the following details related to water discharged:

Parameter	FY25	FY24
Water discharge by destination and level of treatment (in kilolitres)		
(i)To Surface water		
-No treatment	-	-
- With treatment - please specify level of treatment	-	-
(ii)To Ground water		
-No treatment	-	-
- With treatment - please specify level of treatment	-	-
(iii)To Sea water		
-No treatment	-	-
- With treatment - please specify level of treatment	-	-
(iv)Sent to third-parties		
-No treatment	-	-
- With treatment - please specify level of treatment	-	-
(v) Others		
-No treatment		Sewage water is discharged into the designated municipal sewage system, while rainwater is directed through a separate storm water drainage system.
- With treatment - please specify level of treatment	-	-
Total Water discharged (in kilolitres)	Not Available	-

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation:

Not Applicable.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY25	FY24
NOx			
SOx			
Particulate matter (PM)			
Persistent organic pollutants (POP)		Not Applicable	
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others - please specify			

Note: : Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? - (Y/N) If yes, name of the external agency:

Not Applicable

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY25	FY24
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) (Metric tonnes of CO2 equivalent)	Tonnes of CO2 equivalent	7.29	51.21
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available) (Metric tonnes of CO2 equivalent)	Tonnes of CO2 equivalent	284.34	264.78
Total Scope 1 and Scope 2 emissions per rupee of turnover		2*10^-7	2*10^-7
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for purchasing power parity (PPP)		-	-
Total Scope 1 and Scope 2 emission intensity in terms of physical output		-	-
Total Scope 1 and Scope 2 emission intensity (optional) - the relevant metric may be selected by the entity		-	-

#Indian based CO2 Conversion factor used in current year and previous year data has been recalculated accordingly.

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency: No

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Although the Company does not have a manufacturing footprint or major GHG-emitting activities, it remains committed to minimizing emissions. During the year, 8 air conditioners were replaced with lower GWP refrigerant & energy-efficient models, and 25 CFL lights were upgraded to LED. These initiatives contribute to lower electricity usage and reduced indirect emissions. The Company continues to explore such opportunities to enhance energy efficiency and environmental performance.

9. Provide details related to waste management by the entity, in the following format:

Parameter	FY25 (In tons)	FY24 (In tons)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	0.10	-
E-waste (B)	-	0.18
Construction and demolition waste (C)	0.5	13.50
Bio-medical waste (D)	Not Applicable	
Battery waste (E)		-
Radioactive waste (F)	Not Applicable	
Other Hazardous waste (G)	Not Applicable	
Other Non-hazardous waste generated (H). Please specify, if any.	13.49	11.27
(Break-up by composition i.e. by materials relevant to the sector)		
Total (A+B + C + D + E + F + G + H)	14.10	24.95
Waste intensity per rupee of turnover		
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity		
Waste intensity in terms of physical output		
Waste intensity (optional)		
Category of waste		
(i) Recycled	3.22	-
(ii) Re-used	-	-
(iii) Other recovery operations	-	-
Total	3.22	-
Category of waste		
(i) Incineration	-	-
(ii) Landfilling	0.5	-
(iii) Other disposal operations	10.37	8.02
	1. AC- 8 Nos	
	2. Office chairs- 8 Nos	
	3. Blinds - 7 Nos	
	4. Exhaust Fan - 1 Nos	-
	5. Water dispenser - 1 Nos	
Total	10.37	8.02

Note: : Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency**No**

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes:

Given the nature of the business, there is no usage of hazardous and toxic chemicals by the company. It has systems in place to manage e-waste and engages with certified e-waste handlers for such disposal.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife

sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Sr. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N)	If no, the reasons thereof and corrective action taken, if any.
			NA	

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
			NA		

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
The Company is in compliance with applicable environmental norms				

PRINCIPLE 7: : Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations - 7 (seven)
- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

Sr. No.	Name of the trade and industry chambers / associations	Reach of trade and industry chambers / associations (State/National)
1	Indo-American Chamber of Commerce	National
2	Indo-Australian Chamber of Commerce	National
3	Indo-Japan Chamber of Commerce	National
4	Confederation of Indian Industry	National
5	Associated Chambers of Commerce and Industry of India	National
6	Society of Indian Automobile Manufacturers	National
7	Motor Vehicles & Allied Industries Association	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
		NA

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
			NA		

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Sr. No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
				NA		

3. Describe the mechanisms to receive and redress grievances of the community.

All grievances could be submitted at investorservices@ranegroup.com. This is provided in the Annual Report which is made available on the Company's website. Any such grievances could also be reported at the Corporate office.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY25	FY24
Directly sourced from MSMEs/ small producers		
Sourced directly from within the district and neighbouring districts	NA	

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:

Location	FY25	FY24
Rural	-	-
Semi-urban	-	-
Urban	-	-
Metropolitan	-	-

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

The Company is providing services predominantly to other group Companies. Hence customers for the Company are subsidiaries and JV/Associate companies. Since all these companies form part of the group, they can reach out to the Company's Corporate office for addressing any concerns.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

As a percentage to total turnover	
Environmental and social parameters relevant to the product	100%.
Safe and responsible usage	The Company is fair and transparent in all its dealings with the customers and other stakeholders. None of the services provided by the Company withheld any relevant information needed to decisions.
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

	FY25			FY24		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy						
Advertising						
Cyber-security						
Delivery of essential services		Nil			Nil	
Restrictive Trade Practices						
Unfair Trade Practices						
Other						

4. Details of instances of product recalls on account of safety issues:

	Reasons for recall	Corrective action taken
Voluntary recalls	NA	NA
Forced recalls		

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No)
If available, provide a web-link of the policy: We have ISO 27001:2022 standard policies and guidelines in place. Which are available in internal intranet portal.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services: No Incidents.

7. Provide the following information relating to data breaches:

- a. Number of instances of data breaches - Nil
- b. Percentage of data breaches involving personally identifiable information of customers - Nil
- c. Impact, if any, of the data breaches - Nil

Annexure G to the Report of the Board of Directors

PARTICULARS OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES

for the Financial Year 2024-25

Details as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. Remuneration paid to Directors and Key Managerial Personnel

Name	Designation	% increase / (decrease) of remuneration FY 2024-25	Ratio of remuneration of each Director to median remuneration of employees
Key Managerial Personnel			
Mr. L Ganesh	Chairman & Managing Director	(2%)	56.13 times
Mr. Harish Lakshman	Vice-Chairman & Joint Managing Director	(20%)	11.54 times
Mr. M A P Sridhar Kumar	Chief Financial Officer (Upto June 30, 2024)		NA
Mr. J Ananth	Chief Financial Officer (From July 01, 2024)	Not Comparable (refer Note iii)	NA
Mr. Siva Chandrasekaran	Company Secretary	(2%)	NA

Notes:

- (i) None of the other Directors receive any remuneration from the Company except sitting fees for attending meeting of the Board / Committee(s) thereof. Hence, the ratio of remuneration and percentage increase have not been considered.
- (ii) Remuneration considered based on annual emoluments (including variable pay) and designation as on date.
- (iii) Not comparable due to change during the year FY 2024-25.
- (iv) The remuneration to Mr. Harish Lakshman pertains to the perquisite value of furnished housing accommodation provided by the Company.

2. Percentage increase in median remuneration during the Financial Year 2024-25: **10%**.
3. Number of permanent employees on the rolls of the Company as on March 31, 2025: **124**.
4. Average percentile increase already made in salaries of employees other than the managerial personnel in the last financial year (FY 2024-25) was **2%** as against the percentile decrease in managerial remuneration **5%** in the last financial year (FY 2024-25).
5. It is hereby affirmed that the remuneration paid is in accordance with the remuneration policy of the Company.

For and on behalf of the Board

Place : Chennai
Date : May 30, 2025

Harish Lakshman
Vice Chairman &
Joint Managing Director
DIN:00012602

Ganesh Lakshminarayanan
Chairman &
Managing Director
DIN:00012583

INDEPENDENT AUDITOR'S REPORT

To the Members of Rane Holdings Limited Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Rane Holdings Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2025, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2025, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. We have determined that there are no key audit matters to communicate in our report.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other

information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial

statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 A. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matter stated in the paragraph 2B(f) below on reporting under Rule 11(g) of

- the Companies (Audit and Auditors) Rules, 2014.
- c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors as on 14 April 2025 and 15 April 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. the qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- a. The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its standalone financial statements - Refer Note 37 to the standalone financial statements.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - d (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 33.3 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 33.3 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
 - e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend. As stated in Note 20(d) to the standalone financial statements, the Board of Directors of the Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.
 - f. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has been operating throughout the

year for all relevant transactions recorded in the respective software, except that:

- the feature of audit trail was enabled at the database layer of the accounting software from 7 June 2024 onwards.
- the feature of audit trail was enabled from 4 June 2024 onwards at the application layer for the accounting software used for maintaining books of accounts for certain fields relating to payroll.

Further, for the periods where audit trail (edit log) facility was enabled for the respective accounting softwares, we did not come across any instance of the audit trail feature being tampered with. Additionally, except where audit trail (editlog) facility was not enabled in the previous year, the audit trail has been preserved by the company as per statutory requirements for record retention.

- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

S Sethuraman
Partner
Place : Chennai Membership No.: 203491
Date: 30 May 2025 ICAI UDIN:25203491BMLJSQ6299

Annexure A to the Independent Auditor's Report

on the Standalone Financial Statements of Rane Holdings Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (ii) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified once in 2 years. In accordance with this programme, all property, plant and equipment were verified during the previous year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification
- (c) According to the information and explanations given to us and on the basis of our examination of the records (registered sale deeds/ court order approving the scheme of arrangement/amalgamation, as provided to us) of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company. In respect of certain immovable properties of land and buildings whose title deeds had been pledged with bank as security for terms loans, our reporting under this clause is based on confirmations received from such bank that the immovable properties are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The Company is a service company, primarily rendering services to group companies. Accordingly, it does not hold any physical inventories. Accordingly, clause 3(ii)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided guarantee or security, granted loans and advances in the nature of loans, secured or unsecured to limited liability partnership, firms or any other parties during the year. Also, the Company has not provided guarantee or security, advances in the nature of loans, secured or unsecured to companies during the year. However, the Company has made investments in companies, other parties (mutual funds) and has granted unsecured loans to companies and its employees in respect of which the requisite information is as below:
- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans or provided advances in the nature of loans, or stood guarantee, or provided security to any other entity as below:

Particulars	Loans
Aggregate amount during the year	
Subsidiary*	5,000 Lakhs
Others (employees)	7.75 Lakhs
Balance outstanding as at balance sheet date	
Subsidiary*	5,000 Lakhs
Others (employees)	2.1 Lakhs

*As per the Companies Act, 2013

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made, terms and conditions of the grant of loans provided during the year are, *prima facie*, not prejudicial to the interest of the Company. The company has not provided any guarantee or security to companies, firms, limited liability partnership or any other parties during the year.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
 - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
 - (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
 - (f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the company has not provided any guarantee or security as specified under section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of investments made and loans given by the Company, in our opinion the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the services rendered by it. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax or other statutory dues have generally been regularly deposited by the Company. As explained to us, the Company did not have any dues on account of duty of customs or cess.
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, or other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Income-Tax, Goods and Service Tax which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Disputed amount (INR lakhs)	Amount unpaid (INR lakhs)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax	35	35	AY 2005-06	Assessing officer
Goods and Service (GST) Act, 2017	GST	148	140	FY 2017-22	Additional/Joint commissioner of CGST

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has taken funds from following entities and persons on account of or to meet the obligations of its subsidiary (as defined under the Act) as per details below:

Nature of fund taken	Name of lender (May mention whether Bank/ NBFC/ Corporate etc)	Amount involved Rs. (in lakhs)	Name of the relevant subsidiary, joint venture, associate	Relationship	Nature of transaction for which funds utilised
Long Term Loan	Bajaj Finance Limited	6,000	Rane Steering Systems Private Limited	Subsidiary	To support the business operations

- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies (as defined under the Act).
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any

preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

- (xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no material fraud by the Company or on the Company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section(12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies

- (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
(b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
(d) According to the information and explanations given to us, the Group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended) does not have any CIC.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in annual report is expected to be made available to us after the date of this auditor's report.
- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

S Sethuraman

Partner

Place : Chennai

Membership No.: 203491

Date: 30 May 2025 ICAI UDIN:25203491BMLJSQ6299

Annexure B to the Independent Auditor's Report

on the standalone financial statements of Rane Holdings Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Rane Holdings Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements

and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not

be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.:101248W/W-100022

S Sethuraman

Partner

Membership No.: 203491

ICAI UDIN:25203491BMLJSQ6299

Place : Chennai

Date : 30 May 2025

STANDALONE BALANCE SHEET

AS AT MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Note	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3	6,206	6,301
Capital work-in-progress	4	-	8
Right-of-use assets	5	108	198
Other intangible assets	6	231	218
Financial assets			
- Investments	7	51,355	47,041
- Loans	8	5,000	-
- Other financial assets	9	-	63
Deferred tax assets, net	12	56	-
Income tax assets, net	10	218	276
Other non-current assets	11	53	936
Total non-current assets		63,227	55,041
Current assets			
Financial assets			
- Investments	13	3,430	2,417
- Trade receivables	14	1,092	1,079
- Cash and cash equivalents	15	282	386
- Bank balances other than cash and cash equivalents above	16	61	47
- Loans	17	2	0
- Other financial assets	9	809	33
Other current assets	18	544	573
Total current assets		6,220	4,535
TOTAL ASSETS		69,447	59,576
EQUITY AND LIABILITIES			
Equity			
Equity share capital	19	1,428	1,428
Other equity	20	60,101	56,357
Total equity		61,529	57,785
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	21	5,035	-
- Lease liabilities	22	73	83
Provisions	25	224	220
Deferred tax liabilities, net	12	-	55
Total non-current liabilities		5,332	358
Current liabilities			
Financial liabilities			
- Borrowings	21	916	-
- Lease liabilities	22	47	129
- Trade payables	24	-	
Total outstanding dues of micro enterprises and small enterprises		54	66
Total outstanding dues of creditors other than micro enterprises and small enterprises		226	181
- Other financial liabilities	23	546	683
Other current liabilities	27	638	209
Provisions	26	159	165
Total current liabilities		2,586	1,433
Total liabilities		7,918	1,791
TOTAL EQUITY AND LIABILITIES		69,447	59,576
Material accounting policies	2	-	

See accompanying notes forming part of standalone financial statements

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

S Sethuraman

Partner

Membership No.: 203491

Place: Chennai

Date: May 30, 2025

For and on behalf of the Board of Directors of Rane Holdings Limited

Harish Lakshman

Vice Chairman and Joint Managing Director

DIN:00012602

J Ananth

Chief Financial Officer

Ganesh Lakshminarayanan

Chairman and Managing Director

DIN:00012583

Siva Chandrasekaran

Company Secretary

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Note	Year ended March 31, 2025	Year ended March 31, 2024
I Revenue from operations	28	14,076	14,686
II Other income	29	290	361
III Total income (I+II)		14,366	15,047
IV Expenses:			
Employee benefits expense	30	2,695	2,707
Finance costs	31	168	467
Depreciation and amortisation expenses	32	582	508
Other expenses	33	2,991	2,461
Total expenses		6,436	6,143
V Profit before exceptional item and tax (III-IV)		7,930	8,904
VI Exceptional item	7.4	-	(296)
VII Profit before tax (V+VI)		7,930	8,608
VIII Tax expense:	35		
- Current tax		1,142	1,328
- Deferred tax		(23)	(26)
Total tax expense		1,119	1,302
IX Profit for the year (VII-VIII)		6,811	7,306
X Other comprehensive income			
Items that will not be reclassified to profit or loss			
- Re-measurement (losses) / gains on defined benefit plans, net		15	(44)
- Fair value changes on equity instruments through other comprehensive income		403	(950)
- Income tax relating to items that will not be reclassified to profit or loss		84	264
Total other comprehensive income / (loss) (net of tax)		502	(730)
XI Total comprehensive income for the year (IX+X)		7,313	6,576
XII Earnings per equity share	40		
- Basic (In ₹)		47.70	51.17
- Diluted (In ₹)		47.70	51.17
Material accounting policies	2		

See accompanying notes forming part of standalone financial statements

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

**For and on behalf of the Board of Directors of
Rane Holdings Limited**

S Sethuraman

Partner

Membership No.: 203491

Vice Chairman and Joint Managing Director

Harish Lakshman

DIN:00012602

Ganesh Lakshminarayanan

Chairman and Managing Director

DIN:00012583

Place: Chennai

Date: May 30, 2025

J Ananth

Chief Financial Officer

Siva Chandrasekaran

Company Secretary

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

A. Equity share capital

Particulars	Note	Amount
Balance as at April 01, 2023	19	1,428
Changes in equity share capital during the year		-
Balance as at March 31, 2024	19	1,428
Balance as at April 01, 2024	19	1,428
Changes in equity share capital during the year		-
Balance as at March 31, 2025	19	1,428

B. Other equity

Particulars	Reserves and Surplus				Item of OCI Equity instrument through OCI	Total Other Equity
	Capital Redemption Reserve	Securities premium	General Reserve	Retained Earnings		
Balance as at April 01, 2023	550	4,433	32,363	12,864	1,998	52,208
Profit for the year	-	-	-	7,306	-	7,306
Other comprehensive income / (loss) for the year	-	-	-	(33)	(697)	(730)
Total comprehensive income for the year ended March 31, 2024	-	-	-	7,273	(697)	6,576
Contributions and distributions						
Dividend	-	-	-	(2,427)	-	(2,427)
Amount transferred within reserves	-	-	8,010	(8,010)	-	-
Balance as at March 31, 2024	550	4,433	40,373	9,700	1,301	56,357
Balance as at April 01, 2024	550	4,433	40,373	9,700	1,301	56,357
Changes in accounting policy or prior period errors	-	-	-	-	-	-
Profit for the year	-	-	-	6,811	-	6,811
Other comprehensive income / (loss) for the year	-	-	-	11	491	502
Total comprehensive income for the year ended March 31, 2025	-	-	-	6,822	491	7,313
Contributions and distributions						
Dividend	-	-	-	(3,569)	-	(3,569)
Amount transferred within reserves	-	-	2,561	(2,561)	-	-
Balance as at March 31, 2025	550	4,433	42,934	10,391	1,792	60,101

Material accounting policies

See accompanying notes forming part of standalone financial statements

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

**For and on behalf of the Board of Directors of
Rane Holdings Limited**

S Sethuraman

Partner

Membership No.: 203491

Harish Lakshman

Vice Chairman and Joint Managing Director

DIN:00012602

Ganesh Lakshminarayanan

Chairman and Managing Director

DIN:00012583

Place: Chennai

Date: May 30, 2025

J Ananth

Chief Financial Officer

Siva Chandrasekaran

Company Secretary

STANDALONE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Note	Year ended March 31, 2025	Year ended March 31, 2024
A - Cash flows from operating activities			
Profit for the year		6,811	7,306
Adjustments for:			
Tax expense	35	1,119	1,302
Depreciation and amortisation expenses	32	582	508
Loss / (gain) on disposal of property, plant and equipment, net	29	0	(72)
Finance costs	31	168	467
Gain on current investments mandatorily measured at FVTPL	29	(179)	(249)
Impairment of investment	7.4	-	296
Interest income	29	(106)	(1)
Operating profit before working capital changes		8,395	9,557
Working capital adjustments:			
(Increase) / decrease in trade receivables		(13)	(30)
(Increase) / decrease in other assets		54	(149)
Increase / (decrease) in trade payables		33	(74)
Increase / (decrease) in provisions		14	85
Increase / (decrease) in other liabilities		405	96
Cash generated from / (used in) operating activities		8,888	9,485
Income taxes paid, net		(1,089)	(1,158)
Net cash generated from / (used in) operating activities		7,799	8,327
B. Cash flows from investing activities			
(Payment towards purchase) / proceeds from sale of current investments, net		(834)	(1,954)
(Payment towards purchase) / proceeds from sale of non-current investments, net		(192)	(234)
Payment towards purchase of property, plant and equipment and other intangible assets		(489)	(1,464)
Reimbursement of Capital Advance		922	-
Proceeds from disposal of property, plant and equipment		-	4,034
Payment towards acquisition of subsidiary		(4,500)	-
Loan to Related Party		(5,000)	-
Interest received		106	-
Net cash generated from / (used in) investing activities		(9,985)	382
C - Cash flows from financing activities			
Proceeds from long-term borrowings	21	6,000	-
Repayment of long-term borrowings	21	(89)	(5,566)
Dividend paid to shareholders		(3,569)	(2,427)
Finance costs paid		(114)	(450)
Payment of lease liabilities		(146)	(134)
Net cash generated from / (used in) financing activities		2,082	(8,577)
Net increase/ (decrease) in cash and cash equivalents (A+B+C)		(104)	132
Cash and cash equivalents at the beginning of the year	15	386	254
Cash and cash equivalents at the end of the year		282	386
Material accounting policies	2		

See accompanying notes forming part of standalone financial statements

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

S Sethuraman

Partner

Membership No.: 203491

Place: Chennai

Date: May 30, 2025

**For and on behalf of the Board of Directors of
Rane Holdings Limited**

Harish Lakshman

Vice Chairman and Joint Managing Director

DIN:00012602

Ganesh Lakshminarayan

Chairman and Managing Director

DIN:00012583

J Ananth

Chief Financial Officer

Siva Chandrasekaran

Company Secretary

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

1. Corporate Information

Rane Holdings Limited ("RHL" or "the Company") is the holding company whose main activity is investing in Rane Group Companies that are engaged primarily in the manufacturing/marketing of components and mainly in the automotive sector. The Rane Company's investment profile includes subsidiaries and joint venture / associate entities. The Company's income stream comprises of (i) dividend from the investments made in the Group Companies, (ii) trademark fee for use of "RANE" trademark and (iii) service fee primarily from Group Companies for providing service in the areas of management, information technology, business development and infrastructure. The Company is a public limited Company incorporated in India with its registered office in Chennai, Tamilnadu, India. The Company is listed on the Bombay Stock Exchange Limited, Mumbai and National Stock Exchange of India Limited, Mumbai.

2. Material accounting policies

1. Statement of compliance and basis of preparation

These standalone financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

2. Basis of measurement

The standalone financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset) / liability	Present value of defined benefit obligations less fair value of plan assets
Certain investments	Fair value

The Company classifies an asset as current asset when:

- it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle;

- it holds the asset primarily for the purpose of trading;
- it expects to realise the asset within twelve months after the reporting period; or
- the asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when -

- it expects to settle the liability in its normal operating cycle;
- it holds the liability primarily for the purpose of trading;
- the liability is due to be settled within twelve months after the reporting period; or
- it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities."

3. Use of estimates and Judgements

The preparation of the standalone financial statements in conformity with accounting principles generally accepted in India requires the management to make judgements, estimates and assumptions as considered in the reported amount of assets and liabilities as of the Balance Sheet date, reported amount of revenues and expenses for the year and disclosure of contingent liabilities as of the Balance Sheet date. These estimates, judgement and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about the assumptions

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

and estimates may result in outcomes requiring a material adjustment to the carrying amount of assets or liabilities in future periods.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

3.1 Judgements

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the standalone financial statements. is included in the notes;

- Note 5, 22 and 42 - Right-of-use assets and lease liabilities
- Note 7 - Impairment testing for investments at amortised cost

3.2 Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are as follows;

3.2.1 Fair value measurements and valuation processes

In estimating the fair value of an asset or a liability, the Company uses market-observable data to the extent it is available. Where Level 1 inputs are not available, the Company engages third party qualified valuers to perform the valuation. The management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

3.2.2 Impairment of investments

The Company tests whether any of its investments have suffered any impairment on an annual basis. The recoverable value of the investment is determined based on fair value less cost to sell which require the use of assumptions.

3.2.3 Taxation

Tax expense is calculated using applicable tax rate and laws that have been enacted or substantively enacted. Uncertainties

exist with respect to the interpretation of complex tax regulations, changes in tax laws and the amount and timing of future taxable income. In arriving at taxable profit and all tax bases of assets and liabilities, the Company determines the taxability based on tax enactments, relevant judicial pronouncements and tax expert opinions, and makes appropriate provisions which includes an estimation of the likely expected outcome of any open tax assessments / litigations. Deferred income tax assets are recognized to the extent that it is probable that future taxable income will be available.

3.2.4 Defined benefit plans

The cost of defined benefit plans are determined using actuarial valuations. The actuarial valuation involves making assumptions about discount rates, future salary increases and attrition rates. Due to the long-term nature of these plans, such estimates are subject to significant uncertainty.

4. Measurement of fair values

A number of the Company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)."

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

5. Financial Instruments

i. Initial recognition

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (except trade receivables without significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. Trade receivables (without significant financing component) are measured at transaction price as per Ind AS 115.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair value through OCI - debt investment;
- Fair value through OCI - equity investment; or
- Fair value through profit and loss

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI - equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets - Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

- how managers of the business are compensated - e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest,

the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest, which may include reasonable compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit or loss.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

iii. **Derecognition**

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit or loss.

iv. **Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when,

the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

6. **Property, plant and equipment**

Items of property, plant and equipment are carried at cost, which includes capitalised borrowing costs, less accumulated depreciation and impairment losses, if any. The cost comprises its purchase price net of any trade discounts and rebates, including any import duties and other taxes (other than those subsequently recoverable from the tax authorities) and any directly attributable expenditure on making the asset ready for its intended use. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 01, 2016 measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

Capital work-in-progress: Assets which are not yet ready for their intended use are carried at cost comprising direct cost, related incidental expenses and attributable interest (in case of qualifying assets).

Depreciation on property, plant and equipment has been provided on the straight-line method on the basis of estimated useful life determined based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc. The estimated useful lives of property, plant and equipment are as follows:

Asset	Management estimate of useful life	Useful life as per Schedule II
Buildings	30 years	30 years
Plant and machinery	10 - 15 years	15 years
Vehicles	5 years	8 years

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

Asset	Management estimate of useful life	Useful life as per Schedule II
Furniture and fixtures	5 years	10 years
Office equipment	3 years	5 years
Computers and data processing units	3 years	3 to 6 years

Freehold land is not depreciated.

Depreciation method, useful lives and residual values are reviewed at the end of each financial year.

On property, plant and equipment added/(disposed off) during the year, depreciation is provided from/(upto) the month on which the asset is ready for use/(disposed off). Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit and loss.

7. Other intangible assets

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the tax authorities) and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates and the cost can be measured reliably. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in which the expenditure is incurred. The amortisation expense on intangible assets is recognised in the statement of profit or loss. An intangible asset is derecognised on disposal or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Amortisation method, useful lives and residual values are reviewed at the end of each financial

year and adjusted if appropriate. Other intangible assets which comprise of Software license has a useful life not exceeding 5 years. (Schedule II : 5 years)

Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its intangible assets recognised as at April 1, 2016 measured as per the previous GAAP, and use that carrying value as the deemed cost of such intangible assets.

8. Impairment

i. Impairment of financial instruments

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

At each reporting date, the Company assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Company measures loss allowances at an amount equal to lifetime expected credit losses, except for debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the credit losses that result from all possible default events over the expected life of a financial instrument.

The Company follows the simplified approach permitted by Ind AS 109 Financial Instruments for recognition of impairment of loss allowance. The application of simplified approach does not require the company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

The Company considers a financial asset to be in default when:

- the recipient is unlikely to pay its credit obligations to the Company in full, without recourse by the Company to actions such as realising security (if any is held); or
- the financial asset is more than 180/270 days past due for domestic/ export receivables."

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is charged to profit or loss and is recognised in OCI.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

ii. Impairment of property, plant and equipment and other intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its property, plant and equipment and other intangible assets to determine whether there is

any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss.

If the recoverable amount of the cash-generating unit is less than the carrying value of the unit, the impairment loss is allocated first to reduce the carrying value of any goodwill allocated to the unit and then to the other assets of the unit in proportion to the carrying value of each asset in the unit.

When an impairment loss subsequently reverses (other than goodwill), the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

9. Borrowings and borrowing costs

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

recognised in the statement of profit and loss over the period of the borrowings using the effective interest rate method. Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Borrowing costs are interest and other costs incurred in connection with the borrowing of funds.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

10. Leases

The Company's lease asset classes primarily consist of leases for building, IT assets and vehicles. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the

lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably

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certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early."

Lease liability and ROU asset have been separately presented and lease payments have been classified as financing cash flows.

11. Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

12. Cash flow statement

Cash flows from operating activities are reported using the indirect method, whereby profit / (loss) is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated.

13. Foreign currency transactions and translations

(i) Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian Rupee (INR), which is the Company's functional and presentation currency.

(ii) Transactions and balances

In preparing the standalone financial statements, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined. All monetary assets and liabilities in foreign currency are reinstated at the end of accounting period.

Exchange differences are recognised in profit or loss, except exchange differences arising from the translation of the following items which are recognised in OCI:

- equity investments at fair value through OCI (FVOCI);
- qualifying cash flow hedges to the extent that the hedges are effective."

14. Revenue recognition

The Company derives revenues primarily from rendering management and information technology services to the subsidiaries and joint venture / associate entities and from Trade Mark fee in accordance with the terms of the agreements with the Company entities. Revenue is recognized upon transfer of control of promised services to customers (i.e. upon rendering of services) at an amount that reflects the consideration that the Company expects to receive in exchange for those services.

Dividend Income

Dividend income is accounted when the right to receive it is established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably).

Other income

Interest income is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

15. Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

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Compensated absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. Those that are expected to be encashed after 12 months from the end of the year are treated as other long-term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in profit or loss in the period in which they arise.

Defined benefit plans

Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") administered by LIC covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at upon resignation, retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses / gains are recognised in the other comprehensive income in the year in which they arise. Net interest expense and other expenses related to defined benefit plans are recognised in statement of profit and loss. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss

on curtailment is recognised immediately in statement of profit and loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Defined contribution plans

Provident fund

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Superannuation fund

This is a defined contribution plan, where a portion of the eligible employees' salary, as per the choice exercised by the respective employees, is contributed towards superannuation fund administered by the Trustees and managed by Life Insurance Corporation of India (LIC). There are no further obligations for future superannuation benefits other than the annual contributions which is recognized as expense as and when due.

16. Expenditure on Corporate Social Responsibility (CSR)

The Company accounts the expenditure incurred towards Corporate Social Responsibility as required under the Act as a charge to the statement of profit and loss. As at the balance sheet date, an asset / liability is recognized for the difference between the amount spent and the amount required to be spent as per the provisions of the Act.

17. Provisions and contingent liabilities

Provisions: Provisions are recognised when there is a present obligation as result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value unless the effect of time value of

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money is material. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Contingent assets: The company does not recognise contingent assets.

Onerous contract: A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under the contract and an allocation of other costs directly related to fulfilling the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

18. Taxation

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or an item recognised directly in equity or in other comprehensive income.

a. Current tax:

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

b. Deferred tax:

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets - unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

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19. Financial and Corporate guarantee contracts

Company as a beneficiary: Financial guarantee contracts involving the Company as a beneficiary are accounted as per Ind-As 109. The Company assesses whether the financial guarantee is a separate unit of account (a separate component of the overall arrangement) and recognises a liability as may be applicable. Company as a guarantor: The Company on a case to case basis elects to account for financial guarantee contracts as a financial instrument or as an insurance contract, as specified in Ind AS 109 on Financial Instruments and Ind AS 117 on Insurance Contracts, respectively. Wherever the Company has regarded its financial guarantee contracts as insurance contracts, at the end of each reporting period the Company performs a liability adequacy test, (i.e. it assesses the likelihood of a pay-out based on current undiscounted estimates of future cashflows), and any deficiency is recognised in profit or loss.

Where they are treated as a financial instrument, the financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of less allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115."

20. Earnings per share

Basic earnings per share is computed by dividing the profit after tax (including the post tax effect of exceptional items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax (including the post tax effect of exceptional items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the additional dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary

operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented.

21. Investment in subsidiaries and joint venture / associate entities

Investment in subsidiaries and joint venture / associate entities are measured at cost less accumulated impairment as per Ind AS 27. Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

22. Dividend

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Board of Directors.

23. Segment reporting

The Company holds strategic investments and operates in a single reportable segment, which primarily includes providing support services such as management, information technology, business development and infrastructure to entities in the Rane Group.

As the Company's operations are confined to only one segment, no separate segment disclosures are presented in the standalone financial statements. Segment information pertaining to the underlying operating businesses is disclosed in the consolidated financial statements of the company

24. Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS 117 Insurance Contracts and amendments to Ind AS 116 -Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

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3. Property, plant and equipment

Particulars	Freehold land	Buildings	Plant and machinery	Furniture and fixtures	Office equipment	Vehicles	Total
Gross carrying amount							
Balance as at April 1, 2023	7,941	2,172	234	397	378	201	11,323
Additions	-	90	36	83	104	57	370
Disposals	(3,953)	(5)	(7)	(8)	(1)	(6)	(3,980)
Balance as at March 31, 2024	3,988	2,257	263	472	481	252	7,713
Additions	-	37	3	24	179	1	244
Disposals	-	-	-	(2)	(5)	(9)	(16)
Balance as at March 31, 2025	3,988	2,294	266	494	655	244	7,941
Accumulated depreciation							
Balance as at April 1, 2023	-	440	103	260	231	90	1,124
Depreciation expense	-	87	20	73	91	35	306
Disposals	-	(1)	(3)	(8)	(1)	(5)	(18)
Balance as at March 31, 2024	-	526	120	325	321	120	1,412
Depreciation expense	-	90	23	55	125	44	337
Disposals	-	-	-	(2)	(3)	(9)	(14)
Balance as at March 31, 2025	-	616	143	378	443	155	1,735
Net carrying amount							
As at March 31, 2024	3,988	1,731	143	147	160	132	6,301
As at March 31, 2025	3,988	1,678	123	116	212	89	6,206

- 3.1. Land and buildings aggregating to ₹553 Lakhs at cost (March 31, 2024: ₹ Nil) are mortgaged against loan availed from Bajaj Finance Limited (Also refer note 21).
- 3.2. All title deeds of immovable properties are held in the name of the Company.
- 3.3. The Company does not have any Benami property.
- 3.4. The Company has not revalued its property, plant and equipment.
- 3.5. Refer note 38 for Capital commitments.

4. Capital work-in-progress

Particulars	Amount
As at April 1, 2023	-
Additions	378
Capitalised	(370)
As at March 31, 2024	8
Additions	-
Capitalised	(8)
As at March 31, 2025	-

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Ageing schedule of CWIP balances:

As at March 31, 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	8	-	-	-	8
Projects temporarily suspended	-	-	-	-	-

As at March 31, 2025

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

4.1. The Company does not have any CWIP which is overdue or has exceeded its cost compared to its original plan and hence CWIP completion schedule is not disclosed.

4.2. Refer note 38 for Capital Commitments

5. Right-of-use assets

Particulars	Building	Office equipment	Vehicles	Total
Gross carrying amount				
Balance as at April 1, 2023	253	219	159	631
Additions	-	-	87	87
Disposals	-	(219)	(92)	(311)
Balance as at March 31, 2024	253	-	154	407
Additions	-	-	45	45
Disposals / Deletions	(253)	-	(17)	(270)
Balance as at March 31, 2025	-	-	182	182
Accumulated depreciation				
Balance as at April 1, 2023	69	206	107	382
Depreciation expense	92	6	33	131
Disposals / Deletions	-	(212)	(92)	(304)
Balance as at March 31, 2024	161	-	48	209
Depreciation expense	92	-	38	130
Disposals	(253)	-	(12)	(265)
Balance as at March 31, 2025	-	-	74	74
Net carrying amount				
As at March 31, 2024	92	-	106	198
As at March 31, 2025	-	-	108	108

5.1. Also refer note 42 - Leases

5.2. The company has not revalued its right-of-use assets.

6. Other intangible assets

Particulars	Software
Gross carrying amount	
Balance as at April 1, 2023	286
Additions	149
Disposals	-

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Particulars	Software
Balance as at March 31, 2024	435
Additions	128
Disposals	-
Balance as at March 31, 2025	563
Accumulated amortisation	
Balance as at April 1, 2023	146
Amortisation expense	71
Disposals	-
Balance as at March 31, 2024	217
Amortisation expense	115
Disposals	-
Balance as at March 31, 2025	332
Net carrying amount	
As at March 31, 2024	218
As at March 31, 2025	231

6.1 The Company has not revalued its other intangible assets

7. Non-current investments

Particulars	Face value per share	As at March 31, 2025		As at March 31, 2024		
		No. of Shares (in numbers)	Amount	No. of Shares (in numbers)	Amount	
I. Quoted investments						
Investments in equity instruments at cost						
- Subsidiary companies						
Rane (Madras) Limited (RML)	₹10	1,16,72,774	25,632	1,16,72,774	25,632	
Rane Engine Valve Limited (REVL) (refer note 7.1)	₹10	42,16,951	11,020	42,16,951	11,020	
Rane Brake Lining Limited (RBL) (refer note 7.1)	₹10	38,67,440	2,965	38,67,440	2,965	
Total quoted investments			39,617		39,617	
II. Unquoted investments						
a. Investments in equity instruments at cost						
- Subsidiary companies						
Rane Holdings America Inc.	\$ 1	20,000	10	20,000	10	
Rane Holdings Europe GmbH	€ 1	25,000	19	25,000	19	
Rane Steering Systems Limited (formerly known as Rane NSK Steering Systems Private Limited) (refer note 7.2)	₹10	1,79,00,000	5,512	-	-	

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Particulars	Face value per share	As at March 31, 2025		As at March 31, 2024	
		No. of Shares (in numbers)	Amount	No. of Shares (in numbers)	Amount
- Joint venture / associate companies					
ZF Rane Automotive India Private Limited	₹10	42,81,740	2,285	42,81,740	2,285
Rane Steering Systems Private Limited (formerly known as Rane NSK Steering Systems Private Limited)	₹10	-	-	87,71,000	1,012
b. Investments in equity (designated as FVOCI)					
AutoTech Fund I, L.P (refer note 7.3)			3,032		3,233
eTrans Solutions Private Limited (refer note 7.4)	₹10	8,62,505	880	8,62,505	865
Wellingdon Corporate Foundation	₹10	60	-	60	-
Total unquoted investments			11,738		7,424
Total non-current investments (I + II)			51,355		47,041
Aggregate value of quoted investments			39,617		39,617
Aggregate market value of quoted investments			1,11,416		1,20,815
Aggregate value of unquoted investments			11,738		7,424

Notes:

- 7.1 During the year, pursuant to the scheme of amalgamation ("Scheme"), RBL and REVL were merged into RML following approval from National Company Law Tribunal. The Appointed date for the amalgamation was April 01, 2024. As at March 31, 2025, the Company held equity shares in RBL and REVL, against which the company is entitled to receive shares in RML basis the approved swap ratio. Subsequent to the reporting date, the allotment of RML shares was completed.
- 7.2 During the year ended March 31, 2025, the Company acquired 91,29,000 equity shares (51% stake) held by NSK Limited, Japan in Rane Steering Systems Private Limited (formerly known as Rane NSK Steering systems Private Limited) for ₹4,500 Lakhs and accordingly RSSL became an wholly owned subsidiary of the company effective from September 19, 2024.
- 7.3 The Company designated the investments shown below as equity investments at FVOCI because these equity instruments represent investments that the Company intends to hold for long-term for strategic purposes.

Particulars	Fair value at March 31, 2025	Dividend recognised during the year 2024-25	Fair value at March 31, 2024	Dividend recognised during the year 2023-24
Investment in AutoTech Fund I, L.P ("AutoTech")	3,032	-	3,233	-
Investment in eTrans Solutions Private Limited ("eTrans")	880	17	865	-

During the year ended March 31, 2025, the Company had invested an amount of ₹193 Lakhs (₹83 Lakhs during the year ended March 31, 2024) in AutoTech towards its share of capital contribution as one of the limited partners in the fund. The company has receivable/received an amount of ₹782 Lakhs

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(₹47 Lakhs during the year ended March 31, 2024) from AutoTech towards its share of distribution of capital arising as a result of sale of investments held by AutoTech in some of the portfolio companies. The said amount has been reduced from the carrying value of investments.

- 7.4 As per requirements of Ind AS 36, the Company has assessed the recoverable value of its total investment in its erstwhile subsidiary and has accordingly recorded an impairment loss amounting to ₹296 Lakhs during the year ended March 31, 2024. The Company had sold its entire investment in Rt4u for a consideration of ₹850 Lakhs in exchange for allotment of 862,505 equity shares in eTrans Solutions Private Limited ("eTrans") representing 11.94% stake in eTrans and Rt4u ceased to be a subsidiary of the Company effective July 19, 2023.

8. Loans

Particulars	As at March 31, 2025	As at March 31, 2024
Loan to related parties (refer note 43)	5,000	-
Total	5,000	-

8.1. The Company's exposure to credit risk are disclosed in note 44.

9. Other financial assets

Particulars	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
(Unsecured and considered good, unless otherwise stated)				
Security deposits	-	63	64	-
Rent advance	-	-	5	5
Other receivables	-	-	740	28
Total	-	63	809	33

9.1. The Company's exposure to credit risk and market risk are disclosed in note 44.

9.2. For related party receivables refer note 43.

10. Income tax assets, net

Particulars	As at March 31, 2025	As at March 31, 2024
Advance income-tax, net (refer note 35)	218	276

11. Other non-current assets

Particulars	As at March 31, 2025	As at March 31, 2024
(Unsecured and considered good, unless otherwise stated)		
Capital advance	53	936

12. Deferred tax liabilities / (assets)

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred tax assets	(84)	(77)
Deferred tax liabilities	28	132
Deferred tax liabilities/(assets), net	(56)	55

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Movement in deferred tax for the year ended March 31, 2025

Particulars	As at April 01, 2024	Recognised in profit and loss during 2024-25	Recognised in OCI during 2024-2025	As at March 31, 2025
Deferred tax assets				
Provision for employee benefits	(73)	(7)	-	(80)
Right of use assets and lease liabilities	(4)	0	-	(4)
	(77)	(7)	-	(84)
Deferred tax liabilities				
Property, plant and equipment and other intangible assets	(11)	(16)	-	(27)
Fair valuation on equity instruments through other comprehensive income	143	-	(88)	55
	132	(16)	(88)	28
Deferred tax liabilities / (assets)	55	(23)	(88)	(56)

Movement in deferred tax for the year ended March 31, 2024

Particulars	As at April 01, 2023	Recognised in profit and loss during 2023- 2024	Recognised in OCI during 2023-2024	As at March 31, 2024
Deferred tax assets				
Provision for employee benefits	(67)	(6)	-	(73)
Right of use assets and lease liabilities	-	(4)	-	(4)
	(67)	(10)	-	(77)
Deferred tax liabilities				
Property, plant and equipment and other intangible assets	5	(16)	-	(11)
Fair valuation on equity instruments through other comprehensive income	396	-	(253)	143
	401	(16)	(253)	132
Deferred tax liabilities / (assets)	334	(26)	(253)	55

13. Current investments

Particulars	As at March 31, 2025			As at March 31, 2024		
	NAV per Unit (in INR)	Quantity (in numbers)	Amount	NAV per Unit (in INR)	Quantity (in numbers)	Amount
Unquoted investments						
Investment in mutual fund - measured at FVTPL						

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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(All amounts are in INR lakhs unless otherwise stated)

Particulars	As at March 31, 2025			As at March 31, 2024		
	NAV per Unit (in INR)	Quantity (in numbers)	Amount	NAV per Unit (in INR)	Quantity (in numbers)	Amount
- Aditya Birla Sun Life Liquid Fund - Growth plan	414	6,77,181	2,803	386	2,51,224	968
- Nippon India Liquid Fund - Growth Plan	6,269	5,544	348	5,844	13,921	814
- SBI Liquid Fund Regular - Growth plan	4,016	6,955	279	3,746	16,949	635
Total			3,430			2,417
Aggregate value of unquoted investments			3,430			2,417
Aggregate amount of impairment in value of investments (included in the above)			-			-

14. Trade receivables

Particulars	As at	As at
	March 31, 2025	March 31, 2024
Considered good - secured	-	-
Considered good - unsecured	1,092	1,079
Trade receivables - which have significant increase in credit risk	-	-
Trade receivables - credit impaired	-	-
Loss allowance	-	-
Total	1,092	1,079

Trade receivables ageing schedule - March 31, 2025

Particulars	Outstanding for following periods from due date of payment						
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	322	770	-	-	-	-	1,092
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables – considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Sub-total	322	770	-	-	-	-	1,092
(vii) Unbilled							-
Total	322	770	-	-	-	-	1,092

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

Trade receivables ageing schedule - March 31, 2024

Particulars	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables – considered good	518	561	-	-	-	-	1,079
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables – considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
Sub-total	518	561	-	-	-	-	1,079
(vii) Unbilled							-
Total	518	561	-	-	-	-	1,079

Note:

The Company's receivables are predominantly from its subsidiary companies and joint venture / associate entities. The Company did not have any history of bad debts in earlier years in respect of the receivables from the subsidiaries and joint venture / associate entities. Further, the Company has assessed that there is no credit risk and thus no allowance for impairment of trade receivables was required to be recognised.

The Company's exposure to currency risk is disclosed in note 44. For related party receivables, refer note 43.

15. Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks		
- on current accounts	281	385
Cash on hand	1	1
Total	282	386

16. Bank balances other than cash and cash equivalents above

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks in earmarked accounts - Unclaimed dividend	61	47
Total	61	47

17. Loans - Current

Particulars	As at March 31, 2025	As at March 31, 2024
<i>(Unsecured and considered good, unless otherwise stated)</i>		
Loan to employees	2	0
Total	2	0

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

- 17.1. The Company's exposure to credit risk and market risk are disclosed in note 44.
 17.2. There are no loans or advances in the nature of loans granted and given to promoters, directors, key managerial personnel and related parties, either severally or jointly with any other person.

18. Other current assets

Particulars	As at March 31, 2025	As at March 31, 2024
<i>(Unsecured and considered good, unless otherwise stated)</i>		
Prepaid expenses	350	329
Advance to suppliers	6	16
Advances to employees	6	5
Others	182	223
Total	544	573

19. Equity share capital

Particulars	As at March 31, 2025	As at March 31, 2024
a. Authorised share capital:		
Equity shares:		
1,50,00,000 (March 31, 2024: 1,50,00,000) equity shares of ₹10 each	1,500	1,500
Preference shares:		
50,00,000 (March 31, 2024: 50,00,000) preference shares of ₹10 each	500	500
b. Issued, subscribed and paid up share capital:		
1,42,77,809 (March 31, 2024: 1,42,77,809) equity shares of ₹10 each fully paid-up	1,428	1,428

19.1 Reconciliation of shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Equity shares of ₹10 each fully paid up				
At the commencement and end of the year	1,42,77,809	1,428	1,42,77,809	1,428

Rights, preferences and restrictions attached to equity shares

The Company has one class of equity share having a par value of ₹10 per share. Each holder of equity share is entitled to one vote per share. The Dividend when proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders. Repayment of capital on liquidation will be in proportion to the number of equity shares held.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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(All amounts are in INR lakhs unless otherwise stated)

19.2 Shares held by promoters at the end of the year

Promoter name	As at March 31, 2025			As at March 31, 2024		
	Number of shares held	% of total shares	% change during the year	Number of shares held	% of total shares	% change during the year
Raman T G G	14,84,056	10.39%	0%	14,84,056	10.39%	0%
Lakshman L (including joint holding with Pushpa Lakshman)	7,52,560	5.27%	0%	7,52,560	5.27%	0%
Ganesh L & Meenakshi Ganesh	7,19,096	5.04%	0%	7,19,096	5.04%	0%
Rathika R Sundaresan	6,25,066	4.38%	0%	6,25,066	4.38%	0%
Geetha Raman Subramanyam	6,25,065	4.38%	0%	6,25,065	4.38%	0%
Ranjini R Iyer	6,25,065	4.38%	0%	6,25,065	4.38%	0%
Meenakshi Ganesh & Ganesh L	3,05,430	2.14%	0%	3,05,430	2.14%	0%
Vanaja Aghoram	2,75,635	1.93%	0%	2,75,635	1.93%	0%
Lakshman L (HUF)	2,16,986	1.52%	0%	2,16,986	1.52%	0%
Pushpa Lakshman & Lakshman L	1,95,199	1.37%	0%	1,95,199	1.37%	0%
Ganesh L (HUF)	1,91,907	1.34%	0%	1,91,907	1.34%	0%
Shanthi Narayan (including joint holding with Subbaraman Narayan)	1,40,924	0.99%	(0.03)%	1,44,924	1.02%	0%
Harish Lakshman	1,43,367	1.00%	0.02%	1,39,817	0.98%	0%
Aditya Ganesh	1,14,281	0.80%	0%	1,14,281	0.80%	0%
Aparna Ganesh	68,511	0.48%	0%	68,511	0.48%	0%
Rama R Krishnan	61,452	0.43%	0%	61,452	0.43%	0%
Vinay Lakshman	53,148	0.37%	(0.02)%	56,698	0.40%	0%
Malavika Lakshman (including joint holding with Harish Lakshman)	22,067	0.15%	0.01%	21,222	0.15%	0%
Rekha Sundar	15,610	0.11%	0%	15,610	0.11%	0%
Narayanaswamy Sundaresan	8,209	0.06%	0%	8,209	0.06%	100%
Pravin Kumar	2,800	0.02%	0%	2,800	0.02%	0%
Keshav Harish Lakshman	100	0.00%	0%	100	0.00%	0%

19.3 Particulars of shareholders holding more than 5 percent of equity shares in the Company:

Name of the share holder	As at March 31, 2025		As at March 31, 2024	
	Number of shares held	% of total shares	Number of shares held	% of total shares
Raman T G G	14,84,056	10.39%	14,84,056	10.39%
Lakshman L & Pushpa Lakshman	7,52,560	5.27%	7,52,560	5.27%
Ganesh L & Meenakshi Ganesh	7,19,096	5.04%	7,19,096	5.04%

19.4 Information regarding issue of shares in the last five years

There are no bonus shares or buy-back of shares or shares issued for consideration other than cash during a period of five years immediately preceding financial years as of the aforesaid reporting dates.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

19.5 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and equity reserves attributable to the equity holders of the Company. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and its capital requirements. The funding requirements are met through a mixture of equity and borrowings. The Company's policy is to use long-term borrowings to meet anticipated funding requirements. The Company monitors capital using a ratio of 'adjusted net debt' to 'total equity'. For this purpose, adjusted net debt comprises of interest-bearing borrowings less cash and cash equivalents. Total equity comprises all components of equity.

Particulars	As at March 31, 2025	As at March 31, 2024
Total debt	5,951	-
Cash and cash equivalents	(282)	(386)
Adjusted net debt	5,669	(386)
Total equity	61,529	57,785
Adjusted net debt to total equity ratio	0.09	(0.01)

20. Other equity

Particulars	As at March 31, 2025	As at March 31, 2024
General reserve	42,934	40,373
Securities premium	4,433	4,433
Capital redemption reserve	550	550
Retained earnings	10,391	9,700
Equity instruments through OCI	1,792	1,301
Total	60,101	56,357

a. General reserve

Particulars	As at March 31, 2025	As at March 31, 2024
General reserve		
Balance at the beginning of the year	40,373	32,363
Add: Addition during the year	2,561	8,010
Balance at the end of the year	42,934	40,373

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss except to the extent permitted as per The Companies Act, 2013 and rules made thereunder.

b. Securities premium

Particulars	As at March 31, 2025	As at March 31, 2024
Securities premium	4,433	4,433
Balance at the end of the year	4,433	4,433

Securities premium represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Companies Act, 2013 for specified purposes.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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(All amounts are in INR lakhs unless otherwise stated)

c. Capital redemption reserve

Particulars	As at March 31, 2025	As at March 31, 2024
Capital redemption reserve	550	550
Balance at the end of the year	550	550

The Companies Act 2013 requires that where a Company purchases its own shares out of free reserves or securities premium account, a sum equal to the nominal value of the shares so purchased shall be transferred to a capital redemption reserve account and details of such transfer shall be disclosed in the balance sheet. The capital redemption reserve account may be applied by the Company, in paying up unissued shares of the Company to be issued to shareholders of the Company as fully paid bonus shares. The Company established this reserve pursuant to the redemption of preference shares issued in earlier years.

d. Retained earnings

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	9,700	12,864
Profit for the year	6,811	7,306
Other comprehensive income arising from remeasurement of defined benefit obligation (net of tax)	11	(33)
Payment of dividends	(3,569)	(2,427)
Transfer to general reserve	(2,561)	(8,010)
Balance at the end of the year	10,391	9,700

Retained earnings represents profits generated and retained by the Company post distribution of dividends to the equity shareholders in the respective years. The balance in retained earnings can be utilized for distribution of dividend by the Company considering the requirements of the Companies Act, 2013.

Balance of retained earnings at the end of the year includes cumulative other comprehensive loss arising from remeasurement of defined benefit obligations, net of tax, amounting to ₹76 Lakhs as at March 31, 2025 (March 31, 2024: ₹87 Lakhs).

In respect of the year ended March 31, 2025, the directors proposed a dividend of ₹38/- per share (March 31, 2024: ₹25/- per share) be paid to all holders of fully paid equity shares. This equity dividend is subject to approval by shareholders at the ensuing Annual General Meeting and has not been included as a liability in these standalone financial statements. The total estimated equity dividend to be paid is ₹5,426 Lakhs (March 31, 2024: ₹3,569 Lakhs).

e. Equity instruments through OCI

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	1,301	1,998
Net gain/(loss) on equity instruments through OCI (net of tax)	491	(697)
Balance at the end of the year	1,792	1,301

The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within equity. The Company transfers amounts therefrom to retained earnings when the relevant equity securities are derecognised.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

21. Borrowings

Particulars	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Financial liabilities at amortised cost				
Term Loans				
- From others				
Secured loans	5,035	-	916	-
Total borrowings	5,035	-	916	-

Summary of borrowing arrangements

Particulars	As at March 31, 2025	As at March 31, 2024	Terms of repayment
Term loan from Bajaj Finance Limited	5,951	-	
Less: Current maturities	(916)	-	
Total	5,035	-	

The interest rate is at 9.30% p.a for the loans outstanding as at March 31, 2025.

The term loans outstanding as at March 31, 2025 which were availed from Bajaj Finance Limited were secured by charge created on the Company's land and building located at Kandanchavadi, Chennai.

Other borrowing notes

Term loans were applied for the purpose for which they were obtained.

The Company has not been declared as wilful defaulters by any bank or financial institutions or other lender.

Information about the Company's exposure to interest rate, foreign currency and liquidity risk is disclosed in note 44

Breach of loan agreement

There is no breach of loan agreements.

Reconciliation of cash flows from financing activities

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	-	5,566
Changes from financing cash flows		
Repayment of borrowings	(89)	(5,566)
Proceeds from borrowings	6,000	-
Interest Expenses	154	-
Interest Paid	(114)	-
Closing balance	5,951	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

22. Lease liabilities

Particulars	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Lease liabilities (refer note 42)	73	83	47	129
Total	73	83	47	129

23. Other financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Employee benefits payable	214	265
Commission payable	164	178
Unclaimed dividend (refer note 16)	61	47
Capital creditors (refer note 23.3)	48	134
Others (refer note 23.1)	59	59
Total	546	683

23.1 Others represents an accrued amount of ₹59 Lakhs in the earlier years towards arrears of lease rent for the land taken under lease.

23.2 The Company's exposure to credit and liquidity risk related to other financial liabilities are disclosed in note 44.

23.3 Capital creditors includes an amount of ₹25 Lakhs (March 31, 2024 : ₹1 Lakh) due to micro enterprises and small enterprises.

24. Trade payables

Particulars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises (refer note 24.1)	54	66
Total outstanding dues of creditors other than micro enterprises and small enterprises	226	181
Total	280	247

Refer note 24.1 for details of dues to micro enterprises and small enterprises. These details have been provided based on the information available with the Company in respect of the registration status of its vendors/suppliers. All trades payables are 'current'.

The Company's exposure to credit and liquidity risk related to trade payables is disclosed in note 44.

Trade payables ageing schedule - March 31, 2025

Particulars	Outstanding for following periods from the due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME	54	-	-	-	-	54
(ii) Undisputed dues - Others	15	8	-	-	-	23
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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(All amounts are in INR lakhs unless otherwise stated)

Particulars	Outstanding for following periods from the due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(v) Unbilled dues						203
Total	69	8	-	-	-	280

Trade payables ageing schedule - March 31, 2024

Particulars	Outstanding for following periods from the due date of payment					
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed dues - MSME	54	12	-	-	-	66
(ii) Undisputed dues - Others	12	50	-	-	-	62
(iii) Disputed dues – MSME	-	-	-	-	-	-
(iv) Disputed dues – Others	-	-	-	-	-	-
(v) Unbilled dues						119
Total	66	62	-	-	-	247

24.1 Dues to micro enterprises and small enterprises :

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 28, 2008, which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the Micro, Small and Medium Enterprise Development Act, 2006 ('the Act'). In view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the balance sheet dates.

Particulars	As at March 31, 2025	As at March 31, 2024
(a) the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;	79	67
(b) the amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	0*	-
(c) the amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

* Value less than ₹0.5 Lakhs

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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(All amounts are in INR lakhs unless otherwise stated)

24.1.a. Amount due to MSME as on March 31, 2025 ₹79 Lakhs (March 31, 2024; ₹67 Lakhs) represents amount payable towards trade payables of ₹54 Lakhs (March 31, 2024: ₹66 Lakhs) and amount due to capital creditors ₹25 Lakhs (March 31, 2024: ₹1 Lakh)

25. Provisions - Non - Current

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for leave encashment	224	220
Total	224	220

26. Provisions - Current

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for leave encashment	88	57
Provision for gratuity (refer note 39)	71	108
Total	159	165

27. Other current liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Advance received from Customers	16	-
Statutory dues payable	622	209
Total	638	209

28. Revenue from operations

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Service fee	5,271	4,992
Trademark fee	3,831	5,430
Dividend income	4,974	4,264
Total	14,076	14,686

Disaggregation of revenue from contracts with customers based on location of the customers:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Revenue by geography		
1. India (Domestic)	13,975	14,606
2. Outside India (Exports)	101	80
Total	14,076	14,686

28.1 Transaction price allocated to the remaining performance obligation

Applying the practical expedient as given in Ind AS 115, the Company has not disclosed the remaining performance obligation related disclosures for contracts where the revenue recognized corresponds directly with the value to the customer of the entity's performance completed to date, typically those contracts where invoicing is on time and material basis.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

Contract assets

Particulars	As at March 31, 2025	As at March 31, 2024
The following disclosure provides information about receivables and contract assets from contracts with customers		
Receivables which are included in trade receivables (refer note 13)	1,092	1,079

29. Other income

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Gain on current investments measured at FVTPL	179	249
Foreign exchange gain, net	1	-
Gain on disposal of property, plant and equipment, net *	0	72
Interest income earned on financial assets at amortised cost		
- Interest on loan given to related party	100	-
- Interest on deposit	1	1
- Interest on tax refund	5	12
Other non-operating income	4	27
Total	290	361

* Value less than ₹0.5 Lakhs

30. Employee benefits expense

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salaries, wages and bonus	2,211	2,289
Expenses relating to post-employment benefit plans (refer note 39)	58	48
Contribution to:		
Provident and other fund (refer note 39)	128	119
Superannuation fund (refer note 39)	29	33
National pension scheme	36	32
Staff welfare expenses	233	186
Total	2,695	2,707

31. Finance costs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest expense		
- On loans	154	447
- On lease liabilities	14	19
- On others *	0	1
Total	168	467

* Value less than ₹0.5 Lakhs

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

32. Depreciation and amortisation expenses

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation on property, plant and equipment (refer note 3)	337	306
Depreciation of right-of-use assets (refer note 5)	130	131
Amortisation of other intangible assets (refer note 6)	115	71
Total	582	508

33. Other expenses

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Power and fuel	75	67
Rent (refer note 42)	14	16
Travelling and conveyance	97	136
Repairs and maintenance		
- Buildings	238	182
- Others	56	57
Insurance	121	117
Rates and taxes	53	32
Payment to auditors (refer note 33.1)	34	26
Directors' sitting fees	14	13
Information systems expenses	994	825
Professional charges	809	602
Corporate social responsibility expenditure (refer note 33.2)	77	62
Chairman and Managing Director commission (refer note 43)	164	178
Miscellaneous expenses	245	148
Total other expenses	2,991	2,461

33.1 Payment to auditors (excluding taxes)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
For statutory audit and limited reviews	30	22
- tax audit	1	1
- certification fee	2	2
- reimbursement of expenses	1	1
Total	34	26

33.2 Expenditure on corporate social responsibility

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
(i) Amount required to be spent by the company during the year	77	62
(ii) Amount approved by the Board to be spent during the year	77	78
(iii) Amount spent during the year		

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
(a) Construction / acquisition of asset	-	-
(b) On purposes other than (a) above		
(i) Education	53	50
(ii) Healthcare	5	6
(iii) Community Development	9	22
(iv) Others	-	-
(v) Utilisation of carry forward from earlier periods	10	6
(iv) Shortfall / (excess) at the end of the year	0	(22)
(v) Total of previous years shortfall	-	-
(vi) Reason for shortfall	NA	NA
(vii) Nature of CSR activities	Education, Health care and Community development	Education, Health care and Community development
(viii) Details of related party transactions	Refer note 43	Refer note 43
(ix) Where a provision is made with respect to a liability incurred by entering a contractual obligation	No	No

Disclosure in respect of excess amount spent by the Company

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening balance	22	6
Amount required to be spent during the year	(77)	(62)
Amount spent during the year	67	78
Amount lapsed during the year	(3)	-
Closing balance	9	22

33.3. Other statutory information

- a. The Company has not traded or invested in Crypto currency or virtual currency during the financial year.
- b. The Company does not have any transaction which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961)
- c. The Company does not have any transactions with struck off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year.
- d. The Company has not advanced or loaned or invested funds to any persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
 - 1) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - 2) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- e. The Company has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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(All amounts are in INR lakhs unless otherwise stated)

- f. The Company does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period as at the reporting date.
- g. The Company has complied with the number of layers prescribed under clause 87 of section 2 of the Companies Act, 2013 read with Companies (Restriction on number of Layers) Rules, 2017.
- h. The Company has not entered into any scheme of arrangement as per sections 230 to 237 of the Companies Act, 2013.

34. Ratios as per the schedule III requirements:

- a) **Current ratio = Current assets divided by Current liabilities**

Particulars	March 31, 2025	March 31, 2024
Current assets	6,220	4,535
Current liabilities	2,586	1,433
Ratio	2.41	3.17
% Change from previous year	-23.97%	

Reason for change more than 25% : Not applicable

- b) **Debt-equity ratio = Total debt divided by total equity where total debt represents aggregate of current and non-current borrowings**

Particulars	March 31, 2025	March 31, 2024
Total debt	5,951	-
Total equity	61,529	57,785
Ratio	0.10	-
% Change from previous year	NM	

Reason for change more than 25%: Availment of new term loan in the current year.

- c) **Debt service coverage ratio = Earnings available for debt service divided by total interest and principal repayments**

Particulars	March 31, 2025	March 31, 2024
Earnings available for debt services (refer note 1 below)	7,538	8,551
Total interest and principal repayments (refer note 2 below)	349	6,150
Ratio	21.62	1.39
% change from previous year	1455.08%	

Reason for change more than 25% : Closure of previous loan during the year March 2024 and availment of fresh term loan in multiple tranches during the year March 2025.

Note:

1. Earnings available for debt services = (Profit after tax + Depreciation and amortisation expense + Finance cost + Exceptional items), adjusted for deferred taxes.
2. Total interest and principal repayments = Interest payment on borrowings + Lease payments + principal repayments of borrowings

- d) **Return on equity ratio = Profit after tax divided by average shareholder's equity**

Particulars	March 31, 2025	March 31, 2024
Profit after tax	6,811	7,306
Average shareholder's equity (Refer note below)	59,657	55,711
Ratio	11.42%	13.11%
% Change from previous year	-13%	

Reason for change more than 25% : Not applicable

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Note: Average shareholder's equity = (Total shareholder's equity as at beginning of respective year + total shareholder's equity as at end of respective year) divided by 2

- e) **Inventory turnover ratio is not applicable since the Company does not have any inventory.**
- f) **Trade receivables turnover ratio = Revenue divided by average trade receivables**

Particulars	March 31, 2025	March 31, 2024
Revenue (Refer note 1 below)	9,102	10,422
Average trade receivables (Refer note 2 below)	1,085	1,064
Ratio	8.39	9.80
% Change from previous year	-14%	

Reason for change more than 25%: Not applicable.

Note 1: Revenue for the purpose of the table above represents revenue from operations excluding dividend income.

Note 2: Average trade receivables = (Total trade receivables as at the beginning of respective year + Total trade receivables as at the end of respective year) divided by 2

- g) **Trade payables turnover ratio = Expenses divided by average trade payables**

Particulars	March 31, 2025	March 31, 2024
Expenses (Refer note 1 below)	2,991	2,461
Average trade payables (Refer note 2 below)	264	284
Ratio	11.34	8.66
% Change from previous year	30.95%	

Reason for change more than 25%: Increase in one off professional charges during the year.

Note 1: Expenses represents other expenses.

Note 2: Average trade payables = (Total trade payables as at the beginning of respective year + Total trade payables as at the end of respective year) divided by 2.

- h) **Net capital turnover ratio = Revenue from operations divided by working capital**

Particulars	March 31, 2025	March 31, 2024
Revenue from operations	14,076	14,686
Working capital	3,634	3,102
Ratio	3.87	4.73
% Change from previous year	-18.18%	

Reason for change more than 25% : Not applicable

Note: Working capital = Current assets - Current liabilities

- i) **Net profit ratio = Net profit after tax divided by Revenue from operations**

Particulars	March 31, 2025	March 31, 2024
Net profit after tax	6,811	7,306
Revenue from operations	14,076	14,686
Ratio	48.39%	49.75%
% Change from previous year	-3%	

Reason for change more than 25%: Not applicable

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- j) **Return on capital employed= Earnings before interest and taxes (EBIT) divided by Capital employed**

Particulars	March 31, 2025	March 31, 2024
Earnings before interest and taxes (Refer note 1 below)	8,099	9,075
Capital employed (Refer note 2 below)	67,544	58,051
Ratio	11.99%	15.63%
% Change from previous year	-23%	

Reason for change more than 25%: Not applicable

Note 1: EBIT= Profit before taxes + Finance costs

Note 2: Capital employed = Total equity + total debt + deferred tax liabilities - deferred tax assets+ lease liabilities

- k) **Return on investment = Income generated from invested funds divided by average invested funds in treasury investments**

Particulars	March 31, 2025	March 31, 2024
Income generated from invested funds	179	249
Average invested funds in treasury investments (Refer note below)	2,486	3,465
Ratio	7.20%	7.20%
% Change from previous year	0%	

Reason for change more than 25%: Not applicable.

Note: Invested funds in treasury investments = Weighted average of investments held during the year.

35. Tax reconciliation:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Current tax expense	1,142	1,328
Deferred tax expense	(23)	(26)
Tax expense recognised in profit or loss	1,119	1,302

Reconciliation of effective tax rate

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit before tax	7,930	8,608
Income tax expense calculated at applicable statutory rate of 25.17% (FY 2024-25: 25.17%)	1,996	2,166
Effect of:		
Deduction under Chapter VI-A (80M)	(862)	(898)
Non-deductible expense	(15)	34
Income tax expense recognised in profit or loss	1,119	1,302

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Income tax recognised in other comprehensive income:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Current tax on remeasurement of defined benefit plan	(4)	11
Equity investment through other comprehensive income		
- Deferred tax	88	253
Income tax recognised in other comprehensive income	84	264

36 Disclosure under Section 186(4) of the Companies Act, 2013 and as per Regulation 34(3) read with Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

(i) Loans

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening balance	-	-
Given during the year	5,000	-
Repaid during the year	-	-
Closing balance	5,000	-

During the year ended March 31, 2025, the Company had given loan to its wholly owned subsidiary Rane Steering Systems Private Limited for its business purposes. As per the terms of the agreement, the current rate of interest is 9.55% per annum.

(ii) Interest accrued on loan

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening balance	-	-
Interest for the year	100	-
Interest received during the year	(100)	-
Closing balance	-	-

During the year ended March 31, 2025, the maximum amount of loan outstanding and interest on loan at any point in time during the year was ₹5000 Lakhs and ₹100 Lakhs respectively.

37 Contingent liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Claims against the company not acknowledged as debts		
- Income tax matters	35	112
- GST matters	143	-
- Customs matters	6	6

In addition to the above, the Company from time to time is also engaged in proceedings pending with various authorities in the ordinary course of business. Judgement is required in assessing the range of possible outcomes for some of these matters, which could change substantially over time as each of the matters progresses depending on experience on actual assessment proceedings by the respective authorities and other judicial precedents. Based on its internal assessment supported by external legal counsel views, as

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considered necessary, the Company believes that it will be able to sustain its positions if challenged by the authorities and accordingly no additional provision / disclosures are required for these matters. Management is of the view that above matters will not have any material adverse effect on the Company's financial position and results of operations.

38. Commitments

Particulars	As at March 31, 2025	As at March 31, 2024
Estimated amount of contracts remaining to be executed on capital account (net of advance)	43	52
Uncalled liability on investment in AutoTech I, L.P	-	188

39. Employee benefit plans

A. Defined contribution plans

The Company participates in a number of defined contribution plans on behalf of relevant personnel. Any expense recognised in relation to these schemes represents the value of contributions payable during the period by the Company at rates specified by the rules of those plans. The only amounts included in the balance sheet are those relating to the prior months contributions that were not due to be paid until after the end of the reporting period.

(a) Provident fund

In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, eligible employees of the Company are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees salary.

The contributions, as specified under the law, are made to the Government.

(b) Superannuation fund

The Company has a superannuation plan for the benefit of its employees. Employees who are members of the superannuation plan are entitled to benefits depending on the years of service and salary drawn.

The Company contributes up to 15% of the eligible employees' salary to LIC every year. Such contributions are recognised as an expense as and when incurred. The Company does not have any further obligation beyond this contribution.

The total expense recognised in profit or loss of ₹158 Lakhs (for the year ended March 31, 2024 : ₹152 Lakhs) represents contributions payable to these plans by the company at rates specified in the rules of the plans. As at March 31, 2025 contributions of ₹25 Lakhs (as at March 31, 2024 : ₹23 Lakhs) had not been paid. The amounts were paid subsequent to the end of the respective reporting periods.

B. Defined benefit plans

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees upon retirement, resignation, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company makes annual contributions to Life Insurance Corporation of India (LIC). The Company accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation.

The defined benefit plans typically expose the Company to actuarial risks such as: investment risk, interest rate risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to government/high quality bond yields; if the return on plan asset is below this rate, it will create a plan deficit.
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NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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(All amounts are in INR lakhs unless otherwise stated)

Interest risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

(a) Gratuity

The following table summarises the position of assets and obligations relating to the plans:

Particulars	As at March 31, 2025	As at March 31, 2024
Present value of defined benefit obligation	898	810
Fair value of plan assets	826	702
Net (asset) / liability recognised in the balance sheet	72	108

(i) Movement in present values of defined benefit obligations

Particulars	As at March 31, 2025	As at March 31, 2024
Opening defined benefit obligation	810	713
Current service cost	52	46
Interest cost	56	48
Actuarial (gain) / loss	(4)	44
Transfer in	50	15
Transfer Out	(47)	-
Benefits paid	(19)	(56)
Closing defined benefit obligation	898	810

(ii) Movements in the fair value of the plan assets

Particulars	As at March 31, 2025	As at March 31, 2024
Opening fair value of plan assets	702	676
Interest income	50	46
Remeasurement gain / (loss):		
Actuarial (gain) / loss	11	(0)
Contributions from the employer	78	36
Transfer in	50	-
Transfer out	(47)	-
Benefits paid	(18)	(56)
Closing fair value of plan assets	826	702

(iii) Amounts recognised in statement of profit and loss and other comprehensive income in respect of these defined benefit plans are as follows:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Current service cost	52	46
Net interest (income)/expense	6	2
Components of defined benefit costs recognised in profit or loss	58	48
Remeasurement on the net defined benefit liability :		

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Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Actuarial (gain) / loss on plan assets	(11)	0
Actuarial (gain) / loss on plan obligations	(4)	44
Components of defined benefit costs recognised in other comprehensive income	(15)	44

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the statement of profit and loss.

The remeasurement of the net defined benefit liability is included in other comprehensive income.

(iv) The principal assumptions used for the purposes of the actuarial valuations were as follows.

Particulars	As at March 31, 2025	As at March 31, 2024
Discount rate	6.38%	6.97%
Salary escalation	8.00%	8.00%
Attrition	16.00%	3.00%

Notes:

- (i) The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.
- (ii) The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.
- (iii) The entire plan assets are managed by Life Insurance Corporation of India (LIC).

Sensitivity analysis

Change in assumption	March 31, 2025	March 31, 2024
A. Discount rate + 50 BP	6.88%	7.47%
Defined Benefit Obligation	887	794
Current service cost	49	49
B. Discount rate - 50 BP	5.88%	6.47%
Defined Benefit Obligation	909	827
Current service cost	51	54
C. Salary escalation rate +50 BP	8.50%	8.50%
Defined Benefit Obligation	909	827
Current service cost	51	54
D. Salary escalation rate -50 BP	7.50%	7.50%
Defined Benefit Obligation	886	793
Current service cost	49	49
E. Attrition rate +50 BP	16.50%	3.50%
Defined Benefit Obligation	897	809
Current service cost	50	51
F. Attrition -50 BP	15.50%	2.50%
Defined Benefit Obligation	898	811
Current service cost	50	52

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and attrition. The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

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The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods used in preparing the sensitivity analysis from prior years.

Defined benefit liability and employer contributions

The Company expects to contribute an amount of ₹72 Lakhs towards defined benefit plan obligations funds for year ending March 31, 2026 in view of deficit in plan assets as at March 31, 2025. The weighted average duration of the defined benefit obligation is 2.8 years (March 31, 2024 - 4.5 years). The expected maturity analysis of undiscounted gratuity is as follows:

Particulars	March 31, 2025	March 31, 2024
Year 1	520	390
Year 2	107	123
Year 3	116	62
Year 4	42	67
Year 5	74	11
Next 5 years	139	183

40. Earnings per share ('EPS')

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit attributable to the equity holders	6,811	7,306
Weighted average number of equity shares	1,42,77,809	1,42,77,809
a. Basic Earning per share (₹)	47.70	51.17
b. Diluted Earnings per share (₹)	47.70	51.17

41. Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components, and for which discrete financial information is available. All operating segments' operating results are reviewed regularly by the Company's Board of Directors to make decisions about resources to be allocated to the segments and assess their performance. The Board of Directors are considered to be the Chief Operating Decision Maker ('CODM') within the purview of Ind AS 108 Operating Segments.

The Company holds strategic investments and operates in a single reportable segment, which primarily includes providing support services such as management, information technology, business development, and infrastructure to entities in the Rane Group. As the Company's operations are confined to only one segment, no separate segment disclosures are presented in the Standalone financial statements. Segment information pertaining to the underlying operating businesses is disclosed in the Consolidated financial statements of the Company.

42. Leases

A. Breakup of current and non-current lease liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Current lease liabilities	47	129
Non-current lease liabilities	73	83
Total	120	212

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

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B. Movement in lease liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	212	247
Additions / (deletions/termination)	40	80
Interest expense on lease liabilities	14	19
Payment of lease liabilities	(146)	(134)
Closing balance	120	212

C. Maturity analysis - contractual undiscounted cash flows

Particulars	As at March 31, 2025	As at March 31, 2024
Less than one year	47	141
One to five years	70	90
Total	117	231

D. Amounts recognized in profit or loss

Particulars	As at March 31, 2025	As at March 31, 2024
Interest on lease liabilities	14	19
Expenses relating to short-term leases recognised in other expenses	14	16

E. Amounts recognised in statement of cash flows

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Total cash outflows for leases	146	134

43 Related party disclosures

Description of relationship	Name of the related party
List of related parties where control exists - subsidiaries / step-down subsidiaries	Rane (Madras) Limited
	Rane Engine Valve Limited (erstwhile Subsidiary of RHL) (Merged into RML effective April 01, 2024)
	Rane Brake Lining Limited (erstwhile Subsidiary of RHL) (Merged into RML effective April 01, 2024)
	Rane Steering Systems Private Limited (formerly known as Rane NSK Steering Systems Private Limited) effective September 19, 2024
	Rane Holdings America Inc.
	Rane Auto Components Mexico S de RLde CV
	Rane (Madras) International Holdings B.V
	Rane Holdings Europe GmbH
	Rane Light Metal Castings Inc. (ceased to be a step-down subsidiary effective September 14, 2023)
	Rane t4u (P) Limited (ceased to be a subsidiary effective July 19, 2023)

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Description of relationship	Name of the related party
Joint venture / associate entities	
	ZF Rane Automotive India Private Limited ('ZRAI')
	ZF Rane Occupant Safety Systems Private Limited (subsidiary of ZRAI)
	TRW Sun Steering Wheels Private Limited (subsidiary of ZRAI effective March 28, 2024)
	ZF Lifetec Rane Automotive India Private Limited (subsidiary of ZRAI effective July 4, 2024)
	Rane Steering Systems Private Limited (formerly known as Rane NSK Steering Systems Private Limited) till September 18, 2024
Other related parties where transactions have taken place	
Key Management Personnel (KMP)	Mr. L Ganesh
	Mr. Harish Lakshman
Relative of KMP	Mr. L Lakshman
Enterprises over which KMP or relatives of KMP can exercise significant influence	Rane Foundation
Post employment benefit plans	Rane Holdings Limited Gratuity Fund
	Rane Holdings Limited Senior Executives Superannuation Fund

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Details of related party transactions and balances:

Description	Subsidiaries	Joint venture/ associate entities	Key Management Personnel	Relative of KMP	Enterprises over which KMP or relatives of KMP can exercise significant influence	Post employment benefit plans						
						2024-25	2023-24	2024-25	2023-24	2024-25	2023-24	
Transaction during the year												
Investment made												
Rane (Madras) Limited	-	-	-	-	-	-	-	-	-	-	-	-
Rane tAu Private Limited	-	216	-	-	-	-	-	-	-	-	-	-
Rane Steering Systems Private Limited	4,500	-	-	-	-	-	-	-	-	-	-	-
Share warrants												
Rane Engine Valve Limited	-	375	-	-	-	-	-	-	-	-	-	-
Loan given												
Rane Steering Systems Private Limited	5,000	-	-	-	-	-	-	-	-	-	-	-
Interest income												
Rane Steering Systems Private Limited	100	-	-	-	-	-	-	-	-	-	-	-
Service fee												
Rane (Madras) Limited	2,703	1,637	-	-	-	-	-	-	-	-	-	-
Rane Engine Valve Limited	-	524	-	-	-	-	-	-	-	-	-	-
Rane Brake Lining Limited	-	533	-	-	-	-	-	-	-	-	-	-
Rane Light Metal Castings America Inc	-	17	-	-	-	-	-	-	-	-	-	-
Rane Steering Systems Private Limited	610	-	395	961	-	-	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	1,327	1,198	-	-	-	-	-	-	-	-	-
ZF Rane Occupant Safety Systems Private Limited	-	134	60	-	-	-	-	-	-	-	-	-
Trademark fee												
Rane (Madras) Limited	1,669	1,053	-	-	-	-	-	-	-	-	-	-
Rane Engine Valve Limited	-	278	-	-	-	-	-	-	-	-	-	-
Rane Brake Lining Limited	-	328	-	-	-	-	-	-	-	-	-	-

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Description	Subsidiaries	Joint venture/ associate entities	Key Management Personnel	Relative of KMP	Enterprises over which KMP or relatives of KMP can exercise significant influence		Post employment benefit plans			
					2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
ZF Rane Automotive India Private Limited	-	-	-	1,945	2,007	-	-	-	-	-
ZF Rane Occupant Safety Systems Private Limited	-	-	216	60	-	-	-	-	-	-
Rane Steering Systems Private Limited	-	-	-	1,704	-	-	-	-	-	-
Dividend received										
Rane (Madras) Limited	1,371	967	-	-	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	3,586	3,297	-	-	-	-	-	-	-
Salary and other perquisites										
L Ganesh	-	-	-	-	370	343	-	-	-	-
Harish Lakshman	-	-	-	-	137	131	-	-	-	-
Commission										
L Ganesh	-	-	-	-	164	178	-	-	-	-
Advisory fee										
L Lakshman	-	-	-	-	-	125	125	-	-	-
Reimbursement of expenses from										
Rane (Madras) Limited	87	31	-	-	-	-	-	-	-	-
Rane Engine Valve Limited	-	-	-	-	-	-	-	-	-	-
Rane Brake Lining Limited	-	6	-	-	-	-	-	-	-	-
Rane Light Metal Castings America Inc	-	-	-	-	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	35	2	-	-	-	-	-	-	-
Rane Steering Systems Private Limited	2,267	-	6	-	-	-	-	-	-	-
Reimbursement of expenses to										
Rane (Madras) Limited	65	-	-	-	-	-	-	-	-	-
L Lakshman	-	-	-	-	-	2	1	-	-	-
CSR contributions to										

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2025
(All amounts are in INR lakhs unless otherwise stated)

Description	Subsidiaries	Joint venture/ associate entities	Key Management Personnel	Relative of KMP	Enterprises over which KMP or relatives of KMP can exercise significant influence				Post employment benefit plans	
					2024-25	2023-24	2024-25	2023-24	2024-25	
Rane Foundation	-	-	-	-	-	-	-	-	-	49
Contribution to post employment benefit plan										
Rane Holdings Limited Gratuity Fund	-	-	-	-	-	-	-	-	-	36
Rane Holdings Limited Senior Executives Superannuation Fund	-	-	-	-	-	-	-	-	-	33
Balance as at 31 March										
Description	Subsidiaries	Joint venture/ associate entities	Key Management Personnel	Relative of KMP	Enterprises over which KMP or relatives of KMP can exercise significant influence				Post employment benefit plans	
					2025	2024	2025	2024	2025	
Commission payable	-	-	-	-	-	-	-	-	-	-
L Ganesh	-	-	-	-	-	-	-	-	-	-
Trade receivables										
Rane (Madras) Limited	810	437	-	-	-	-	-	-	-	-
Rane Engine Valve Limited	-	177	-	-	-	-	-	-	-	-
Rane Brake Lining Limited	-	37	-	-	-	-	-	-	-	-
Rane Light Metal Castings America Inc	-	-	-	-	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	185	175	-	-	-	-	-	-	-
ZF Rane Occupant Safety Systems Private Limited	-	80	38	-	-	-	-	-	-	-
Trade payables										
Rane (Madras) Limited	-	-	-	-	-	-	-	-	-	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

Description	Subsidiaries	Joint venture/ associate entities	Key Management Personnel	Relative of KMP	Enterprises over which KMP or relatives of KMP can exercise significant influence		Post employment benefit plans	
					2025	2024	2025	2024
Rane Steering Systems Private Limited	16	-	-	-	-	-	-	-
Other receivables								
Rane (Madras) Limited	-	28	-	-	-	-	-	-
Rane Engine Valve Limited	-	-	-	-	-	-	-	-
Rane Brake Lining Limited	-	-	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	-	-	-	-	-	-	-
Rane Steering Systems Private Limited	-	-	-	-	-	-	-	-
Investment in equity shares								
Rane (Madras) Limited	25,632	25,632	-	-	-	-	-	-
Rane Engine Valve Limited	11,020	11,020	-	-	-	-	-	-
Rane Brake Lining Limited	2,965	2,965	-	-	-	-	-	-
Rane t4u Private Limited (refer note 7.4)	-	-	-	-	-	-	-	-
Rane Holdings America Inc.	10	10	-	-	-	-	-	-
Rane Holdings Europe GmbH	19	19	-	-	-	-	-	-
ZF Rane Automotive India Private Limited	-	-	2,285	2,285	-	-	-	-
Rane Steering Systems Private Limited	5,512	-	-	-	1,012	-	-	-

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

Remuneration to Key Management Personnel

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Short term benefits paid	646	629
Other Long term benefits paid	25	23
Total	671	652

44 - Financial instruments - Fair value and risk management

A. Accounting classification and fair values

44.1. The following table shows the carrying amounts and fair values of financial assets and financial liabilities

Particulars	Note	Carrying Amount					
		As at March 31, 2025			As at March 31, 2024		
		Measured at FVTPL	Measured at FVTOCI	Measured at amortised cost	Measured at FVTPL	Measured at FVTOCI	Measured at amortised cost
Financial assets							
Investments	7 & 13	3,430	3,912	47,443	2,417	4,098	42,943
Trade receivables	14	-	-	1,092	-	-	1,079
Cash and cash equivalents	15	-	-	282	-	-	386
Bank balances other than cash and cash equivalents	16	-	-	61	-	-	47
Loans	17	-	-	5,002	-	-	0
Other financial assets	9	-	-	809	-	-	96
Total		3,430	3,912	54,689	2,417	4,098	44,551
Financial liabilities							
Borrowings	21	-	-	5,951	-	-	-
Trade payables	24	-	-	280	-	-	247
Lease liabilities	22	-	-	120	-	-	120
Other financial liabilities	23	-	-	546	-	-	683
Total		-	-	6,897	-	-	1,050

Note:

1. Investment in subsidiaries, joint venture / associate entities of ₹47,443 Lakhs (₹42,943 Lakhs) is shown at cost (net off impairment) in balance sheet as per the Ind AS 27 " Separate Financial Statements"
2. The Company has not disclosed fair values of financial instruments such as trade receivables, cash and cash equivalents, bank balances other than cash and cash equivalents, loans, other financial assets, borrowings, trade payables and other financial liabilities, since their carrying amounts are a reasonable approximation of their fair values.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

44.2. The below table summarises the fair value hierarchy of the financial assets:

Particulars	As at March 31, 2025	As at March 31, 2024	Fair Value Hierarchy (Level 1,2,3)*	Valuation technique
a. Mutual fund investments (unquoted) (mandatorily measured at FVTPL)	3,430	2,417	2	Fair value is determined based on Net Assets Value published by respective funds.
b. Investments in equity instruments measured at FVOCI	3,912	4,098	3	Fair value of the investment is determined based on the fair value of the net assets as furnished by the fund which inturn is determined using various significant unobservable inputs including the purchase price, developments concerning the investee company of the fund subsequent to acquisition, data and projections of investee company etc. The estimated fair value would increase or decrease depending upon changes to such inputs.
Total	7,342	6,515		

Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values:

Particulars	Amount
Balance as at April 01, 2023	4,162
Acquisition of investments in equity instruments measured at FVOCI	850
Capital distribution, net	36
Unrealised gain / (loss) on account of change in fair value	(950)
Balance as at March 31, 2024	4,098
Acquisition of investments in equity instruments measured at FVOCI	193
Capital distribution, net	(782)
Unrealised gain / (loss) on account of change in fair value	403
Balance as at March 31, 2025	3,912

* Fair value measurement hierarchy

The company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1: quoted (unadjusted) prices in active markets for identical assets or liabilities

Level 2: other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly

Level 3: techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- a) Credit risk (see (ii) below);
- b) Liquidity risk (see (iii) below); and
- c) Market risk (see (iv) below).

i. Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors along with the top management are responsible for developing and monitoring the Company's risk management policies. The Company's senior management advises on financial risks and the appropriate financial risk governance framework for the Company.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The board of directors oversees the compliance with respect to risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

ii. Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

The Company's receivables are primarily only from its subsidiary, joint venture / associate entities. The Company does not have any history of bad debts in earlier years in respect of receivable from the Group companies and as a result, the Company do not perceive a credit risk with respect to receivables from group companies and no loss allowance for trade receivables was required to be recognised.

Investments are made only with approval of Board of Directors. This primarily include investments in equity instruments of subsidiaries, joint venture/associate entities amongst others. The Company does not expect significant credit risks arising from these investments.

The Company holds cash and cash equivalents and bank balances other than cash and cash equivalents with credit worthy banks as at the reporting dates. The credit risk on these instruments is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies.

Other financial assets comprises of other receivables, long term deposits and rent advance. The Company does not expect any loss from non-performance by these counter-parties.

iii. Liquidity risks

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Taking into consideration the liquidity position of the Company as at the balance sheet date together with the existing and proposed financing arrangements made for future, the management believes that the liquidity risk is mitigated and that the Company will be able to meet all its obligations arising from settlement of financial liabilities.

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

Exposure to liquidity risk

The following are contractual maturities of financial liabilities on reporting dates. The amounts are gross and undiscounted, including contractual interest:-

Particulars	Contractual cash flows				
	Carrying amount	Less than 1 year	1 - 5 years	5 or more years	Total contractual cash flows
As at March 31, 2025					
Borrowings	5,951	916	3665	1370	5,951
Trade payables	280	280	-	-	280
Lease Liabilities	120	47	70	-	117
Other financial liabilities	546	546	-	-	546
	6,897	1,789	3,735	1,370	6,894
As at March 31, 2024					
Borrowings					
Trade payables	247	247	-	-	247
Lease Liabilities	211	141	90		231
Other financial liabilities	683	683	-	-	683
	1,141	1,071	90	-	1,161

iv. Market risks

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters and optimising the return.

The Company is exposed to equity price risks arising from its investments in equity investments. However all the equity investments in group companies are strategic in nature and held for long term period rather than for trading purposes.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily on account of investments and trade receivables.

Exposure to currency risk

Particulars	Foreign currency in INR	
	As at March 31, 2025	As at March 31, 2024
Financial assets		
Investments	3,032	3,233
Trade receivables	17	42
Total	3,049	3,275

NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

Sensitivity analysis

A reasonably possible strengthening / weakening of the INR against USD / EURO as at the respective reporting period end would have affected the measurement of financial instruments denominated in a foreign currency and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remains constant.

Foreign currency movement(+/- 5%)	Impact on profit or loss		Impact on total equity	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Strengthening	(1)	(2)	(152)	(162)
Weakening	1	2	152	162

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

The Company constantly monitors the credit markets and rebalances its financing strategies to achieve an optimal maturity profile and financing cost. The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate borrowings. A 50 basis point increase or decrease is used and represents management's assessment of the reasonably possible changes in interest rates.

If interest rate had been 50 basis point higher / lower and all other variables were held constant, the Company's profit for the year ended March 31, 2025 would decrease / increase by ₹25 Lakhs (March 31, 2024 : Nil).

Equity price sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to equity price risks at the end of the reporting period.

If the fair value had been 1% higher / lower, profit for the year ended March 31, 2025 would increase / decrease by ₹39 Lakhs (March 31, 2024: ₹41 Lakhs) as a result of the changes in fair value of equity investments which have been irrevocably designated at FVOCI.

Offsetting financial assets and financial liabilities

The Company does not have any financial instruments that offset or are subject to enforceable master netting arrangements and other similar agreements.

45. Approval of financial statements

The financial statements were approved for issue by the Board of Directors on May 30, 2025.

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

S Sethuraman

Partner

Membership No.: 203491

Place: Chennai

Date: May 30, 2025

For and on behalf of the Board of Directors of Rane Holdings Limited

Ganesh Lakshminarayanan

Chairman and Managing Director

DIN:00012583

Harish Lakshman

Vice Chairman and Joint

Managing Director

DIN:00012602

J Ananth

Chief Financial Officer

Siva Chandrasekaran

Company Secretary

INDEPENDENT AUDITOR'S REPORT

To the Members of Rane Holdings Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Rane Holdings Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and its joint venture / associate entities, which comprise the consolidated balance sheet as at 31 March 2025, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its joint venture / associate entities as at 31 March 2025, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Revenue Recognition

See Note 29 to consolidated financial statements

The key audit matter

Revenue recognition involves identification of contracts with customers, identification of distinct performance obligations, determination of transaction price and the basis used to recognize revenue at a point in time.

Revenue is recognized when (or as) a performance obligation is satisfied i.e. when 'control' of the goods underlying the particular performance obligation is transferred to the customer.

Revenue recognition has been identified as a key audit matter because the Group and its external stakeholders focus on revenue as a key performance metric. Therefore, there may be a possibility for revenue to be overstated or recognized before control has been transferred.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its joint venture / associate entities in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in paragraph (a) of the "Other Matters" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate / consolidated financial statements of components audited by them, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

How the matter was addressed in our audit

In view of the significance of the matter, the following key audit procedures were performed by us :

- Assessed the compliance of the Group's revenue recognition accounting policies with applicable accounting standards.
- Evaluated the design and implementation of the key internal financial controls with respect to the revenue recognition and tested the operating effectiveness of such controls on a sample basis.
- Performed substantive testing of revenue transactions recorded during the year on a sample basis by verifying the underlying documents including shipping document, customer acknowledgement, dispatch notes, etc, as applicable.
- Performed testing for samples of revenue transactions recorded closer to the year end by verifying underlying documents, to determine the accuracy of the period in which revenue was recognized.
- Performed testing of non-standard journal entries posted in revenue on a sample basis.

Recognition and recoverability of deferred tax assets

See Note 16 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<p>The Group has recorded deferred tax assets on brought forward business losses, deductible temporary differences, unabsorbed depreciation and unused tax credits. As at 31 March 2025, the Company carries a deferred tax asset of INR 11,036 lakhs.</p> <p>The recognition and recoverability of these deferred tax assets involves:</p> <ul style="list-style-type: none"> • assessment of the underlying tax laws; • dependency on the generation of sufficient future taxable income that can be set off against the losses recognized. Hence, involves significant judgement. <p>These judgements could change over time as the matter progresses depending on experience on actual assessment proceedings by tax authorities and other judicial precedents. Where considered necessary, the Group has obtained legal advice.</p> <p>Recoverability of deferred tax assets has been identified as a key audit matter due to the high degree of judgment required and significance of the amounts involved.</p>	<p>In view of the significance of the matter, the following key audit procedures were performed by us:</p> <ul style="list-style-type: none"> • Assessed the compliance of the Group's accounting policies with applicable accounting standards. • Evaluated the design and implementation of the key internal financial controls with respect to the measurement and recognition of deferred tax assets and tested the operating effectiveness of such controls. • Involved our tax specialists to assist us in evaluating the appropriateness of the nature of the tax losses that can be set off against the future profits. • Evaluated the appropriateness of the key assumptions used in the projections considered for estimating future taxable profits. • Performed sensitivity analysis on the key assumptions used in the evaluation. • Assessed the adequacy of the disclosures in the consolidated financial statements.

Purchase price allocation - Step acquisition

See Note 49 to consolidated financial statements

The key audit matter	How the matter was addressed in our audit
<ul style="list-style-type: none"> • During the year, the Holding Company increased its stake in Rane Steering Systems Private Limited (RSSL) (formerly known as Rane NSK Steering Systems Private Limited) from 49% to 100%. The Company acquired such 51% for a consideration of INR 4,500 lakhs and accordingly RSSL became an wholly owned subsidiary of the Holding Company effective from 19 September 2024. • Pursuant to this acquisition, the Holding Company has performed a purchase price allocation (through independent valuation experts) by determining the fair value of net assets acquired. The difference between the fair value of net assets acquired over the total purchase consideration paid and fair value of existing stake has been recorded in equity. 	<p>In view of the significance of the matter, the following key audit procedures were performed by us:</p> <ul style="list-style-type: none"> • We have read and evaluated the underlying share purchase and related contracts in connection with the step acquisition. • We have assessed the appropriateness of the accounting treatment followed in terms of the requirements of Ind AS 103 'Business Combinations' and Ind AS 110 'Consolidated Financial Statements'. • Obtained an understanding of the process followed by the Management to determine the fair value of identifiable assets and liabilities and allocation of the purchase price. • Evaluated the design and implementation of the key controls and tested the operating effectiveness of the key controls. • Evaluated the objectivity and competence of the expert engaged by the Company.

The key audit matter	How the matter was addressed in our audit
<ul style="list-style-type: none"> The aforesaid accounting involves judgement in order to identify and measure the fair value of the identifiable assets acquired (including intangible assets) and liabilities assumed on the acquisition date. Given the significance and judgement involved, this is considered a key audit matter. 	<ul style="list-style-type: none"> We have evaluated the purchase price allocation adjustments, the identification and valuation of acquired intangible assets by involving valuation specialists and based on our knowledge of the Company and industry. We have assessed the adequacy of the Company's disclosures in respect of the acquisition.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and auditor's reports thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its joint venture / associate entity in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and the respective Management and Board of Directors of its joint venture / associate entity are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were

operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and the respective Management and Board of Directors of its joint venture / associate entity are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and the respective Board of Directors of its joint venture / associate entity are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial

statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint venture / associate entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of such entities or business activities within the Group and its joint venture / associate entity to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other

entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entity included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

- a. We did not audit the financial statements of one subsidiary, whose financial statements reflect total assets (before consolidation adjustments) of Rs. 66,412 lakhs as at 31 March 2025, total revenues (before consolidation adjustments) of Rs. 92,528 lakhs and net cash outflows (before consolidation adjustments) amounting to Rs. 352 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit (and other comprehensive loss) of Rs. 3,456 lakhs for the year ended 31 March 2025, in respect of two joint venture / associate entities, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included

in respect of the subsidiary and joint venture/ associate entities, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and joint venture/ associate entities is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

- b. The financial information of four subsidiaries (including two step-down subsidiaries), whose financial information reflect total assets (before consolidation adjustments) of Rs. 8,855 lakhs as at 31 March 2025, total revenues (before consolidation adjustments) of Rs. 1,420 lakhs and net cash inflows (before consolidation adjustments) amounting to Rs.187 lakhs for the year ended on that date, as considered in the consolidated financial statements, have not been audited either by us or by other auditors. These unaudited financial information have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of this matter with respect to the financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate/consolidated financial statements of such subsidiary and joint venture / associate entities as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors of the Holding Company as on 14 April 2025 and 15 April 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company and joint venture / associate entities incorporated in India, none of the directors of the Group companies and joint venture / associate entities incorporated in India is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f. the reservation relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies and joint venture / associate entity incorporated in India and

- the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate / consolidated financial statements of the subsidiary and joint venture / associate entities, as noted in the "Other Matters" paragraph:
- a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2025 on the consolidated financial position of the Group and its joint venture / associate entities. Refer Note 42 to the consolidated financial statements.
 - b. The Group and its joint venture / associate entities did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2025.
 - c. There has been no delay in transferring amounts to the Investor Education and Protection Fund by the Holding Company or its subsidiary company, joint venture / associate entities incorporated in India during the year ended 31 March 2025.
 - d. (i) The respective management of the Holding Company, its subsidiaries and joint venture / associate entities incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies and joint venture / associate entities respectively that, to the best of their knowledge and belief, as disclosed in the Note 37.4 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company, its subsidiaries and joint venture / associate entities to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company, its subsidiaries and joint venture / associate entities ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (ii) The respective management of the Holding Company, its subsidiaries and joint venture / associate entities incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies and joint venture / associate entities respectively that, to the best of their knowledge and belief, as disclosed in the Note 37.5 to the consolidated financial statements, no funds have been received by the Holding Company, its subsidiaries and joint venture / associate entities from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company, its subsidiaries and joint venture / associate entities shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary companies and joint venture / associate companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or the other auditors notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
 - e. The final dividend paid by the Holding Company and its subsidiary companies and joint venture/associate entities incorporated in India during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 21(b) to the consolidated financial statements, the respective Board of Directors of the Holding Company and its subsidiary companies and joint venture / associate entities incorporated in India have proposed final dividend for the year which is subject to the approval of the respective members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

- f. Based on our examination which included test checks, the Group has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same has been operating throughout the year for all relevant transactions recorded in the respective software, except that:
- the feature of audit trail was enabled at the database layer of the accounting software from 7 June 2024 onwards.
 - the feature of audit trail was enabled from 4 June 2024 onwards at the application layer for the accounting software used for maintaining books of accounts for certain fields relating to payroll.
 - the feature of audit trail was not enabled at the application and database layer for the accounting software used for maintaining books of account in relation to price change system for sales/purchases.
- Further, for the periods where audit trail (edit log) facility was enabled for the respective accounting softwares, we did not come across any instance of the audit trail feature being tampered with. Additionally, except where audit trail (editlog) facility was not enabled in the previous year, the audit trail has been preserved by the company as per statutory requirements for record retention.

- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies and joint venture / associate entities in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary company and joint venture / associate entities to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary company and joint venture / associate entities is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

S Sethuraman

Partner

Place : Chennai

Membership No.: 203491

Date : 30 May 2025

ICAI UDIN:25203491BMLJSS4340

Annexure A to the Independent Auditor's Report

on the Consolidated Financial Statements of Rane Holdings Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Holding Company / Subsidiary / Joint venture / Associate	Clause number of the CARO report which is unfavourable or qualified or adverse
1	Rane Holdings Limited	L35999TN1936 PLC002202	Holding Company	Clause (ix)(e)
2	Rane (Madras) Limited	L65993TN2004PLC052856	Subsidiary	Clause (ii)(b) Clause (ix)(e) Clause (xi)(c)
3	Rane Steering Systems Private Limited (formerly known as Rane NSK Steering Systems Private Limited)	U29141TN1995 PTC030621	Subsidiary	Clause (ii)(b)

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

S Sethuraman

Partner

Membership No.: 203491

ICAI UDIN:25203491BMLJSS4340

Place : Chennai

Date : 30 May 2025

Annexure B to the Independent Auditor's Report

on the consolidated financial statements of Rane Holdings Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of Rane Holdings Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies and joint venture / associate entities, as of that date.

In our opinion and based on the consideration of reports of the other auditors on internal financial controls with reference to financial statements of subsidiary companies and joint venture / associate entities, as were audited by the other auditors, the Holding Company and such companies incorporated in India which are its subsidiary companies and its joint venture / associate entities, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies and joint venture / associate entity in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and

procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to one subsidiary company and two joint ventures / associate entities, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

For **B S R & Co. LLP**

Chartered Accountants

Firm's Registration No.:101248W/W-100022

S Sethuraman

Partner

Place : Chennai

Membership No.: 203491

Date : 30 May 2025 ICAI UDIN:25203491BMLJSS4340

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Note	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3	99,527	69,592
Capital work-in-progress	4	10,868	4,534
Right-of-use assets	5	6,230	2,947
Goodwill	6	6,891	6,891
Other intangible assets	7	1,338	452
Intangible Assets under Development	8	2,265	-
Investments accounted for using equity method	9	28,817	29,692
Financial assets			
- Investments	10	4,625	4,768
- Other financial assets	13	2,421	1,743
Deferred tax assets, net	16	11,036	14,183
Income tax assets, net	14	5,857	5,103
Other non-current assets	15	5,003	3,980
Total non-current assets		1,84,878	1,43,885
Inventories	17	55,220	42,135
Financial assets			
- Investments	11	3,430	2,823
- Trade receivables	18	92,063	60,367
- Cash and cash equivalents	19.a	4,034	3,644
- Bank balances other than cash and cash equivalents above	19.b	162	98
- Loans	12	127	9
- Other financial assets	13	4,017	3,280
Other current assets	15	9,555	8,400
Total current assets		1,68,608	1,20,756
Non current assets held for sale			
TOTAL ASSETS		3,56,099	2,64,641
EQUITY AND LIABILITIES			
Equity			
Equity share capital	20	1,428	1,428
Other equity	21	1,09,150	89,193
Equity attributable to owners of the Company		1,10,578	90,621
Non-controlling interest	22	24,290	26,311
Total Equity		1,34,868	1,16,932
Liabilities			
Non-current liabilities			
Financial liabilities			
- Borrowings	23	26,765	30,499
- Lease liabilities	44	5,387	2,513
- Other financial liabilities	24	169	160
Provisions	25	3,093	2,734
Deferred tax liabilities, net	16	1,895	177
Other non-current liabilities	26	515	379
Total non-current liabilities		37,824	36,462
Current liabilities			
Financial liabilities			
- Borrowings	23	72,685	51,748
- Lease liabilities	44	1,122	576
- Trade payables	28	-	
Total outstanding dues of micro enterprises and small enterprises		2,276	2,885
Total outstanding dues of creditors other than micro enterprises and small enterprises		73,770	39,359
- Other financial liabilities	24	16,633	8,800
Other current liabilities	26	9,903	5,035
Provisions	25	7,018	2,813
Current tax liabilities, net	27	-	31
Total current liabilities		1,83,407	1,11,247
TOTAL LIABILITIES		2,21,231	1,47,709
TOTAL EQUITY AND LIABILITIES		3,56,099	2,64,641
Material accounting policies	2		

See accompanying notes forming part of the consolidated financial statements
As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

**For and on behalf of the Board of Directors of
Rane Holdings Limited**

S Sethuraman

Partner

Membership No.: 203491

Place: Chennai

Date: May 30, 2025

Harish Lakshman

Vice Chairman and Joint Managing Director
DIN:00012602

J Ananth
Chief Financial Officer

Ganesh Lakshminarayanan

Chairman and Managing Director
DIN:00012583

Siva Chandrasekaran
Company Secretary

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Note	Year ended March 31, 2025	Year ended March 31, 2024
I Revenue from operations	29	4,36,159	3,52,982
II Other income	30	1,875	1,416
III Total income (I+II)		4,38,034	3,54,398
IV Expenses			
Cost of materials consumed	31	2,69,583	2,00,590
Purchase of stock-in-trade	32	4,421	1,051
Changes in inventories of finished goods, work-in-progress and stock-in-trade	33	(2,385)	(378)
Employee benefits expense	34	56,207	51,132
Finance costs	35	8,564	7,134
Depreciation and amortisation expenses	36	16,845	13,700
Other expenses	37	75,545	68,439
Total expenses		4,28,780	3,41,668
V Profit before share of profit / (loss) of joint venture / associate entities, exceptional items and tax (III-IV)		9,254	12,730
VI Share of profit / (loss) of joint venture / associate entities (includes share of exceptional items, net of taxes)	9	3,526	5,747
VII Profit before exceptional items and tax (V+VI)		12,780	18,477
VIII Exceptional items	45	20,095	(10,907)
IX Profit before tax (VII+VIII)		32,875	7,570
X Tax expense :	38		
- Current tax		1,168	3,009
- Deferred tax		9,622	(10,400)
Total tax expense		10,790	(7,391)
XI Profit for the year (IX-X)		22,085	14,961
XII Other comprehensive income			
Items that will not be reclassified to profit or loss			
- Re-measurement gains / (losses) on defined benefit plans, net		361	(161)
- Fair value changes on equity instruments through other comprehensive income		403	(950)
- Share of other comprehensive income / (loss) of equity accounted investees, net of tax		(70)	(101)
- Income tax relating to items that will not be reclassified to profit or loss		(9)	282
Total other comprehensive income / (loss), net of tax		685	(930)
Items that will be reclassified to profit or loss			
- Exchange differences on translating financial statements of foreign operations		(37)	1,198
Total other comprehensive income / (loss), net of tax		(37)	1,198
XIII Total comprehensive income for the year (XI+XII)		22,733	15,229
Profit for the year attributable to			
Owners of the Company		20,722	12,377
Non-controlling interest		1,363	2,584
Total comprehensive income attributable to		22,085	14,961
Other comprehensive income attributable to			
Owners of the Company		568	(29)
Non-controlling interest		80	297
Total comprehensive income attributable to		648	268
Owners of the Company		21,290	12,348
Non-controlling interest		1,443	2,881
XIV Earnings per equity share	43	22,733	15,229
- Basic (In ₹)		145.13	86.67
- Diluted (In ₹)		145.13	86.67
Material accounting policies	2		

See accompanying notes forming part of the consolidated financial statements

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

For and on behalf of the Board of Directors of
Rane Holdings Limited

S Sethuraman

Partner

Membership No.: 203491

Place: Chennai

Date: May 30, 2025

Harish Lakshman

Vice Chairman and Joint Managing Director

DIN:00012602

J Ananth

Chief Financial Officer

Ganesh Lakshminarayanan

Chairman and Managing Director

DIN:00012583

Siva Chandrasekaran

Company Secretary

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

A. Equity share capital		Particulars	Note	Amount
Particulars				
Balance as at April 01, 2024		19		1,428
Changes in equity share capital during the year				-
Balance as at March 31, 2025		19		1,428
Balance as at April 01, 2023		19		1,428
Changes in equity share capital during the year				-
Balance as at March 31, 2024		19		1,428

B. Other equity		Reserves and surplus	Items of OCI	Total attributable to owners of the Company	Total						
Particulars		General Reserve	Retained Earnings	Capital Redemption Reserve	Capital Reserve	Securities Premium	Amalgamation adjustment Account	Capital Reserve on Consolidation	Foreign Currency Translation Reserve	Equity instruments through OCI	Attributable to NCI
Balance as at April 01, 2024	61,610	19,540	1,473	73	4,433	(13)	1,771	88,887	(995)	1,301	306
Profit for the year	-	20,722	-	-	-	-	-	20,722	-	-	20,722
Other comprehensive income for the year, net of tax	-	98	-	-	-	-	-	98	(21)	491	470
Total comprehensive income for the year	-	20,820	-	-	-	-	-	20,820	(21)	491	470
Transaction with owners, recorded directly in equity											
Distribution to owners											
Dividends	-	(3,569)	-	-	-	-	-	(3,569)	-	-	(3,569)
Amount transferred within reserves	3,171	(3,171)	-	-	-	-	-	-	-	-	(1,310)
Changes in ownership interests in subsidiaries that do not result in loss of control											
Acquisition through business combination (Refer Note 49)	-	-	-	-	-	-	-	-	-	224	224
Changes in ownership interests in subsidiaries that result in gain/loss of control										-	224
Remeasurement of NCI due to merger / Acquisition of subsidiary (Refer note 49)	-	2,012	-	-	-	-	-	-	-	-	2,012
Balance as at March 31, 2025	64,781	35,632	1,473	73	4,433	(13)	1,995	1,08,374	(1,016)	1,792	776

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED MARCH 31, 2025
(All amounts are in INR lakhs unless otherwise stated)

Particulars	Reserves and surplus						Items of OCI	Total attributable to owners of the Company	Attributable to NCI	Total
	General Reserve	Retained Earnings	Capital Redemption Reserve	Capital Reserve	Securities Premium	Amalgamation adjustment Account				
Balance as at April 01, 2023	51,241	20,240	1,473	72	4,433	(13)	1,771	79,217	(1,855)	1,998
Profit for the year	-	12,377	-	-	-	-	-	12,377	-	-
Other comprehensive income for the year, net of tax	-	(192)	-	-	-	-	-	(192)	860	(697)
Total comprehensive income for the year	-	12,185	-	-	-	-	-	12,185	860	(697)
Transaction with owners, recorded directly in equity										
Distribution to owners	-	-	-	-	-	-	-	-	-	-
Dividends	-	(2,427)	-	-	-	-	-	(2,427)	-	-
Amount transferred within reserves	-	10,234	(10,234)	-	-	-	-	-	-	-
Changes in ownership interests in subsidiaries that do not result in loss of control										
Acquisition of non-controlling interests	135	(224)	-	1	-	-	-	(88)	-	-
Balance as at March 31, 2024	61,610	19,540	1,473	73	4,433	(13)	1,771	88,887	(995)	1,301

Material accounting policies

See accompanying notes forming part of the consolidated financial statements

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants
Firm's Registration No.: 101248W/W-100022

S Sethuraman
Partner
Membership No.: 203491

Place: Chennai
Date: May 30, 2025

For and on behalf of the Board of Directors of
Rane Holdings Limited

Ganesh Lakshminarayanan
Chairman and Managing Director
DIN:00012583

J Ananth
Chief Financial Officer

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Note	Year ended March 31, 2025	Year ended March 31, 2024
Cash flows from operating activities			
Profit for the year		22,085	14,961
Adjustments for:			
Tax expense		10,790	(7,391)
Depreciation and amortisation expenses		16,845	13,700
Net (gain) / loss on disposal of property, plant and equipment		15	(90)
Government grants		(242)	(59)
Share of (profit) / loss of joint venture / associate entities		(3,526)	(5,747)
Finance costs		8,564	7,134
Provisions / liabilities no longer required written back		818	(31)
Gain on current investments mandatorily measured at FVTPL		(179)	(250)
Impairment of investment / goodwill / property, plant and equipment / financial assets		2,039	1,925
Net unrealised foreign exchange (gain) / loss		82	(182)
Dividend Income		(17)	-
Interest income		(603)	(491)
Gain on sale of subsidiary		-	(338)
Loss on disposal of step-down subsidiary		-	8,546
Gain on account of fair value of investment exceeding its carrying value		(3,794)	-
Operating profit before working capital changes		52,877	31,687
Movements in working capital:			
(Increase) / decrease in inventories		688	(727)
(Increase) / decrease in trade receivables		(11,840)	409
(Increase) / decrease in other assets		(2,608)	(2,207)
Increase / (decrease) in trade payables		3,913	(3,339)
Increase / (decrease) in provisions		712	1,276
Increase / (decrease) in other liabilities		8,636	1,095
Cash generated from / (used in) operating activities		52,378	28,194
Income taxes paid, net		(1,075)	(4,853)
Net cash generated from / (used in) operating activities		51,303	23,341
Cash flows from investing activities			
(Payment towards purchase) / proceeds from sale of current investments, net		(427)	(30)
(Payment towards purchase) / proceeds from sale of non current investments, net		(192)	-
(Payments) / Proceeds from disposal of step down subsidiary		-	1,684
Dividend received from joint venture / associate entity		3,586	3,297
Dividend Received from other investments		17	-
Payment towards purchase of property, plant and equipment and other intangible assets		(22,453)	(20,906)

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

Particulars	Note	Year ended March 31, 2025	Year ended March 31, 2024
Proceeds from disposal of property, plant and equipment		3,289	4,155
Payment towards acquisition of subsidiary		(4,500)	184
Interest received		765	218
Bank balances not considered under cash and cash equivalents		(49)	1
Net cash generated from / (used in) investing activities		(19,964)	(11,397)
Cash flows from financing activities			
Proceeds from long-term borrowings		10,875	20,293
Repayment of long-term borrowings		(13,264)	(23,568)
Proceeds of short-term borrowings, net		(15,752)	152
Dividends paid to shareholders		(3,569)	(2,427)
Dividends paid to non-controlling interest		(1,310)	(965)
Finance costs paid, net		(8,543)	(6,810)
Payment of lease liabilities		(861)	(467)
Net cash generated from / (used in) financing activities		(32,424)	(13,792)
Net increase / (decrease) in cash and cash equivalents		(1,085)	(1,848)
Adjustment related to disposal of step-down subsidiary			906
Cash and cash equivalents at the beginning of the year		3,611	4,553
Cash and cash equivalents on the date of acquisition of Subsidiary		357	-
Cash and cash equivalents at the end of the year	19.a	2,883	3,611
Material accounting policies		2	

See accompanying notes forming part of the consolidated financial statements.

As per our report of even date attached.

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

S Sethuraman

Partner

Membership No.: 203491

Place: Chennai

Date: May 30, 2025

For and on behalf of the Board of Directors of Rane Holdings Limited

Harish Lakshman

Vice Chairman and Joint Managing Director

DIN:00012602

Ganesh Lakshminarayanan

Chairman and Managing Director

DIN:00012583

Siva Chandrasekaran

Company Secretary

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

1. Corporate Information

Rane Holdings Limited ("RHL" or 'the Company') is the holding company whose main activity is investing and holding strategic investments in subsidiaries (collectively called "the Group") and joint venture / associate entity, that are primarily engaged in manufacturing/marketing of components, mainly for the transportation industry. The Company is a public limited Company incorporated in India with its registered office in Chennai, Tamilnadu, India. The Company is listed on the Bombay Stock Exchange Limited, Mumbai and National Stock Exchange of India Limited, Mumbai.

2. Material accounting policies

1. Statement of compliance and basis of preparation

a) These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

b) Functional and presentation currency

Items included in the financial statements of the Group are measured using the currency of the primary economic environment in which the respective entities in the Group operates ('the functional currency'). The financial statements are presented in Indian Rupee (INR), which is the Company's functional currency. All amounts have been rounded-off to the nearest lakhs, unless otherwise indicated.

2. Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities (including forward contracts)	Fair value
Net defined benefit (asset) / liability	Present value of defined benefit obligations less fair value of plan assets
Certain investments	Fair value
The Group classifies an asset as current asset when:	
<ul style="list-style-type: none"> - it expects to realise the asset, or intends to sell or consume it, in its normal operating cycle; - it holds the asset primarily for the purpose of trading; - it expects to realise the asset within twelve months after the reporting period; or - the asset is cash or a cash equivalent unless the asset is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. 	
All other assets are classified as non-current.	
A liability is classified as current when -	
<ul style="list-style-type: none"> - it expects to settle the liability in its normal operating cycle; - it holds the liability primarily for the purpose of trading; - the liability is due to be settled within twelve months after the reporting period; or - it does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. 	
Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.	
All other liabilities are classified as non-current	
The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. The Group	

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

3. Principles of consolidation:

The consolidated financial statements relate to Rane Holdings Limited (referred as "the Company" or "the Holding Company"), its subsidiary companies (collectively referred to as "the Group") and the Group's share of profit / (loss) in its joint venture / associate entities.

The Financial statements of the subsidiaries and joint venture / associate entities used in the consolidation are drawn up to the same reporting date as that of the holding company i.e. March 31 2025.

4. Basis of consolidation

a. Subsidiaries

Subsidiaries are entities over which the Group has control. The Group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group consolidates the financial statements of the parent and its subsidiaries on a line by line basis, adding together like items of assets, liabilities, income and expenses. Intra-group transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment.

b. Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition. Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

c. Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in profit and loss.

d. Equity accounted investees

The Group's interests in equity accounted investees comprise interests in joint venture / associate entities.

Interests in joint venture / associate entities are accounted for using the equity method. They are initially recognised at cost which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit and loss and OCI of equity-accounted investees until the date on which significant influence or joint control ceases.

e. Business combination

In accordance with Ind AS 103, the Group accounts for business combinations using the acquisition method when control is transferred to the Group. The consideration transferred for the business combination is generally measured at fair value as at the date the control is acquired (acquisition date), as are the net identifiable assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in OCI and accumulated in equity as capital reserve if there exists clear evidence of the underlying reasons for classifying the business combination as resulting in a bargain purchase; otherwise the gain is recognised directly in equity as capital reserve. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships with the acquiree. Such amounts are generally recognised in profit or loss. Any contingent consideration

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured subsequently and settlement is accounted for within equity. Other contingent consideration is remeasured at fair value at each reporting date and changes in the fair value of the contingent consideration are recognised in profit or loss.

5. Use of estimates and Judgements

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in India requires the management to make judgements, estimates and assumptions as considered in the reported amount of assets and liabilities as of the Balance Sheet date, reported amount of revenues and expenses for the year and disclosure of contingent liabilities as of the Balance Sheet date. These estimates, judgement and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about the assumptions and estimates may result in outcomes requiring a material adjustment to the carrying amount of assets or liabilities in future periods.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

5.1 Judgements

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognized in the consolidated financial statements is included in the following notes;

- Note 6 - Impairment testing for goodwill & Note 5 and 44- Right-of-use assets and lease liabilities

5.2 Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties at the reporting date that have

a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next financial year is included in the following notes:

- (a) Measurement of defined benefit obligations, key actuarial assumptions - Note 39
- (b) Measurement and likelihood of occurrence of provisions and contingencies - Notes 25 and 42
- (c) Recognition of deferred tax assets/liabilities - Note 16
- (d) Fair value of financial instruments through profit and loss account - Note 10
- (e) Useful life and impairment of Tangible, Intangible assets and goodwill - Note 3, 6 and 7
- (f) Measurement of Lease liabilities and Right of Use Asset (ROUA) - Notes 5 and 44
- (g) Impairment on financial assets - Note 48

6. Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. The Group has an established control framework with respect to the measurement of fair values.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

7. Financial Instruments

i. Initial recognition

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (except trade receivables and contract asset) or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. Trade receivables are measured at transaction price as per Ind AS 115.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVOCI - debt investment;
- Fair value through OCI - equity investment; or
- Fair value through profit and loss

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI - equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets - Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

- how the performance of the portfolio is evaluated and reported to the Company's management
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed
- how managers of the business are compensated - e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest, which may include reasonable compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit and loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit and loss. Any gain or loss on derecognition is recognised in profit and loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognised in profit and loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit and loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognised as income in profit and loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are not reclassified to profit and loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit and loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit and loss. Any gain or loss on derecognition is also recognised in profit and loss.

iii. Derecognition

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on

its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit and loss.

iv. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

v. Derivative Financial instruments and Hedge Accounting

The Group holds derivative financial instruments to hedge its foreign currency and interest rate risk exposure. Derivatives are initially measured at fair value.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

Subsequent to initial recognition, derivatives are measured at fair value and changes therein are generally recognised in profit and loss.

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the other equity under 'effective portion of cash flow hedges'. The effective portion of changes in the fair value of the derivative that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognised immediately in profit and loss.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in other equity remains there until, for a hedge of a transaction resulting in recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to profit and loss in the same period or periods as the hedged expected future cash flows affect profit and loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to profit and loss.

8. Property, plant and equipment

Items of property, plant and equipment are carried at cost, which includes capitalised borrowing costs, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises its purchase price net of any trade discounts and rebates, including any import duties and other taxes (other than those subsequently recoverable from the tax authorities) and any directly attributable expenditure on making the asset ready for its intended use. Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property, plant and equipment.

Capital work-in-progress: Assets which are not yet ready for their intended use are carried at cost comprising direct cost, related incidental expenses and attributable interest (in case of qualifying assets).

Depreciation on property, plant and equipment has been provided on the straight-line method on the basis of estimated useful life determined based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc. The useful lives of the assets are as below:

Asset	Management estimate of useful life (in years)	Useful life as per Schedule II (in years)
Buildings (other than factory building)	30-60 Years	60 Years
Factory buildings	30 years	30 years
Plant and equipment	1-15 years	15 years
Vehicles	4-5 years	8 years
Furniture and fixtures	5 years	10 years
Office equipment (other than computers)	3 years	5 years
Computers, servers and network	3 to 6 years	3 to 6 years

Freehold land is not depreciated. Leasehold improvements has been depreciated over the lease period or five years whichever is lower.

Depreciation method, useful lives and residual values are reviewed at the end of each financial year.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

On property, plant and equipment added/disposed off during the year, depreciation is provided from / (upto) the month on which the asset is ready for use/(disposed off). Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit and loss.

9. Goodwill

Goodwill arising on the acquisition of a subsidiary represents the excess of the consideration transferred in the business combination over the Group's interest in the net fair value of the identifiable assets acquired, liabilities assumed at the date of acquisition. Goodwill is initially recognised as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. Goodwill is not amortised.

10. Intangible assets

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes (other than those subsequently recoverable from the tax authorities) and any directly attributable expenditure on making the asset ready for its intended use and net of any trade discounts and rebates. Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit and loss as incurred. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit and loss in which the expenditure is incurred. The amortisation expense on intangible assets is recognised in the statement of profit and loss. An intangible asset is derecognised on disposal or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its intangible assets recognised as at 1 April 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such intangible assets.

Intangible assets are amortised using straight-line method over their estimated useful life as follows:

Asset	Useful life
Software	5 years or license period whichever is lower
Technical know how	3 years
Customer relationships	5 years
Customer contracts	5 years

11. Non-current assets held for sale

Non-current assets are classified as held for sale if it is highly probable that they will be recovered primarily through sale in its present condition rather than through continuing use and are measured at the lower of carrying amount and fair value less costs to sell.

Once classified as held-for-sale, property, plant and equipment, intangible assets and investment properties are no longer depreciated or amortised.

12. Impairment

i. Impairment of financial instruments

The Group recognises loss allowances for expected credit losses on financial assets measured at amortised cost.

At each reporting date, the Group assesses whether financial assets carried at amortised cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

The Group measures loss allowances at an amount equal to lifetime expected credit losses, except for debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

Loss allowances for trade receivables are measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are credit losses that result from all possible default events over expected life of financial instrument. The Group follows the simplified approach permitted by Ind AS 109 Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Group to track changes in credit risk. The Group calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

The maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group considers a financial asset to be in default when:

- the recipient is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 180/270 days past due for domestic/ export receivables.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash

shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowance is charged to profit and loss and is recognised in OCI.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

ii. Impairment of property, plant and equipment and intangible assets including goodwill

At the end of each reporting period, the group reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Goodwill and intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. For the purpose of impairment testing, goodwill is allocated to each of the

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(All amounts are in INR lakhs unless otherwise stated)

Group's cash-generating units or groups of cash-generating units that are expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit's value may be impaired.

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the statement of profit and loss.

If the recoverable amount of the cash-generating unit is less than the carrying value of the unit, the impairment loss is allocated first to reduce the carrying value of any goodwill allocated to the unit and then to the other assets of the unit in proportion to the carrying value of each asset in the unit.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss. An impairment loss in respect of goodwill is not subsequently reversed.

13. Borrowings and borrowing costs

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the statement of profit and loss over the period of the borrowings using the effective interest rate method. Borrowings are

classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit and loss in the period in which they are incurred.

14. Leases

The Group's lease asset classes primarily consist of leases for land, buildings, plant and equipment, office equipment, vehicles etc. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the group assesses whether: (i) the contract involves the use of an identified asset (ii) the group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an expense on a straight-line basis over the term of the lease.

ROU assets and lease liabilities are measured based on lease term that includes periods covered by an option to extend the lease when

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it is reasonably certain that they will be exercised and periods covered by an option to terminate the lease when it is reasonably certain that they will not be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the group changes its assessment if whether it will exercise an extension or a termination option.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional

renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early."

Lease liability and ROU asset have been separately presented and lease payments have been classified as financing cash flows.

15. Inventories

Inventories are valued at the lower of cost on weighted average basis and estimated net realisable value (net of allowances) after providing for obsolescence and other losses, where considered necessary. The cost comprises of cost of purchase, cost of conversion and other costs including appropriate production overheads in the case of finished goods and work-in-progress, incurred in bringing such inventories to their present location and condition. Trade discounts or rebates are deducted in determining the costs of purchase. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

The net realisable value of work-in-progress is determined with reference to the selling prices of related finished products.

The comparison of cost and net realisable value is made on an item-by-item basis.

16. Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

16.1 Cash flow statement

Cash flows from operating activities are reported using the indirect method, whereby profit / (loss) is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash

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flows from operating, investing and financing activities of the Group are segregated.

17. Foreign currency

(i) Transactions and balances

In preparing the consolidated financial statements, transactions in currencies other than the entity's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. As at the reporting date, non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. All non-monetary items which are carried at fair value or other similar valuation denominated in a foreign currency are reported using the exchange rates that existed when the values were determined. All monetary assets and liabilities in foreign currency are translated into the functional currency at the exchange rate at the reporting date.

Exchange differences are recognised in profit and loss, except exchange differences arising from the translation of the following items which are recognised in OCI:

- equity investments at fair value through OCI (FVOCI);
- qualifying cash flow hedges to the extent that the hedges are effective.

(ii) Foreign operations

The assets and liabilities of foreign subsidiaries including goodwill and fair value adjustments arising on acquisition, are translated into INR, the functional currency of the Group, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

18. Revenue recognition

The Group derives revenues primarily from sale of auto components for the transportation industry. Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties.

Revenue is recognized upon transfer of control of promised products or services to customers (i.e. when products are delivered to customers or when delivered to a carrier, as the case may be) at

an amount that reflects the consideration that the Group expects to receive in exchange for those products or services. Revenue is reduced for estimated discounts and other similar allowances.

The Group accounts for volume discounts and pricing incentives to customers as a reduction of revenue based on the rateable allocation of the discounts/ incentives to each of the underlying performance obligation that corresponds to the progress by the customer towards earning the discount/ incentive. Also, when the level of discount/pricing incentives varies with increases in levels of revenue transactions, the Group recognizes the liability based on its estimate of the customer's future purchases. If it is probable that the criteria for the discount will not be met, or if the amount thereof cannot be estimated reliably, then discount/pricing incentives is not recognized until the payment is probable and the amount can be estimated reliably. The Group recognizes changes in the estimated amount of obligations for discounts/pricing incentives in the period in which the change occurs.

For contracts that permit the customer to return an item, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. Therefore, the amount of revenue recognised is adjusted for expected returns, which are estimated based on the historical data. In these circumstances, a refund liability and a right to recover returned goods asset are recognised.

The refund liability is included in other current liabilities and the right to recover returned goods is included in inventory.

Revenue from services has been recognised as and when the service has been performed.

Other income

Interest income is recognised using the effective interest method. The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to:

- the gross carrying amount of the financial asset; or
- the amortised cost of the financial liability.

Dividend income from investments is recognised when the shareholder's right to receive payment has been established.

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19. Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received. Such grants are valued at fair value at the initial recognition.

Government grants are recognised in profit and loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the balance sheet and transferred to profit and loss on a systematic basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit and loss in the period in which they become receivable.

20. Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Other Long term employee benefits

Compensated absences

Accumulated compensated absences, which are expected to be availed or encashed within 12 months from the end of the year are treated as short term employee benefits. Those that are expected to be encashed after 12 months from the end of the year are treated as other long-term employee benefits. The obligation towards the same is measured at the expected cost of accumulating compensated absences as the additional amount expected to be paid as a result of the unused entitlement as at the year end. The obligation is measured on the basis of an annual independent actuarial valuation using the

projected unit credit method. Remeasurements gains or losses are recognised in profit and loss in the period in which they arise.

Defined contribution plans

Provident fund

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit and loss in the periods during which the related services are rendered by employees.

Superannuation fund

This is a defined contribution plan, where a portion of the eligible employees' salary, as per the choice exercised by the respective employees, is contributed towards superannuation fund administered by the Trustees and managed by Life Insurance Corporation of India (LIC). There are no further obligations for future superannuation benefits other than the annual contributions which is recognized as expense as and when due.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and

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losses and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit and loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in statement of profit and loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

21. Expenditure on Corporate Social Responsibility (CSR)

The Group accounts the expenditure incurred towards Corporate Social Responsibility as required under the Act as a charge to the statement of profit and loss account. As at the balance sheet date, an asset / liability is recognized for the difference between the amount spent and the amount required to be spent as per the provisions of the Act.

22. Research & development expenditure

Expenditure on research is recognized as an expense when it is incurred. Expenditure on development which does not meet the criteria for recognition as an intangible asset is recognized as an expense when it is incurred.

Items of property, plant and equipment and acquired intangible assets utilised for Research and Development are capitalized and depreciated in accordance with the policies stated for property, plant and equipment and intangible assets.

23. Provisions and contingent liabilities

Provisions: Provisions are recognised when there is a present obligation as result of a past event, it is probable that an outflow of resources embodying

economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date and are not discounted to its present value unless the effect of time value of money is material. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent Liabilities: Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Contingent assets: The company does not recognise contingent assets.

Onerous contract: A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under the contract and an allocation of other costs directly related to fulfilling the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

Provisions for warranty: The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise - being typically upto two years. The group accounts for the provision for warranty on the basis of the information available with the Management duly

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taking into account the current and past technical estimates.

24. Taxation

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or an item recognised directly in equity or in other comprehensive income.

a. Current tax:

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

b. Deferred tax:

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit and loss at the time of the transaction;
- temporary differences related to investments in subsidiaries and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits

will be available against which they can be used. Deferred tax assets - unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

25. Financial guarantee contracts

Group as a beneficiary: Financial guarantee contracts involving the Group as a beneficiary are accounted as per Ind-As 109. The Group assesses whether the financial guarantee is a separate unit of account (a separate component of the overall arrangement) and recognises a liability as may be applicable Group as a guarantor: The Group on a case to case basis elects to account for financial guarantee contracts as a financial instrument or as an insurance contract, as specified in Ind AS 109 on Financial Instruments and Ind AS 117 on Insurance Contracts, respectively. Wherever the Group has regarded its financial guarantee contracts as insurance contracts, at the end of each reporting period the Group performs a liability adequacy test, (i.e. it assesses the likelihood of a pay-out based on current undiscounted estimates of future cashflows), and any deficiency is recognised in profit or loss.

Where they are treated as a financial instrument, the financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of less allowance determined as per

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impairment requirements of Ind AS 109 and the amount recognised less, when appropriate, the cumulative amount of income recognised in accordance with the principles of Ind AS 115."

26. Earnings per share

Basic earnings per share is computed by dividing the profit after tax (including the post tax effect of exceptional items, if any) by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the profit after tax (including the post tax effect of exceptional items, if any) as adjusted for dividend, interest and other charges to expense or income relating to the additional dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date. The dilutive potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. average market value of the outstanding shares). Dilutive potential equity shares are determined independently for each period presented.

27. Dividend

The final dividend on shares is recorded as a liability on the date of approval by the shareholders and interim dividends are recorded as a liability on the date of declaration by the Board of Directors.

28. Segment reporting

The Group is engaged in the activities related to manufacture and supply of components for transportation industry. The Chief Operating Decision Maker (Board of Directors) review the operating results of the Group as a whole for purposes of making decisions about resources to be allocated and assess its performance, the entire operations are to be classified as a single segment, namely components for transportation industry.

29. Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS 117 Insurance Contracts and amendments to Ind AS 116 -Leases, relating to sale and leaseback transactions, applicable to the Group w.e.f. April 1, 2024. The Group has reviewed the new pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

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3. Property, plant and equipment

Particulars	Freehold land	Leasehold land improvement	Buildings	Plant and equipment	Furniture and Fixtures	Office Equipment	Vehicles	Total
Gross carrying amount								
Balance at April 01, 2023	11,225		751	21,660	1,21,219	1,197	3,855	427
Additions	-		1,685	16,207	106	561	70	18,629
Disposals	(3,953)		(5)	(686)	(36)	(39)	(9)	(4,728)
Deregonition of Asset on account of Disposal of step-down subsidiary	-		(807)	-	(21,351)	-	(328)	- (22,486)
Exchange differences on translation of foreign operations	-		56	(1)	36	-	4	- 95
Balance at March 31, 2024	7,272		-	23,339	1,15,425	1,267	4,053	488
Additions	-		1,280	14,300	130	819	10	16,539
Disposals	-		-	(3,754)	(9)	(117)	(43)	(3,923)
Acquisition through business combination (refer Note 49)	13,131		-	4,398	48,513	287	1,844	100
Asset held for sale	(2,613)		-	-	-	-	-	- (2,613)
Balance at March 31, 2025	17,790		-	29,017	1,74,484	1,675	6,599	555
Accumulated depreciation and impairment losses								
Balance at April 01, 2023	-		242	5,377	72,744	908	3,045	276
Depreciation expense	-		17	926	11,398	136	489	51
Disposals	-		-	(1)	(573)	(36)	(38)	(8) (656)
Deregonition of Asset on account of Disposal of step-down subsidiary	-		(262)	-	(12,160)	-	(282)	- (12,704)
Exchange differences on translation of foreign operations	-		3	(1)	1	-	-	3
Balance at March 31, 2024	-		-	6,301	71,410	1,008	3,214	319
Depreciation expense	-		-	1,124	13,440	132	803	68
Disposals	-		-	-	(953)	(9)	(112)	(43) (1,117)
Acquisition through business combination (refer Note 49)	-		-	1,996	30,563	207	1,087	38
Balance at March 31, 2025	-		-	9,421	1,14,460	1,338	4,992	382
Net carrying amount								
As at March 31, 2024	7,272		-	17,038	44,015	259	839	169
As at March 31, 2025	17,790		-	19,596	60,024	337	1,607	172

Note:

3.1. For property, plant and equipment provided as security against borrowings, Refer note 23.

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- 3.2. All title deeds of immovable properties are held in the name of the Group companies.

In respect of Rane (Madras) Limited, subsidiary company, certain title deeds of immovable properties are held in the name of the erstwhile Rane Engine Valve Limited and Rane Brake Lining Limited which have since merged with the said company.

Title deeds for a part of an immovable property in nature of land and building thereon situated at Telangana (measuring 12.79 acres), with aggregate gross carrying values of ₹350 lakhs approximately, are disputed by The State of Telangana for which the erstwhile Rane Brake Lining Limited and Rane Engine Valve Limited (both merged with RML) have filed a writ petition with the Honourable High Court of Telangana and obtained an interim stay.

- 3.3. The Group does not have any Benami property.

- 3.4. The Group has not revalued its property, plant and equipment.

- 3.5 Pursuant to the in-principle approval from Board of Directors obtained after the year ended March 31, 2025, RML seeks to monetize certain surplus non-core land parcels for reducing its debt and liabilities after obtaining requisite shareholders approvals in financial year 2025-26.

- 3.6 Pursuant to the decision taken by the Board of Directors of RSSL in the meeting held on January 28, 2025, as part of its strategy for monetization of non-core assets, RSSL has re-classified one of its land parcels amounting to ₹2,613 Lakhs to "Non-Current Assets held for Sale" as at March 31, 2025. No adjustment to the carrying amount is considered necessary, as the fair value less costs to sell exceeds the carrying amount. The sale transaction has been concluded subsequent to the year end.

4. Capital work-in-progress

Particulars	As at March 31, 2025	As at March 31, 2024
Capital work-in-progress ('CWIP')	10,868	4,534

Ageing schedule of CWIP balances:

As at March 31, 2025

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	9,262	1,557	49	-	10,868
Projects temporarily suspended	-	-	-	-	-

As at March 31, 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	4,379	155	-	-	4,534
Projects temporarily suspended	-	-	-	-	-

The Group does not have any CWIP that has exceeded its cost compared to its original plan. CWIP includes certain projects whose completion is overdue. Expected completion schedule of such projects are as follows:

As at March 31, 2025

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress					
Capacity enhancement project	1,047	-	-	-	1,047
Others	216	-	-	-	216

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As at March 31, 2024

Particulars	To be completed in				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress					
Capacity enhancement project	121	-	-	-	121
Others	794	8	-	-	802

4.1 Refer note 42.b for Capital Commitments

5. Right-of-use assets

Particulars	Land	Buildings	Plant and Equipment	Office Equipment	Vehicles	Others	Total
Gross carrying amount							
Balance at April 01, 2023	536	497	533	334	313	18	2,231
Additions	-	2,218	79	1	191	-	2,489
Disposals	-	-	-	(219)	(29)	-	(248)
Derecognition of Asset	-	-	(613)	(115)	-	-	(728)
Exchange differences on translation of foreign operations	-	-	1	1	-	-	2
Balance at March 31, 2024	536	2,715	-	2	475	18	3,746
Additions	-	7	2,626	1	119	-	2,753
Disposals	-	(253)	-	0	(17)	-	(270)
Acquisition through business combination (refer Note 49)	-	2,499	239	-	-	-	2,738
Exchange differences on translation of foreign operations	42	-	-	-	-	-	42
Balance at March 31, 2025	578	4,968	2,865	3	577	18	9,009
Accumulated depreciation and impairment							
Balance at April 01, 2023	69	199	187	292	235	10	992
Depreciation expense	20	221	47	16	69	2	375
Disposals	-	-	-	(212)	(28)	-	(240)
Derecognition of Asset	-	-	(235)	(95)	-	-	(330)
Exchange differences on translation of foreign operations	-	-	1	1	-	-	2
Balance at March 31, 2024	89	420	-	2	276	12	799
Depreciation expense	20	577	183	-	71	2	853
Disposals	-	(252)	-	-	(12)	-	(264)
Acquisition through business combination (refer Note 49)	-	1,340	52	-	-	-	1,392
Exchange differences on translation of foreign operations	-	-	-	-	-	-	-
Balance at March 31, 2025	109	2,085	235	3	335	14	2,779
Net carrying amount							
As at March 31, 2024	447	2,295	-	-	199	6	2,947
As at March 31, 2025	469	2,884	2,630	-	243	4	6,230

5.1 Also refer note 44 for additional information about leases

5.2 The Group has not revalued its right-of-use assets

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(All amounts are in INR lakhs unless otherwise stated)

6. Goodwill

Particulars	As at March 31, 2025	As at March 31, 2024
Cost	6,891	6,891
Accumulated impairment loss	-	-
Total	6,891	6,891

Particulars	Amount
Cost	
Balance at April 01, 2023	7,093
Additions through business combinations	-
Disposals	(202)
Balance at March 31, 2024	6,891
Additions	-
Disposals	-
Balance at March 31, 2025	6,891
Accumulated impairment loss	
Balance at April 01, 2023	
Impairment loss	-
Disposals	-
Balance at March 31, 2024	
Impairment loss	-
Disposals	-
Balance at March 31, 2025	-
Net carrying amount	
As at March 31, 2024	6,891
As at March 31, 2025	6,891

6.1. Impairment tests for goodwill

For impairment testing the carrying amount of goodwill was allocated as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Rane (Madras) Limited ('RML')	6,889	2,901
Rane Engine Valve Limited ('REVL') (refer note 49)	-	3,874
Rane Brake Lining Limited ('RBL') (refer note 49)	-	114
Rane Holdings Europe GmbH	2	2
Total	6,891	6,891

The Group tests whether goodwill has suffered any impairment loss on an annual basis. The recoverable amount of the Cash Generating Unit (CGU) is determined based on fair value less costs to sell in respect of goodwill allocated to CGUs represented by the quoted market prices of the underlying listed investments (being RML, REVL, RBL) using Level 1 inputs. The key level 1 input is the closing market value of each of these CGUs. Pursuant to the merger of RBL and REVL with RML, the goodwill allocated to RML encompasses that which relates to the Brakes component business and Engine Valve component business. Further RML has evaluated impairment for the identified CGUs and concluded that no impairment loss exists at any CGU.

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7. Other intangible assets

Particulars	Software	Technical know-how	Customer relationship	Customer contracts	Total
Gross carrying amount					
Balance at April 01, 2023	2,759	440	58	367	3,624
Additions	264	-	-	-	264
Disposals	-	-	-	-	-
Balance at March 31, 2024	3,023	440	58	367	3,888
Additions	463	-	-	-	463
Recognition on acquisition of subsidiary	1,275	297	-	-	1,572
Disposals	(1)	-	-	-	(1)
Balance at March 31, 2025	4,760	737	58	367	5,922
Accumulated amortisation					
Balance at April 01, 2023	2,361	440	57	270	3,128
Amortisation expense	211	-	-	97	308
Disposals	-	-	-	-	-
Balance at March 31, 2024	2,572	440	57	367	3,436
Amortisation expense	425	-	-	-	425
Recognition on acquisition of subsidiary	428	296	-	-	724
Disposals	(1)	-	-	-	(1)
Balance at March 31, 2025	3,424	736	57	367	4,584
Net carrying amount					
As at March 31, 2024	451	-	1	-	452
As at March 31, 2025	1,336	1	1	-	1,338

7.1. The Group has not revalued its other intangible assets.

8 Intangible assets under development

Particulars	As at March 31, 2025	As at March 31, 2024
Intangible assets under development	2,265	-

Ageing schedule of intangible assets under development

As at March 31, 2025

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	2,265	-	-	-	2,265
Projects temporarily suspended	-	-	-	-	-

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As at March 31, 2024

Particulars	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

8.1 The Group does not have any intangible assets under development which is overdue or exceeded its cost compared to its original plan and hence intangible assets under development completion schedule is not applicable

8.2 Refer note 42.b for Capital Commitments

9. Investments accounted for using equity method

Particulars	As at March 31, 2025	As at March 31, 2024
ZF Rane Automotive India Private Limited	28,817	27,975
[42,81,740 (March 31, 2024: 42,81,740) shares of ₹10 each]		
Rane Steering Systems Private Limited (formerly known as Rane NSK Steering Systems Private Limited)	-	1,717
[Nil (March 31, 2024: 87,71,000) shares of ₹10 each]		
	28,817	29,692

ZF Rane Automotive India Private Limited is equity accounted investments in which the group has 49% ownership (March 31, 2024: 49%).

During the year ended March 31, 2025, pursuant to a Share Purchase Agreement, Rane Holdings Limited ('RHL') acquired the remaining stake of 51% held by NSK Japan (joint venture partner) in Rane Steering Systems Private Limited (RSSL) (formerly known as Rane NSK Steering Systems Private Limited), and accordingly, RNSS became a wholly owned subsidiary of RHL effective from September 19, 2024. The financial results of RSSL (hitherto accounted by RHL as an equity accounted investee) have been consolidated by RHL on a line by line basis effective September 19, 2024. (Refer note 49)

The investment in these entities are accounted as follows:

The results of these entities are incorporated in these consolidated financial statements using the equity method of accounting. Under the equity method, investments in joint venture / associate entities are initially recognised in the consolidated balance sheet at cost and adjusted thereafter to recognise the Group's share of profit or loss and other comprehensive income of the entities investments. Distributions received from such entities are reduced from the carrying amount of the investments.

The following table summarises the financial information of the joint venture / associate entities and the carrying amount of group's interest in such entities:

Particulars	31-Mar-25		31-Mar-24	
	ZF Rane Automotive India Private Limited - (ZRAI)	Rane Steering Systems Private Limited - (formerly known as RNSS)	ZF Rane Automotive India Private Limited - (ZRAI)	Rane Steering Systems Private Limited - (formerly known as RNSS)
Percentage ownership interest	49%		49%	49%
Non-current assets	80,251	-	72,947	33,324
Current assets	1,03,294	-	86,010	34,190
Non-current liabilities	(31,077)	-	(28,883)	(1,132)
Current liabilities	(97,739)	-	(77,061)	(65,051)

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Particulars	31-Mar-25		31-Mar-24	
	ZF Rane Automotive India Private Limited - (ZRAI)	Rane Steering Systems Private Limited - (formerly known as RNSS)	ZF Rane Automotive India Private Limited - (ZRAI)	Rane Steering Systems Private Limited - (formerly known as RNSS)
Net assets	54,729	-	53,013	1,331
Group's share of net assets	26,818	-	25,976	652
Add: Goodwill	1,999		1,999	1,065
Carrying amount of interest in joint venture / associate entities	28,817	-	27,975	1,717
The above amounts of assets and liabilities include the following:				
Cash and cash equivalents	3,620	-	3,800	35
Current financial liabilities (excluding trade and other payables and provisions)	46,593	-	39,006	34,229
Non-current financial liabilities (excluding, deferred tax, trade and other payables and provisions)	29,481	-	27,596	402
Particulars	31-Mar-25		31-Mar-24	
	ZF Rane Automotive India Private Limited - (ZRAI)	Rane Steering Systems Private Limited - (formerly known as RNSS)	ZF Rane Automotive India Private Limited - (ZRAI)	Rane Steering Systems Private Limited - (formerly known as RNSS)
Percentage ownership interest	49%	49%	49%	49%
Revenue	2,40,680	78,105	2,13,495	1,71,873
Interest income	911	53	45	8
Finance costs	5,220	1,651	2,737	3,252
Depreciation and amortisation expenses	8,395	2,426	6,428	5,226
Income tax expense	3,637	(802)	3,476	(1,560)
Profit / (loss) for the year	9,151	(1,956)	10,684	1,048
Other comprehensive income / (loss)	(114)	(28)	(156)	(49)
Total comprehensive income	9,037	(1,984)	10,528	999
Group's share of profit / (loss) for the year	4,484	(958)	5,234	513
Group's share of other comprehensive income	(56)	(14)	(76)	(25)
Group's share of total comprehensive income	4,428	(972)	5,158	488

Note 9.1: The Group received dividend amounting to ₹3,586 Lakhs (March 31, 2024: ₹3,297 Lakhs) from ZRAI

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Note 9.2: Details of RSSL represents transaction for the period from April 01, 2024 to September 18, 2024.

Commitments and contingent liabilities in respect of joint venture / associate entities

Particulars	31-Mar-25		31-Mar-24	
	ZF Rane Automotive India Private Limited - (ZRAI)	Rane Steering Systems Private Limited - (formerly known as RNSS)	ZF Rane Automotive India Private Limited- (ZRAI)	Rane Steering Systems Private Limited - (formerly known as RNSS)
Commitments				
Share of capital commitment	1,814	-	1,979	294
Contingent liabilities				
Share of contingent liabilities	832	-	1,451	704

Note 9.3: Share of profit / (loss) of RSSL includes an income of Rs. 445 Lakhs (exceptional item) for the year ended March 31, 2024, in relation to sale of the scrapped parts arising out of warranty claims recorded in earlier years.

10. Non-current investments

Particulars	As at March 31, 2025	As at March 31, 2024
Unquoted investments:		
a. Investments in equity shares carried at amortised cost		
AMP Energy C&I Eight Private Limited	19	19
[1,92,500 (March 31, 2024: 1,92,500) shares of ₹10 each]		
Atria Wind (Kadambur) Private Limited	155	155
[5,11,000 (March 31, 2024: 5,11,000) shares of ₹10 each]		
Clean Wind Power (Manvi) Private Limited	4	4
[43,200 (March 31, 2024: 43,200) shares of ₹10 each]		
Capsol Energy Private Limited	225	210
[22,50,000 (March 31, 2024: 21,00,000) shares of ₹10 each]		
CWRE Wind Power Private Limited	0*	0*
[947 (March 31, 2024: 947) shares of ₹10 each]		
Shree MTK Textiles Private Limited	310	282
[9,720 (March 31, 2024: 8,820) shares of ₹100 each]		
b. Investments in equity (designated as FVOCI)		
AutoTech Fund I, L.P (refer note 10.1)	3,032	3,233
eTrans Solutions Private Limited (refer note 10.1)	880	865
	4,625	4,768
Aggregate value of unquoted investments	4,625	4,768
Aggregate amount of impairment in value of investments (included in the above)	-	-

* represents amount less than ₹0.5 Lakhs

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10.1. Investments in Equity instruments at FVOCI:

The Group designated the investments shown below as equity investments at FVOCI because these equity instruments represent investments that the Group intends to hold for long-term for strategic purposes.

Particulars	Fair value at March 31, 2025	Dividend recognised during the year 2024-25	Fair value at March 31, 2024	Dividend recognised during the year 2023-24
Investment in AutoTech Fund I, L.P ("AutoTech")	3,032	-	3,233	-
eTrans Solutions Private Limited	880	17	865	-

During the year ended March 31, 2025, the Company had invested an amount of ₹193 Lakhs (₹83 Lakhs during the year ended March 31, 2024) in AutoTech towards its share of capital contribution as one of the limited partners in the fund. The company has receivable/received an amount of ₹782 Lakhs (₹47 Lakhs during the year ended March 31, 2024) from AutoTech towards its share of distribution of capital arising as a result of sale of investments held by AutoTech in some of the portfolio companies. The said amount has been reduced from the carrying value of investments.

11. Current investments

Particulars	As at March 31, 2025			As at March 31, 2024		
	NAV per Unit (in ₹)	Quantity (in numbers)	Amount	NAV per Unit (in ₹)	Quantity (in numbers)	Amount
Unquoted investments						
Investment in mutual fund - mandatorily measured at FVTPL						
- Nippon India Liquid Fund - Growth	6,269	5,544	348	5,844	20,871	1,220
- SBI Liquid Fund Regular - Growth plan	4,016	6,955	279	3,746	16,949	635
- Aditya Birla Sun Life Liquid Fund - Growth	414	6,77,181	2,803	386	2,51,224	969
Total			3,430			2,823
Aggregate value of unquoted investments			3,430			2,823
Aggregate amount of impairment in value of investments (included in the above)			-			-

12. Loans

Particulars	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
(Unsecured and considered good, unless otherwise stated)				
Loans to employees	-	-	127	9
Total	-	-	127	9

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The Group's exposure to credit risk and market risk are disclosed in note 48. There are no loans or advances in the nature of loans granted and given to promoters, directors, key managerial personnel and related parties, either severally or jointly with any other person.

13. Other financial assets

Particulars	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
(Unsecured and considered good, unless otherwise stated)				
Security and other deposits	2,421	1,743	72	6
Interest receivable	-	-	-	112
Claims receivable, deferred consideration amongst others	-	-	22	1,263
Tooling related receivables	-	-	2,172	1,517
Derivative assets	-	-	37	33
Export incentive receivables	-	-	824	135
Rebate of GST on exports receivable	-	-	9	168
Other receivable	-	-	881	46
Total	2,421	1,743	4,017	3,280

Note:

13.1 The Group's exposure to credit risk and market risk are disclosed in note 48.

14. Income tax assets, net

Particulars	Non-current	
	As at March 31, 2025	As at March 31, 2024
Advance Income-tax, net	5,857	5,103
Total	5,857	5,103

15 Other assets

Particulars	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
(Unsecured and considered good, unless otherwise stated)				
Prepaid expenses	817	759	2,313	2,003
Capital advances	3,430	2,583	-	-
Balance with statutory/government authorities	680	638	4,652	3,795
Advances to suppliers	-	-	2,196	1,949
Prepayment against leasehold land	76	-	-	-
Advances to employees	-	-	134	134
Export entitlements	-	-	60	123
Others	-	-	200	396

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Particulars	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Unsecured and considered doubtful:				
Capital advances	-	20	149	-
Balance with statutory/government authorities	-	27	-	-
Provision for doubtful advances / balance with statutory/government authorities	-	(47)	(149)	-
Total	5,003	3,980	9,555	8,400

16. Deferred tax assets / (liabilities)

Particulars	As at March 31, 2025	As at March 31, 2024
Deferred tax assets, net	11,036	14,183
Deferred tax liabilities, net	(1,895)	(177)

Movement in deferred tax assets, net for the year ended March 31, 2025

Particulars	As at April 01, 2024	Recognised in profit and loss during 2024-2025	Recognised in OCI during 2024-2025*	Other adjustments during 2024-2025	As at March 31, 2025
Deferred tax assets					
Employee benefits / Expenses deductible on payment basis	1,209	1,154	(95)	134	2,402
MAT credit	592	(592)	-	-	-
Loss allowance on trade receivables	122	108	-	(108)	122
Property, plant and equipment	702	686	-	(37)	1,351
Others ^	11,558	(10,522)	(2)	6,128	7,162
Deferred tax assets	14,183	(9,167)	(97)	6,117	11,036

^ Includes deferred taxes in respect of allowable business loss/ expenditure

Other adjustments relates to deferred tax balances from acquisition of subsidiary during the year. Refer note 49.

Movement in deferred tax liabilities, net for the year ended March 31, 2025

Particulars	As at April 01, 2024	Recognised in profit and loss during 2024-2025	Recognised in OCI during 2024-2025*	Other adjustments during 2024-2025	As at March 31, 2025
Deferred tax assets / (liabilities)					
Employee benefits / Expenses deductible on payment basis	651	(651)	-	-	-

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Particulars	As at April 01, 2024	Recognised in profit and loss during 2024-2025	Recognised in OCI during 2024-2025*	Other adjustments during 2024-2025	As at March 31, 2025
Loss allowance on trade receivables	108	(108)	-	-	-
Fair valuation of financial instruments	(144)	-	88	56	-
Property, plant and equipment	(792)	16	-	776	-
Acquisition through business combination	-	287	-	(2,182)	(1,895)
Deferred tax liabilities	(177)	(456)	88	(1,350)	(1,895)

Movement in deferred tax assets, net for the year ended March 31, 2024

Particulars	As at April 01, 2023	Recognised in profit and loss during 2023-2024	Recognised in OCI during 2023-2024*	Other adjustments during 2023-2024	As at March 31, 2024
Deferred tax assets					
Employee benefits / Expenses deductible on payment basis	1,180	73	(17)	(27)	1,209
MAT credit	227	365	-	-	592
Tax losses carried forward	1,758	(607)	-	(154)	997
Loss allowance on trade receivables	125	38	-	(41)	122
Property, plant and equipment	218	501	-	(17)	702
Others	435	10,126	-	-	10,561
Deferred tax assets	3,943	10,496	(17)	(239)	14,183

Movement in deferred tax liabilities, net for the year ended March 31, 2024

Particulars	As at April 01, 2023	Recognised in profit and loss during 2023-2024	Recognised in OCI during 2023-2024*	Other adjustments during 2023-2024	As at March 31, 2024
Deferred tax assets					
Employee benefits / Expenses deductible on payment basis	663	(48)	36	-	651
Loss allowance on trade receivables	111	(3)	-	-	108
	774	(51)	36	-	759
Deferred tax liabilities					
Fair valuation of financial instruments	(396)	-	252	-	(144)
Property, plant and equipment	(747)	(45)	-	-	(792)
	(1,143)	(45)	252	-	(936)
Net deferred tax assets / (liabilities)	(369)	(96)	288	-	(177)

*Group's share of tax on other comprehensive income pertaining to Joint Venture / associate entities amounting to (₹26 Lakhs) (March 31 2024: (₹39 Lakhs)) not included in the above.

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Unrecognised deferred tax assets

There are no unrecognised deferred tax assets in respect of business losses.

Details for amount and expire of losses carried forward

Particulars	As at March 31, 2025		As at March 31, 2024	
	Amount	Expiry	Amount	Expiry
AY 2024-25	24,485	AY 2032-33	38,904	AY 2032-33

During the year ended March 31, 2025, erstwhile REVL and RSSL has elected to opt for the new tax regime under the Income Tax Act, 1961 with effect from FY 2023-24 resulting in an additional tax expense of ₹3,662 Lakhs (including ₹593 Lakhs on account of reversal of MAT credit) for the current year due to remeasurement of the deferred tax asset (net).

17. Inventories

Particulars	As at March 31, 2025		As at March 31, 2024	
	(valued at lower of cost and net realizable value)			
Raw materials and components [included goods-in-transit amounting to ₹3,720 (March 31, 2024: ₹1,634)]		21,642		14,374
Work-in-progress		5,542		5,430
Finished goods [included goods-in-transit amounting to ₹2,852 (March 31, 2024: ₹1,617)]		21,765		16,300
Stores and spares		5,394		5,769
Tooling Inventories		164		-
Stock-in-trade		713		262
Total		55,220		42,135

Note:

- 17.1. The cost of inventories recognised as an expense during the year is disclosed in Note 31, 32 and 33
- 17.2. The cost of inventories recognised as an expense in respect of write-down of inventory to net realisable value amounting to ₹949 Lakhs (March 31, 2024: ₹448 Lakhs)
- 17.3. For the carrying value of inventories pledged as securities for borrowings, refer note 23.

18. Trade receivables

Particulars	As at March 31, 2025		As at March 31, 2024	
	From others			
Trade receivables considered good - unsecured		94,484		61,423
Trade receivables - credit impaired		50		657
Less: Loss allowance (expected credit loss allowance)		(2,471)		(1,713)
Total		92,063		60,367

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The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience based on: a) Past trend of outstanding receivables over a rolling period of past 24 months and b) actual amount of outstanding receivables as on the reporting date.

Movement in loss allowance on trade receivables	As at March 31, 2025	As at March 31, 2024
At beginning of the year	1,713	1,430
Loss allowance for the year	889	1,919
Foreign exchange adjustment	-	(1,455)
Amount written off during the year	(131)	(23)
Derecognition of Financial Asset	-	(158)
At end of the year	2,471	1,713

Trade receivables ageing schedule - March 31, 2025

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	78,193	14,601	608	697	155	230	94,484
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables – credit impaired	49	1	-	-	-	-	50
(iv) Disputed Trade receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-
(vii) Amount not due	-	-	-	-	-	-	-
Sub-total	78,242	14,602	608	697	155	230	94,534
(viii) Unbilled revenue	-	-	-	-	-	-	-
Total	78,242	14,602	608	697	155	230	94,534

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Trade receivables ageing schedule - March 31, 2024

Particulars	Not due	Outstanding for following periods from due date of payment					Total
		Less than 6 months	6 months -1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	51,380	9,613	357	41	-	32	61,423
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables – credit impaired	26	206	114	114	60	137	657
(iv) Disputed Trade receivables – considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-
(vii) Amount not due	-	-	-	-	-	-	-
Sub-total	51,406	9,819	471	155	60	169	62,080
(viii) Unbilled revenue	-	-	-	-	-	-	-
Total	51,406	9,819	471	155	60	169	62,080

19 a.Cash and cash equivalents

Particulars	As at	
	March 31, 2025	March 31, 2024
Balance with banks in		
Current accounts	3,690	2,936
EEFC account	334	703
Cash on hand	10	5
Total	4,034	3,644

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(All amounts are in INR lakhs unless otherwise stated)

Reconciliation of cash and cash equivalents as per the cash flow statement to as per the Balance sheet

Particulars	As at March 31, 2025	As at March 31, 2024
Cash and cash equivalents as per Balance sheet	4,034	3,644
Effects of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies	(121)	(33)
Bank overdraft availed for cash management purposes	(1,030)	-
Cash and cash equivalents as per the cash flow statement	2,883	3,611

b. Bank balances other than cash and cash equivalents above

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks in earmarked accounts		
Unclaimed dividend	115	98
Lien marked deposits	47	-
Total bank balances other than cash and cash equivalents above	162	98

20. Equity share capital

Particulars	As at March 31, 2025	As at March 31, 2024
a. Authorised share capital:		
Equity shares:		
1,50,00,000 (March 31, 2024: 1,50,00,000) equity shares of ₹10 each	1,500	1,500
Preference shares:		
50,00,000 (March 31, 2024: 50,00,000) preference shares of ₹10 each	500	500
b. Issued and subscribed share capital:		
1,42,77,809 (March 31, 2024: 1,42,77,809) equity shares of ₹10 each fully paid-up	1,428	1,428

20.1 Reconciliation of shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2025		As at March 31, 2024	
	Number of shares	Amount	Number of shares	Amount
Equity shares of ₹10 each fully paid up				
At the commencement and end of the year	1,42,77,809	1,428	1,42,77,809	1,428

Rights, preferences and restrictions attached to equity shares

The Company has one class of equity share having a par value of ₹10 per share. Each holder of equity share is entitled to one vote per share. The Dividend when proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders, repayment of capital on liquidation will be in proportion to the number of equity shares held.

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20.2 Shares held by promoters at the end of the year

Promoter name	As at March 31, 2025			As at March 31, 2024		
	Number of shares held	% of total shares	% change during the year	Number of shares held	% of total shares	% change during the year
Raman T G G	14,84,056	10.39%	0%	14,84,056	10.39%	0%
Lakshman L (including joint holding with Pushpa Lakshman)	7,52,560	5.27%	0%	7,52,560	5.27%	0%
Ganesh L & Meenakshi Ganesh	7,19,096	5.04%	0%	7,19,096	5.04%	0%
Rathika R Sundaresan	6,25,066	4.38%	0%	6,25,066	4.38%	0%
Geetha Raman Subramanyam	6,25,065	4.38%	0%	6,25,065	4.38%	0%
Ranjini R Iyer	6,25,065	4.38%	0%	6,25,065	4.38%	0%
Meenakshi Ganesh & Ganesh L	3,05,430	2.14%	0%	3,05,430	2.14%	0%
Vanaja Aghoram	2,75,635	1.93%	0%	2,75,635	1.93%	0%
Lakshman L (HUF)	2,16,986	1.52%	0%	2,16,986	1.52%	0%
Pushpa Lakshman & Lakshman L	1,95,199	1.37%	0%	1,95,199	1.37%	0%
Ganesh L (HUF)	1,91,907	1.34%	0%	1,91,907	1.34%	0%
Shanthi Narayan (including joint holding with Subbaraman Narayan)	1,40,924	0.99%	(0.03)%	1,44,924	1.02%	0%
Harish Lakshman	1,43,367	1.00%	0.02%	1,39,817	0.98%	0%
Aditya Ganesh	1,14,281	0.80%	0%	1,14,281	0.80%	0%
Aparna Ganesh	68,511	0.48%	0%	68,511	0.48%	0%
Rama R Krishnan	61,452	0.43%	0%	61,452	0.43%	0%
Vinay Lakshman	53,148	0.37%	(0.02)%	56,698	0.40%	0%
Malavika Lakshman (including joint holding with Harish Lakshman)	22,067	0.15%	0.01%	21,222	0.15%	0%
Rekha Sundar	15,610	0.11%	0%	15,610	0.11%	0%
Narayanaswamy Sundaresan (Legal Heir of Late. Chitra Sundaresan)	8,209	0.06%	0%	8,209	0.06%	100%
Pravin Kumar	2,800	0.02%	0%	2,800	0.02%	0%
Keshav Harish Lakshman	100	0.00%	0%	100	0.00%	0%

20.3 Particulars of shareholders holding more than 5 percent of equity shares in the Company:

Name of the shareholder	As at March 31, 2025		As at March 31, 2024	
	Number of shares held	% of total shares	Number of shares held	% of total shares
Raman T G G	14,84,056	10.39%	14,84,056	10.39%
Lakshman L & Pushpa Lakshman	7,52,560	5.27%	7,52,560	5.27%
Ganesh L & Meenakshi Ganesh	7,19,096	5.04%	7,19,096	5.04%

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20.4 Information regarding issue of shares in the last five years

There are no bonus shares or buy-back of shares or shares issued for consideration other than cash during a period of five years immediately preceding financial years as of the aforesaid reporting dates.

21. Other equity

Particulars	As at March 31, 2025	As at March 31, 2024
General reserve	64,781	61,610
Retained earnings	35,632	19,540
Capital redemption reserve	1,473	1,473
Capital reserve	73	73
Securities premium	4,433	4,433
Amalgamation adjustment account	(13)	(13)
Foreign currency translation reserve	(1,016)	(995)
Capital reserve on consolidation	1,995	1,771
Equity instruments through OCI	1,792	1,301
	1,09,150	89,193

a. General reserve

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	61,610	51,241
Additions during the year	3,171	10,234
Acquisition of non-controlling interests	-	135
Balance at the end of the year	64,781	61,610

The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss except to the extent permitted as per Companies Act, 2013 and rules made thereunder.

b. Retained earnings

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	19,540	20,240
Profit / (loss) for the year	20,722	12,377
Other comprehensive income	98	(192)
Acquisition of non-controlling interests	-	(224)
Remeasurement of NCI due to merger / Acquisition of subsidiary (Refer note 49)	2,012	-
Payments of dividend on equity shares	(3,569)	(2,427)
Transfer to general reserves	(3,171)	(10,234)
Balance at the end of the year	35,632	19,540

Retained earnings represents profits generated and retained by the Company post distribution of dividends to the equity shareholders in the respective years. The balance in retained earnings can be utilized for distribution of dividend by the Company considering the requirements of the Companies Act, 2013.

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Balance of retained earnings at the end of the year includes cumulative other comprehensive loss arising from remeasurement of defined benefit obligations, net of tax, amounting to ₹87 (March 31, 2024: ₹361 Lakhs).

In respect of the year ended March 31, 2025, the directors proposed a dividend of ₹38 per share (March 31, 2024: ₹25 per share) be paid to all holders of fully paid equity shares. This equity dividend is subject to approval by shareholders at the ensuing Annual General Meeting and has not been included as a liability in these consolidated financial statements. The total estimated equity dividend to be paid is ₹5,426 Lakhs (March 31, 2024: ₹3,569 Lakhs).

c. Capital redemption reserve

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning and end of the year	1,473	1,473

The Companies Act, 2013 requires that where a Company purchases its own shares out of free reserves or securities premium, a sum equal to the nominal value of the shares so purchased shall be transferred to a capital redemption reserve account and details of such transfer shall be disclosed in the balance sheet. The capital redemption reserve account may be applied by the Company, in paying up unissued shares of the Company to be issued to shareholders of the Company as fully paid bonus shares. The Group established this reserve pursuant to the redemption of preference shares issued in earlier years.

d. Capital reserve

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	73	72
Acquisition of non-controlling interests	-	1
Balance at the end of the year	73	73

The excess of fair value of net assets acquired over the consideration paid is recognised as capital reserve.

e. Securities premium

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning and end of the year	4,433	4,433

Securities premium reserve represents premium received on equity shares issued, which can be utilised only in accordance with the provisions of the Companies Act, 2013 (the Act) for specified purposes.

f. Amalgamation adjustment account

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning and end of the year	(13)	(13)

At the time of business combination under common control, amalgamation adjustment reserve of transferor company becomes the amalgamation adjustment reserve of transferee Company.

g. Foreign currency translation reserve

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	(995)	(1,855)
Additions during the year	(21)	860
Balance at the end of the year	(1,016)	(995)

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(All amounts are in INR lakhs unless otherwise stated)

Exchange differences arising on translation of the foreign operations are recognised in other comprehensive income as described in accounting policy and accumulated in a separate reserve within equity. The cumulative amount is reclassified to statement of profit or loss when the net investment is disposed-off.

h. Capital reserve on consolidation

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning	1,771	1,771
Additions	224	-
Balance at the end of the year	1,995	1,771

It arises when the cost to the parent of its investment in a subsidiary is less than the parent's portion of equity of the subsidiary, at the date on which investment in the subsidiary is made, the difference should be treated as a capital reserve in the consolidated financial statements.

i. Equity instruments through OCI

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	1,301	1,998
Net gain / (loss) on FVOCI equity instruments, net of tax	491	(697)
Balance at the end of the year	1,792	1,301

The Group has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated within equity. The Group transfers amounts therefrom to retained earnings when the relevant equity securities are derecognised.

22. Non-controlling interests

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of year	26,311	24,307
Share of profit / (loss) for the year	1,363	2,584
Share of other comprehensive income	80	297
Remeasurement of NCI due to merger / Acquisition of subsidiary (Refer note 49)	(2,154)	88
Payments of dividend on equity shares	(1,310)	(965)
	24,290	26,311

The following table summarises the information relating to each of the Group's subsidiaries that has NCI, before any intra-group eliminations:

For the year ended March 31, 2025 (Refer Note 49)

Particulars	Rane (Madras) Limited	Total
NCI percentage as at March 31, 2025	36.20%	
Non-current assets	97,981	97,981
Current assets	1,28,931	1,28,931
Non-current liabilities	(28,875)	(28,875)
Current liabilities	(1,30,949)	(1,30,949)

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(All amounts are in INR lakhs unless otherwise stated)

Particulars	Rane (Madras) Limited	Total
Net assets considered	67,088	67,088
Net assets attributable to NCI	24,290	24,290

Particulars	Rane (Madras) Limited	Total
NCI percentage as at March 31, 2025	36.20%	
Revenue from operations	3,40,576	3,40,576
Profit	3,766	3,766
Other comprehensive income	221	221
Total comprehensive income	3,987	3,987
Profit allocated to NCI	1,363	1,363
Other comprehensive income allocated to NCI	80	80
Total comprehensive income allocated to NCI	1,443	1,443
Cash flows from / (used in) operating activities	31,576	31,576
Cash flows from / (used in) investing activities	(14,674)	(14,674)
Cash flows from / (used in) financing activities	(17,618)	(17,618)
Net increase / (decrease) in cash and cash equivalents	(716)	(716)

For the year ended March 31, 2024

Particulars	Rane Engine Valve Limited	Rane (Madras) Limited	Rane Brake Lining Limited	Rane T4U Private Limited	Total
NCI percentage as at March 31, 2024	41.71%	28.23%	49.97%	1.41%	
Non-current assets	14,084	66,926	14,644	-	95,654
Current assets	21,299	69,990	25,428	-	1,16,717
Non-current liabilities	(5,618)	(29,782)	(703)	-	(36,103)
Current liabilities	(17,684)	(81,538)	(11,260)	-	(1,10,482)
Net assets considered	12,081	25,596	28,109	-	65,786
Net assets attributable to NCI	5,039	7,226	14,046	-	26,311

Particulars	Rane Engine Valve Limited (REVL)	Rane (Madras) Limited (RML)	Rane Brake Lining Limited (RBL)	Rane T4U Private Limited	Total
NCI percentage as at March 31, 2024	41.71%	28.23%	49.97%	1.41%	
Revenue from operations	56,675	2,23,895	66,083	196	3,46,849
Profit	1,150	317	4,033	(19)	5,481
Other comprehensive income	75	1,129	(106)	-	1,098
Total comprehensive income	1,225	1,446	3,927	(19)	6,579

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Particulars	Rane Engine Valve Limited (REVL)	Rane (Madras) Limited (RML)	Rane Brake Lining Limited (RBL)	Rane T4U Private Limited	Total
Profit allocated to NCI	480	90	2,015	(0)	2,584
Other comprehensive income allocated to NCI	31	319	(53)	-	297
Total comprehensive income allocated to NCI	511	408	1,962	(0)	2,881
Cash flows from / (used in) operating activities	4,171	12,006	2,929	28	19,134
Cash flows from / (used in) investing activities	(2,531)	(11,926)	(1,265)	59	(15,663)
Cash flows from / (used in) financing activities	(2,191)	(1,392)	(1,953)	(55)	(5,591)
Net increase / (decrease) in cash and cash equivalents	(551)	(1,312)	(289)	32	(2,120)

23. Borrowings

Particulars	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Financial liabilities at amortised cost				
Secured				
Term loans				
from banks	15,438	20,060	-	-
from others	11,327	9,106	-	2,020
Short-term loans from banks	-	-	52,777	25,817
Loans repayable on demand	-	-	-	6,200
Current Maturities of Long Term Borrowings	-	-	11,474	9,845
Unsecured				
Term loans				
from banks	-	1,333	1,333	1,600
from others	-	-	-	-
Short-term loans from banks	-	-	7,100	6,000
Bills discounting	-	-	-	266
Total borrowings	26,765	30,499	72,685	51,748

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(All amounts are in INR lakhs unless otherwise stated)

23.1 Summary of borrowing arrangements

As at March 31 2025

Term loans including current Maturities of Long Term Borrowings

Particulars	Amount	Loan taken by	Terms of repayment
HDFC Bank - INR Long Term Loan	1,870	RML	Repayable in 12 structured quarterly Instalments commencing from May 2023 with 2 years of moratorium period.
HDFC Bank - INR Long Term Loan	2,388	RML	Repayable in 48 equal monthly Instalments commencing from May 2024 with 2 years of moratorium period.
HDFC Bank - INR Long Term Loan	8,136	RML	Repayable in 16 equal quarterly Instalments commencing from February 2024 with 1 year of moratorium period.
Exim Bank - INR Long Term Loan	5,662	RML	Repayable in 16 equal quarterly Instalments commencing from October 2023 with 1 year of moratorium period.
TATA Capital - INR Long Term Loan	4,896	RML	Repayable in 16 equal quarterly Instalments commencing from August 2024 with 1 year of moratorium period
Bajaj Finance - INR Long Term Loan	4,236	RML	Repayable in 48 equal monthly Instalments commencing from August 2024 with 1 year of moratorium period
IndusInd Bank Ltd - INR Long Term Loan	3,715	RML	Repayable in 16 equal quarterly Instalments commencing from September 2024 with 1 year of moratorium period
HDFC Bank Ltd - INR Long Term Loan	279	RML	Repayable in 49 equal monthly Instalments commencing from April 2022 with 1 year of moratorium period
HDFC Bank Ltd - INR Long Term Loan	1,106	RML	Repayable in 48 equal monthly Instalments commencing from May 2025 with 2 years of moratorium period
Bajaj Finance - INR Long Term Loan	5,951	RHL	The loan was availed in multiple tranches during the year ended March 31, 2025. The loan is repayable in 28 equal quarterly instalments commencing from January 2025.
Total	38,239		

Unsecured

Particulars	Amount	Loan taken by	Terms of repayment
Axis Bank - INR Long Term Loan	1,333	RML	Repayable in 48 equal monthly Instalments commencing from February 2022 with 1 year of moratorium period

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As at March 31 2024

Secured

Particulars	Amount	Loan taken by	Terms of repayment
HDFC Bank - INR Long Term Loan	148	RML	Repayable in 16 equal quarterly Instalments commencing from September 2020 with 1 Year of moratorium period (after considering Moratorium announced by RBI)
HDFC Bank - INR Long Term Loan	2,955	RML	Repayable in 20 structured quarterly Instalments commencing from February 2022
HDFC Bank - INR Long Term Loan	3,122	RML	Repayable in 48 equal monthly Instalments commencing from May 2024 with 2 years of moratorium period
HDFC Bank - INR Long Term Loan	7,372	RML	Repayable in 20 equal quarterly Instalments commencing from February 2024
Federal Bank - INR Long Term Loan	708	RML	Repayable in 12 equal quarterly Instalments commencing from September 2021 with 2 years of moratorium period
Exim Bank - INR Long Term Loan	7,932	RML	Repayable in 16 equal quarterly Instalments commencing from October 2023 with 1 year of moratorium period
TATA Capital - INR Long Term Loan	6,024	RML	Repayable in 16 equal quarterly Instalments commencing from August 2024 with 1 year of moratorium period
Bajaj Finance - INR Long Term Loan	5,039	RML	Repayable in 48 equal monthly Instalments commencing from August 2024 with 1 year of moratorium period
HDFC Bank Ltd - Loan 4	366	REVL	Repayable in 12 equal quarterly instalments commencing from April 2022
Indus Ind Bank Ltd	1,586	REVL	Repayable in 16 equal quarterly instalments commencing from September 2024
Yes Bank Ltd	1,498	REVL	Repayable in 12 equal quarterly instalments commencing from September 2024.
HDFC Bank Ltd (ECLGS Loan 1)	538	REVL	Repayable in 49 equal quarterly instalments commencing from April 2022
HDFC Bank Ltd (ECLGS Loan 2)	1,093	REVL	Repayable in 48 equal quarterly instalments commencing from May 2025
Federal Bank Ltd (ECLGS Loans)	629	REVL	Repayable in 46 equal quarterly instalments commencing from April 2022
Total	39,010		

Unsecured

Particulars	Amount	Loan taken by	Terms of repayment
Axis Bank - INR Long Term Loan	2,933	RML	Repayable in 48 equal monthly Instalments commencing from February 2022 with 1 year of moratorium period

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23.2 Other borrowing notes

Term loans were applied for the purpose for which they were obtained. Further, short term loans availed have not been utilised for long term purposes by the Group.

None of the entities in the group have been declared wilful defaulter by any bank or financial institution or government or any government authority.

Information about the Group's exposure to interest rate, foreign currency and liquidity risk is disclosed in note 48.

23.3 Summary of borrowing arrangements

1. In respect of RML:

Secured loans include loan from banks. The secured loans outstanding as at March 31, 2025 and 2024 are secured by a charge created on the Group's fixed assets both present and future (excluding immoveable properties in Velachery, Ambattur, Virudhunagar, Trichy, Athipattu, Siddipet, Puducherry and Pollachi).

The interest rate for INR loans range from 7.49% p.a to 9.85% p.a.

2. In respect of RSSL:

Secured loans include cash credit and working capital demand loans (as at March 31, 2025 - short term loans and working capital demands loans) from banks

The Secured Loans outstanding as at March 31, 2025 are secured by way of exclusive charge on current assets and movable fixed assets of the Company (as at March 31, 2024 - Guaranteed by NSK Limited, Japan)

The interest rate for loans range from 8.40% p.a to 9.00% p.a (March 31, 2024 : 9.42% p.a to 10.02% p.a) incase of Current borrowings. Interest rate for Term loan is 9.55% (March 31, 2024- Nil)

3. In respect of RHL:

The interest rate range from 9.30% p.a for the loans outstanding as at March 31, 2025.

The term loans outstanding as at March 31, 2025 which were availed from Bajaj Finance Limited were secured by charge created on the Company's land and building located at Kandanchavadi, Chennai.

23.4 Reconciliation of cash flows from financing activities

Particulars	Total
Balance as at April 01, 2023	85,285
Changes from financing cash flows	
Proceeds from long term borrowings	20,293
Repayment of long term borrowings	(23,568)
Proceeds / (repayment) of short term borrowings, net	152
Other changes	
Others	(106)
Interest expense	7,001
Interest paid	(6,810)
Balance as at March 31, 2024	82,247
Changes from financing cash flows	
Proceeds from long term borrowings	10,875
Repayment of long term borrowings	(13,264)
Proceeds / (repayment) of short term borrowings, net	(15,752)

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(All amounts are in INR lakhs unless otherwise stated)

Particulars	Total
Other changes	
Acquisition through business combination (refer Note 49)	35,788
Interest expense	8,100
Interest paid	(8,543)
Balance as at March 31, 2025	99,451

24. Other financial liabilities

Particulars	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Interest accrued but not due on borrowings	-	-	-	63
Derivative liabilities	-	-	-	4
Security deposits	169	160	164	124
Unclaimed dividend	-	-	115	98
Employee related dues	-	-	5,741	3,600
Capital creditors	-	-	3,237	1,026
Commission payable	-	-	375	370
Others (refer note 24.1)	-	-	7,002	3,514
	169	160	16,633	8,800

24.1 Others primarily include dealer incentives and royalty payable amounting to ₹6,427 Lakhs and ₹503 Lakhs respectively as at March 31, 2025 (₹2,953 Lakhs and ₹501 Lakhs respectively as at March 31, 2024).

24.2 The Group's exposure to credit risk and market risk are disclosed in note 48.

25. Provisions

Particulars	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Provisions for employee benefits				
Gratuity (refer note 39)	327	495	1,097	835
Leave encashment	2,766	2,239	928	525
Other provisions (refer note 25.1)				
Product warranty	-	-	4,993	1,453
	3,093	2,734	7,018	2,813

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(All amounts are in INR lakhs unless otherwise stated)

Note 25.1 Movements in each class of provision during the financial year, are set out below:

Particulars	Product warranty	
	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	1,453	726
Balance on acquisition of Subsidiary	3,004	-
Provision made during the year	1,316	3,015
Provision used against claims settled / transfer made during the year	(780)	(2,288)
Balance at the end of the year	4,993	1,453

26. Other liabilities

Particulars	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Deferred income	515	379	135	126
Advances and deposits from customers			205	240
Tooling advance	-	-	4,097	1,725
Statutory dues			3,666	2,184
Others			1,800	760
	515	379	9,903	5,035

27. Current tax liabilities, net

Particulars	As at March 31, 2025	As at March 31, 2024
Provision for tax, net	-	31
	-	31

28. Trade payables

Particulars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro enterprises and small enterprises	2,276	2,885
Total outstanding dues of creditors other than micro enterprises and small enterprises	73,770	39,359
	76,046	42,244

The Group's exposure to credit and liquidity risk is disclosed in note 48

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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(All amounts are in INR lakhs unless otherwise stated)

Trade payables ageing schedule - Outstanding for following periods from the due date of payment

Particulars	Disputed dues		Undisputed dues		Total
	MSME	Others	MSME	Others	
As at March 31, 2025					
Not due	-	-	1,671	50,024	51,695
Less than 1 year	-	-	603	19,333	19,936
1-2 years	-	-	2	315	317
2-3 years	-	-	-	-	-
More than 3 years	-	-	-	16	16
Sub-total			2,276	69,688	71,964
Add: Unbilled dues					4,082
Total					76,046
 As at March 31, 2024					
Not due	-	-	2,766	21,921	24,687
Less than 1 year	-	-	118	13,574	13,692
1-2 years	-	-	1	20	21
2-3 years	-	-	-	-	-
More than 3 years	-	-	-	25	25
Sub-total			2,885	35,540	38,425
Add: Unbilled dues					3,819
Total					42,244

29. Revenue from operations

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
a. Sale of products & services		
Sale of products	4,27,081	3,41,260
Rendering of services	4,844	6,699
	4,31,925	3,47,959
b. Other operating revenue		
Scrap sales	2,691	3,103
Export incentives	1,538	1,593
Others	5	327
	4,234	5,023
Total	4,36,159	3,52,982

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(All amounts are in INR lakhs unless otherwise stated)

Reconciliation of revenue from sale of products with contract price

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Gross revenues	4,33,225	3,46,843
Customer discount	(6,144)	(5,583)
Net revenues from sale of products	4,27,081	3,41,260

Reconciliation of revenue from rendering of services

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Gross revenues	4,844	6,699
Customer discount	-	-
Net revenues from rendering of services	4,844	6,699

a) Disaggregation of the revenue information:

The table below presents disaggregated revenues from contracts with customers which is recognised based on goods transferred at a point of time by offerings of the Group. The payment terms vary with each customer but do not constitute any significant financing component cost.

As per the management, the below disaggregation best depicts the nature, amount, timing and uncertainty of how revenues and cash flows are affected by industry, market and other economic factors.

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Manufactured goods		
Steering and Suspension	1,79,516	1,80,126
Diecasting products	23,749	32,192
Valves, Guides and Tappets	54,457	55,370
Brake Linings, Disc pads, Clutch facings, Railway brake blocks and others	71,026	65,785
Steering columns	90,671	-
Other Auto components	7,662	7,776
Total revenue from contracts with customers	4,27,081	3,41,249

b) Trade receivables:

The Group classifies the right to consideration in exchange for services/deliverables as receivable.

A receivable is a right to consideration that is unconditional upon passage of time. Revenue is recognized as and when the related goods are delivered to the customer/when the related services are rendered to the customer.

Trade receivable are presented net of loss allowance in the Balance Sheet.

c) Contract balances:

The following disclosure provides information about trade receivables, contract assets and contract liabilities from contracts with customers:

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Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Receivables, included under trade receivables	92,063	60,367
Contract liabilities included under advance from customers	205	240
Contract liabilities included under deferred and unearned revenue	650	505

The amount of ₹745 Lakhs included in contract liabilities as at March 31, 2024, has been recognised as revenue for the year ended March 31, 2025 (March 31, 2024: ₹688 Lakhs).

The contract liabilities primarily relate to the advance consideration received from customers for manufacturing of products. The contract liabilities primarily relate to the advance consideration received from customers for manufacturing of products for which the delivery of goods is expected to be completed in the next one year.

30. Other income

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest income earned on financial assets		
- from deposits	598	403
- Others	-	37
Interest income - Income tax refund	457	51
Gain on current investments mandatorily measured at FVTPL	179	250
Foreign exchange gain, net	109	2
Gain on write back of financial liabilities carried at amortised cost	182	31
Gain on sale of property, plant and equipment	9	90
Government grant income	242	59
Other non-operating income	100	493
Total	1,875	1,416

31. Cost of materials consumed

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening stock of raw materials	14,374	14,580
Add: Acquisition through business combination (refer Note 49)	8,563	-
Add: Purchase of raw materials	2,53,136	1,87,036
Less: Closing stock of raw materials	21,642	14,374
	2,54,431	1,87,242
Freight inward	3,369	2,722
Job work expenses	11,783	10,626
Total	2,69,583	2,00,590

32. Purchase of stock-in-trade

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Purchase of stock-in-trade	4,421	1,051

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

33. Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Inventories at the end of the year:		
Finished goods	21,765	16,300
Work-in-progress	5,542	5,430
Stock-in-trade	713	262
	28,020	21,992
Inventories at the beginning of the year:		
Finished goods	16,300	16,342
Work-in-progress	5,430	6,168
Stock-in-trade	262	228
	21,991	22,738
Net (increase)/decrease		
Finished goods	(5,465)	42
Work-in-progress	(112)	738
Stock-in-trade	(451)	(32)
Recognition / Derecognition on acquisition / disposal of subsidiaries		
Work-in-progress	2,769	(576)
Finished goods	874	(550)
Total	(2,385)	(378)

34. Employee benefits expense

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Salaries, wages and bonus	47,286	43,592
Contribution to provident and other funds (Refer note 39)	2,397	2,654
Gratuity	760	643
Staff welfare expenses	5,764	4,243
Total	56,207	51,132

35. Finance costs

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest expense		
- On loans	7,990	6,946
- On lease liabilities	464	132
- On others	-	1
Other borrowing costs (including exchange differences)	110	55
Total	8,564	7,134

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FOR THE YEAR ENDED MARCH 31, 2025

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36. Depreciation and amortisation expenses

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Depreciation of property, plant and equipment	15,567	13,017
Amortisation of intangible assets	425	308
Depreciation of right-of-use assets	853	375
Total	16,845	13,700

37. Other expenses

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Consumption of stores and spares	14,784	12,845
Power and fuel	12,225	11,908
Rent (refer note 44)	321	216
Rates and taxes	633	993
Insurance	1,987	1,632
Repairs and maintenance		
- Building	823	608
- Plant and equipment	6,987	5,686
- Others	1,333	1,499
Administration expenses	575	552
Directors' sitting fees	53	69
Chairman and Managing Director commission (refer note 40)	375	378
Payment to auditors	162	184
Advertisement and sales promotion	599	638
Loss on disposal of property, plant & equipment	24	-
Foreign exchange loss, net	240	1,386
Freight and cartage outward	8,271	6,564
Travel expenses	2,873	2,749
Corporate social responsibility expenditure	336	278
Professional charges	3,321	3,532
Information systems expenses	1,604	1,404
Packing, forwarding and dispatching	10,203	10,523
Warranty and other claims	1,316	1,155
Royalty and technical fees	2,664	632
Impairment of financial assets	2,039	1,925
Miscellaneous expenses	1,795	1,083
Total	75,545	68,439

Other statutory information

37.1 The Group has not traded or invested in Crypto currency or virtual currency during the financial year.

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- 37.2 The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 37.3 The Group does not have any transactions with struck off companies under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956 during the year.
- 37.4 The Group has not advanced or loaned or invested funds to any persons or entities, including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) other than in the ordinary course of business or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries other than in the ordinary course of business.
- 37.5 The Group has not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 37.6 The Group does not have any charges or satisfaction which is yet to be registered with Registrar of Companies beyond the statutory period as at the reporting date
- 37.7 The Group has not entered into any scheme of arrangement as per sections 230 to 237 of the Companies Act, 2013 except as mentioned in Note 49 to be given.
- 37.8 The Group has complied with the number of layers prescribed under the Companies Act, 2013.

38. Tax reconciliation:

Income tax recognised in profit or loss

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Current tax expense		
In respect of current year	1,168	3,009
Deferred tax:		
In respect of current year	9,622	(10,400)
Total	10,790	(7,391)

Reconciliation of effective tax rate

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit before tax	32,875	7,570
Income tax expense calculated at the Holding Company's tax rate of 25.17%	8,274	1,905
Effect of :		
Differences in tax rates applicable to individual entities and impact of unrecognised deferred tax assets	301	303
Share of profit of equity accounted investee	(887)	(1,447)

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(All amounts are in INR lakhs unless otherwise stated)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Non deductible expense	203	-
Tax exemption	(862)	-
Changes in tax rates (Refer note 16)	3,662	-
Impact due to change in estimates (refer note below)	-	(8,275)
Others	99	123
Income tax expense recognised in profit or loss	10,790	(7,391)

Income tax recognised in other comprehensive income

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Deferred tax on remeasurement of defined benefit plan	(35)	29
Equity investment through other comprehensive income	-	-
Current tax	-	-
Deferred tax	26	253
Total	(9)	282

As indicated in note 45, consequent to sale of the entire stake by Rane (Madras) Limited in Rane Light Metal Casting Inc., (LMCA) Rane (Madras) International Holdings B.V (RMIH) has carried out a reduction of capital in non-convertible redeemable preference shares and equity shares issued to Rane (Madras) Limited. Rane (Madras) Limited has determined that it is eligible to claim the tax benefit arising from the underlying losses and has accordingly recorded a deferred tax asset of INR 11,334 Lakhs in the previous year. Rane (Madras) Limited has also obtained legal advice in this matter and believes that it will have sufficient future taxable profits to utilise this asset.

39. Employee benefit plans

A. Defined contribution plans

The Group participates in a number of defined contribution plans on behalf of relevant personnel. Any expense recognised in relation to these schemes represents the value of contributions payable during the period by the Group at rates specified by the rules of those plans. The only amounts included in the balance sheet are those relating to the prior months contributions that were not due to be paid until after the end of the reporting period.

The major defined contribution plans operated by the Group are as below:

(a) Provident fund

In accordance with the Employee's Provident Fund and Miscellaneous Provisions Act, 1952, eligible employees of the Group entities in India are entitled to receive benefits in respect of provident fund, a defined contribution plan, in which both employees of the Group in India and the Group make monthly contributions at a specified percentage of the covered employees' salary.

The contributions, as specified under the law, are made to the Government.

(b) Superannuation fund

The Group entities in India have a superannuation plan for the benefit of its employees. Employees who are members of the superannuation plan are entitled to benefits depending on the years of service and salary drawn. The Group entities in India contribute up to 15% of the eligible employees' salary to LIC every year. Such contributions are recognised as an expense as and when incurred. The Group does not have any further obligation beyond this contribution.

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The total expense recognised in profit or loss of ₹2,186 Lakhs (for the year ended March 31, 2024 : ₹1,947 Lakhs) represents contributions payable to these plans by such entities at rates specified in the rules of the plans.

B. Defined benefit plans

The defined benefit plans operated by the Group are as below:

Particulars	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Gratuity liability	327	495	1,097	835
Provision for pension plan	-	-	-	-
Total	327	495	1,097	835

(a) Gratuity

The Group's entities in India have an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees upon resignation, retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. Some of the entities in the Group makes annual contributions to gratuity funds established as trusts or insurance companies. The Group accounts for the liability for gratuity benefits payable in the future based on an actuarial valuation.

The defined benefit plans typically expose the Group to actuarial risks such as investment risk, interest rate risk and salary risk.

Investment risk	The present value of the defined benefit plan liability is calculated using a discount rate determined by reference to government/high quality bond yields; if the return on plan asset is below this rate, it will create a plan deficit.
Interest risk	A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.
Salary risk	The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The following table summarises the position of assets and obligations relating to the plan:

Particulars	As at March 31, 2025	As at March 31, 2024
Present value of funded defined benefit obligation	10,455	8,716
Fair value of plan assets	9,034	7,386
Net liability recognised in the balance sheet	1,421	1,330
Current	1,097	835
Non-current	327	495

(i) Movements in the present value of the defined benefit obligation are as follows:

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening defined benefit obligation	8,716	8,111
Defined benefit obligation of Subsidiary on acquisition date	1,289	-

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Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Current service cost	653	507
Interest cost	633	572
Remeasurement (gains) / losses :		
Actuarial (gains) and losses arising from changes in demographic assumptions	(4)	258
Actuarial (gains) and losses arising from changes in financial assumptions	19	15
Actuarial (gains) and losses arising from experience adjustments	(296)	(127)
Past service cost, including losses / (gains) on curtailments	26	-
Transfer in / out Value	(10)	(4)
Benefits paid	(570)	(616)
Closing defined benefit obligation	10,455	8,716

(ii) Movements in the fair value of the plan assets

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Opening fair value of plan assets	7,386	7,078
Fair value of plan assets of Subsidiary on Acquisition date	997	
Interest income	549	503
Remeasurement gain / (loss):		
Return on plan assets (excluding amounts included in net interest expense)	80	(15)
Contributions from the employer	599	440
Transfer In	(7)	(16)
Benefits paid	(570)	(604)
Closing fair value of plan assets	9,034	7,386

(iii) Amounts recognised in statement of profit and loss & other comprehensive income in respect of these defined benefit plans are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Current service cost	653	507
Past service cost	26	-
Net interest expense	83	69
Components of defined benefit costs recognised in profit or loss	762	576
Remeasurement on the net defined benefit liability*:		
Actuarial (gains) / losses arising from changes in demographic assumptions	(4)	273
Actuarial (gains) / losses arising from changes in financial assumptions	19	15

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Particulars	As at March 31, 2025	As at March 31, 2024
Actuarial (gains) / losses arising from experience adjustments	(376)	(127)
Components of defined benefit costs recognised in other comprehensive income	(361)	161
Total	401	737

*Group's share of other comprehensive income pertaining to Joint Venture / associate entities amounting to ₹56 Lakhs (March 31, 2024: ₹140 Lakhs) not included in the above.

The current service cost and the net interest expense for the year are included in the 'Employee benefits expense' line item in the statement of profit and loss.

The remeasurement of the net defined benefit liability is included in other comprehensive income.

(iv) Risk Exposure

The Group has invested the plan assets with the insurer managed funds. The entire plan assets are managed by Life Insurance Corporation of India (LIC). The data on plan assets has not been furnished by LIC. The expected rate of return on plan asset is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligation.

The estimates of future salary increases, considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market. The expected rate of return on plan assets is based on the composition of plan assets held (through LIC), historical results of the return on plan assets, the Group's policy for plan asset management and other relevant factors.

(v) The principal assumptions used for the purposes of the actuarial valuations were as follows:

Particulars	Valuation as at	
	March 31, 2025	March 31, 2024
Discount rate(s)	6.38 % to 6.45%	6.97% to 7.19%
Salary escalation		
Executives and staff	8.00% to 10.00%	4.50% to 9.00%
Operators	6.00% to 10.00%	4.50% to 9.00%
Attrition rate		
Executives and staff	16.00% to 22.00%	3.00% to 8.00%
Operators	3.00% to 16.00%	1.00% to 1.82%

(vi) Sensitivity analysis

Change in assumption	March 31, 2025	March 31, 2024
A. Discount rate + 50 BP	6.88% to 6.95%	7.47% to 7.69%
Defined Benefit Obligation	10,203	8,460
B. Discount rate - 50 BP	5.88% to 5.95%	6.47% to 6.69%
Defined Benefit Obligation	10,736	8,994

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Change in assumption	March 31, 2025	March 31, 2024
C. Salary escalation rate +50 BP	6.50% to 10.50%	5.00% to 9.50%
Defined Benefit Obligation	10,746	8,982
D. Salary escalation rate -50 BP	5.50% to 9.50%	4.00% to 8.50%
Defined Benefit Obligation	10,190	8,472

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and attrition. The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit obligation liability recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

Defined benefit liability

The weighted average duration of the defined obligation (range) is 2.8 to 5.9 years (31 March 2024:4.50 to 8.80 years). The expected maturity analysis of undiscounted gratuity is as follows:

Particulars	March 31, 2025	March 31, 2024
Year 1	1,568	1,080
Year 2	1,754	1,077
Year 3	1,214	884
Year 4	929	794
Year 5	976	850
Next 5 Years	3,999	5,457

40. Related party disclosures

Description of relationship	Name of the related party
List of related parties where joint control exists	
Joint venture / associate entities	ZF Rane Automotive India Private Limited (ZRAI)
	ZF Rane Occupant Safety Systems Private Limited (ZROS) (subsidiary of ZRAI)
	TRW Sun Steering Wheels Private Limited (subsidiary of ZRAI effective March 28, 2024)
	ZF Lifetec Rane Automotive India Private Limited (subsidiary of ZRAI effective July 4, 2024)
	Rane Steering Systems Private Limited (formerly known as Rane NSK Steering Systems Private Limited) till September 18, 2024 (refer note 49)

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Description of relationship	Name of the related party
Other related parties where transactions have taken place	
Key Management Personnel (KMP)	Mr. L Ganesh Mr. Harish Lakshman
Relative of KMP	Mr. L Lakshman Mr. Aditya Ganesh
Enterprises over which KMP or relatives of KMP can exercise significant influence	Rane Foundation
Post employment benefit plans	Rane Holdings Limited Gratuity Fund Rane Holdings Limited Senior Executives Superannuation Fund Rane Madras Employee Gratuity Fund Rane Madras Employee Senior Executives Pension Fund Rane Engine Valve Limited Employees Gratuity Fund Rane Engine Valve Limited Senior Executives Pension Fund Rane Brake Lining Limited Employees Gratuity Fund Rane Brake Lining Limited Senior Executives Pension Fund Rane Steering Systems Private Limited - Superannuation Fund Trust Rane Steering Systems Private Limited - Gratuity Fund

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Details of related party transactions:

Description	Joint venture / associate entities	Key management personnel	Relative of KMP			Enterprises over which KMP or relatives of KMP can exercise significant influence	Post employment benefit plans	
			2024-25	2023-24	2024-25	2023-24	2024-25	2023-24
Transaction during the year								
Fee for services rendered								
ZRAI	1,349	1,310	-	-	-	-	-	-
ZROS	134	60	-	-	-	-	-	-
RSSL	395	988	-	-	-	-	-	-
Trademark fee income								
ZRAI	1,945	2,007	-	-	-	-	-	-
ZROS	216	60	-	-	-	-	-	-
RSSL	-	1,704	-	-	-	-	-	-
Fee for services received								
ZRAI	-	25	-	-	-	-	-	-
Sales								
ZRAI	740	986	-	-	-	-	-	-
RSSL	3	1	-	-	-	-	-	-
Purchases								
ZRAI	1	311	-	-	-	-	-	-
RSSL	-	4,323	-	-	-	-	-	-
Reimbursement of expenses from								
ZRAI	78	38	-	-	-	-	-	-
RSSL	-	7	-	-	-	-	-	-
Reimbursement of expenses to								
ZRAI	-	1	-	-	-	-	-	-
L Lakshman	-	-	-	-	-	1	1	-
Dividend received								
ZRAI	3,586	3,297	-	-	-	-	-	-
CSR contributions to								
Rane Foundation	-	-	-	-	-	-	-	-
Advisory fee paid								
L Lakshman	-	-	-	-	-	-	-	-
Salary and other perquisites								
L Ganesh	-	370	343	-	-	-	-	-
Harish Lakshman	-	137	131	-	-	-	-	-
Aditya Ganesh	-	-	-	-	-	108	94	-

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Description	Joint venture / associate entities	Key management personnel	Relative of KMP	Enterprises over which KMP or relatives of KMP can exercise significant influence			Post employment benefit plans	
				2024-25	2023-24	2024-25	2023-24	2024-25
Commission								
L Ganesh	-	164	378	-	-	-	-	-
Harish Lakshman	-	223	-	-	-	-	-	-
Other reimbursements								
L Lakshman	-	-	-	2	1	-	-	-
Sitting fees	-	8	20	-	-	-	-	-
Contribution to post employment benefit plan								
Rane Holdings Limited Gratuity Fund	-	-	-	-	-	-	79	36
Rane Holdings Limited Senior Executives Superannuation Fund	-	-	-	-	-	-	29	33
Rane Madras Employee Gratuity Fund	-	-	-	-	-	-	450	43
Rane Madras Employee Senior Executives Pension Fund	-	-	-	-	-	-	111	72
Rane Engine Valve Limited Employees Gratuity Fund	-	-	-	-	-	-	-	240
Rane Engine Valve Limited Senior Executives Pension Fund	-	-	-	-	-	-	-	27
Rane Brake Lining Limited Employees Gratuity Fund	-	-	-	-	-	-	-	122
Details of related party balances:								
Description	Joint venture / associate entities	Key management personnel	Relative of KMP	Enterprises over which KMP or relatives of KMP can exercise significant influence			Post employment benefit plans	
				2024-25	2023-24	2024-25	2023-24	2024-25
Balance as at March 31								
Trade payable								
ZRAI	-	95	-	-	-	-	-	-
RSSL	-	741	-	-	-	-	-	-
Commission payable								
L Ganesh	-	-	-	375	378	-	-	-
Receivables								
ZRAI	365	345	-	-	-	-	-	-
ZROS	80	38	-	-	-	-	-	-
RSSL	-	173	-	-	-	-	-	-

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Remuneration to Key Management Personnel

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Short-term benefits paid	646	829
Other long term benefits paid	25	23
Total	671	852

41. Segment reporting

The Group is engaged in the activities related to manufacture and supply of components for transportation industry. The Chief Operating Decision Maker (Board of Directors) reviews the operating results as a whole for purposes of making decisions about resources to be allocated and assess its performance, the entire operations are to be classified as a single segment, namely components and technological services for transportation industry. All the manufacturing facilities are located in India and Mexico. Accordingly, there is no other reportable segment as per Ind AS 108 Operating Segments.

Geographical information

The Group's revenue from external customers by location of operations and information about its non current assets** by location of operations are detailed below.

Particulars	Revenue from external customers		Non-current assets**	
	Year ended March 31, 2025	Year ended March 31, 2024	As at March 31, 2025	As at March 31, 2024
India	3,65,246	2,66,991	1,28,770	84,794
Rest of the world	70,913	85,991	3,352	3,602
Total	4,36,159	3,52,982	1,32,122	88,396

The geographical information considered for disclosure are - India and Rest of the World.

** Non-current assets are used in the operations of the Group to generate revenues both in India and outside India. Non-current assets exclude investment accounted for using equity method, financial assets, deferred tax assets and tax assets.

Information about major customers

Revenue from one customer represents approximately 21% of total Group's revenues (March 31,2024: 6%)

42 a. Contingent liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Claims against the Group not acknowledged as debts		
- Income tax matters	3,766	3,100
- Indirect tax matters	7,657	1,246
- Labour related matters	339	475
- Others - customer claim disputed by the Group	-	20
	11,761	4,841

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b. Commitments

Particulars	As at March 31, 2025	As at March 31, 2024
Commitments		
Estimated amount of contracts remaining to be executed on capital account, net of advance	3,447	4,475
Uncalled liability on investment in AutoTech I, L.P	-	188

In addition to the above, the Group from time to time is also engaged in proceedings pending with various authorities in the ordinary course of business. Judgement is required in assessing the range of possible outcomes for some of these matters, which could change substantially over time as each of the matters progresses depending on experience on actual assessment proceedings by the respective authorities and other judicial precedents. Based on its internal assessment supported by external legal counsel views, as considered necessary, the Group believes that it will be able to sustain its positions if challenged by the authorities and accordingly no additional provision / disclosures are required for these matters. The Management is of the view that above matters will not have any material adverse effect on the Group's financial position and results of operations.

43. Earnings per share ('EPS')

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Profit after tax attributable to the owners	20,722	12,377
Weighted average number of shares	1,42,77,809	1,42,77,809
a. Basic Earning per share (₹)	145.13	86.67
b. Diluted Earnings per share (₹)	145.13	86.67

44. Leases

a. Break-up of current and non-current lease liabilities:

Particulars	As at March 31, 2025	As at March 31, 2024
Current lease liabilities	1,122	576
Non-current lease liabilities	5,387	2,513
Total	6,509	3,089

b. Movement in Lease liabilities:

Particulars	As at March 31, 2025	As at March 31, 2024
Opening balance	3,089	1,348
Additions	2,687	2,477
Acquisition through business combination (refer Note 49)	1,404	-
Interest expense on lease liabilities	465	132
Deletions	-	(417)
Payment of lease liabilities	(861)	(467)
Effects of foreign exchange	(275)	16
Closing balance	6,509	3,089

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c. Maturity analysis - contractual undiscounted cash flows

Particulars	As at March 31, 2025	As at March 31, 2024
Less than one year	1,428	599
One to five years	4,854	1,873
More than five years	2,359	3,090
Total	8,641	5,562

d. Amounts recognized in profit or loss

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Interest on lease liabilities	464	132
Expenses relating to short-term leases recognised in other expenses	321	216

e. Amounts recognised in cash flow statement

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Total cash outflows for leases	861	467

45. Exceptional Items

45.1 Pursuant to the approval of the Board of Directors and Shareholders of Rane (Madras) Limited ('RML'), Rane Madras International Holdings B.V. (step-down subsidiary of RML) has sold its entire stake in Rane Light Metal Castings Inc., USA on September 14, 2023 for a consideration of USD 4.9 million. Accordingly, for the year ended March 31, 2024, the Group has recorded loss on sale of the step-down subsidiary aggregating to ₹8,546 Lakhs in the consolidated financial statements as an exceptional item.

45.2 Rane Holdings Limited ('RHL') had sold its entire investment in Rane T4U Private Limited ('Rt4u') for a consideration of ₹850 Lakhs in exchange for allotment of 862,505 equity shares in eTrans Solutions Private Limited ("eTrans") representing 11.94% stake in eTrans and Rt4u ceased to be a subsidiary of RHL effective July 19, 2023. The Group recorded an exceptional income of ₹338 for the year ended March 31, 2024, on account of sale of Rt4u in the consolidated financial statements.

45.3 RML primarily incurred merger related expenses (including stamp duty charges), provision for one time warranty related costs and VRS expenditure of ₹1,299 Lakhs (March 31, 2024 :₹2,699 Lakhs) as exceptional items. Also refer Note 49.

46. Group information

The group's subsidiaries, joint venture / associate entities are set out below

Companies	Country of incorporation	% of voting power held	
		As at March 31, 2025	As at March 31, 2024

a. Information about subsidiaries

Rane (Madras) Limited (RML)	India	63.80%	71.77%
- Rane (Madras) International Holdings B.V (wholly owned subsidiary of RML)	The Netherlands	63.80%	71.77%

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Companies	Country of incorporation	% of voting power held	
		As at March 31, 2025	As at March 31, 2024
- Rane Light Metal Castings Inc. (wholly owned subsidiary of RML) (till September 14, 2023)	The United States of America	-	-
- Rane Automotive Components Mexico S De RL C. V. (step down subsidiary of RML)	Mexico	63.80%	71.77%
Rane Engine Valve Limited (REVL) (Refer note 49)	India	-	58.29%
Rane Brake Lining Limited (RBL) (Refer note 49)	India	-	50.03%
Rane Holdings America Inc.	The United States of America	100.00%	100.00%
Rane Holdings Europe GmbH	Germany	100.00%	100.00%
Rane Steering Systems Private Limited - (RSSL) (effective from September 19, 2024)	India	100.00%	-
b. Information about Joint venture / associate entities			
ZF Rane Automotive India Private Limited - (ZRAI) (formerly known as Rane TRW Steering Systems Private Limited)	India	49.00%	49.00%
- ZF Rane Occupant Safety Systems Private Limited (wholly owned subsidiary of ZRAI)	India	49.00%	49.00%
- TRW Sun Steering Wheels Private Limited (wholly owned subsidiary of ZRAI)	India	49.00%	-
- ZF Lifetec Rane Automotive India Private Limited (wholly owned subsidiary of ZRAI effective July 4, 2024)	India	49.00%	-
Rane Steering Systems Private Limited (formerly known as Rane NSK Steering Systems private Limited) (till September 18, 2024)	India	-	49.00%

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17. Disclosure of additional information as required by Schedule III:

Name of the entity		For the year ended March 31, 2025									
		Net assets, i.e., total assets minus total liabilities			Share of profit or loss			Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount	
Parent: Rane Holdings Limited	45.62%	61,529	30.84%	6,811	77.90%	502	32.17%	7,313			
Subsidiaries - Indian											
(Parent's share)											
1. Rane (Madras) Limited - consolidated	31.73%	42,799	10.87%	2,402	21.76%	141	11.18%	2,543			
2. Rane Steering Systems Private Limited	6.24%	8,421	41.13%	9,084	(1.54)%	(10)	39.92%	9,074			
Subsidiaries - Foreign											
1. Rane Holdings America Inc.	0.15%	204	0.29%	63	0.62%	4	0.29%	67			
2. Rane Holdings Europe GmbH	0.05%	65	0.02%	5	0.15%	1	0.03%	6			
Non-controlling interests	18.01%	24,290	6.17%	1,363	12.35%	80	6.35%	1,443			
Joint venture / associate entities (investment as per the equity method)											
Indian											
1. ZF Rane Automotive India Private Limited - consolidated		20.30%	4,484	(8.64)%	(56)	19.48%	4,428				
2. Rane Steering Systems Private Limited (formerly known as Rane NSK Steering Systems private Limited)		(4.34)%	(958)	(2.16)%	(14)	(4.28)%	(972)				
Consolidation adjustments	(1.81)%	(2,440)	(5.29)%	(1,169)	0.00%	-	(5.15)%	(1,169)	100%	100%	
Total	100%	1,34,868	100%	22,085					648	22,733	

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Name of the entity	For the year ended March 31, 2024				
	Net assets, i.e., total assets minus total liabilities	Share of profit or loss	Share in other comprehensive income	Share in total comprehensive income	
As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount
Parent: Rane Holdings Limited	49.42%	57,785	48.83%	7,306	(272.31)%
Subsidiaries - Indian				(730)	43.18%
(Parent's share)					6,576
1. Rane (Madras) Limited - Consolidated	15.71%	18,370	1.53%	228	302.50%
2. Rane Engine Valve Limited	6.02%	7,042	4.48%	670	16.19%
3. Rane Brake Lining Limited	12.03%	14,062	13.49%	2,018	(19.81)%
4. Rane t4u Private Limited	0.00%	-	(0.13)%	(19)	0.00%
Subsidiaries - Foreign					
1. Rane Holdings America Inc.	0.12%	137	0.33%	49	0.75%
2. Rane Holdings Europe GmbH	0.05%	59	0.04%	7	0.00%
Non-controlling interests	22.50%	26,311	17.27%	2,584	110.94%
Joint venture / associate entities (investment as per the equity method)				297	18.92%
Indian					2,881
1. ZF Rane Automotive India Private Limited (formerly known as Rane TRW Steering Systems Private Limited)					
2. Rane Steering Systems Private Limited (formerly known as Rane NSK Steering Systems private Limited)					
Consolidation adjustments	(5.84)%	(6,834)	(24.27)%	(3,629)	0.00%
Total	100%	1,16,932	100%	14,961	100%
					(23.82)%
					(3,629)
					15,229

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48. Financial instruments

48.1 Capital management

For the purpose of the Group's capital management, capital includes issued capital and all other equity reserves attributable to the equity shareholders of the Group.

The Group's capital management is intended to create value for shareholders by achieving the long-term and short-term goals of the Group, maintain the Group as a going concern and maintain optimal capital structure.

The Group determines the amount of capital required on the basis of annual operating plan coupled with long-term and strategic investment and expansion plans. The funding needs are met through cash generated from operations, long-term and short-term bank borrowings.

The capital structure of the Group consists of net debt (borrowings offset by cash and bank balances) and total equity of the Group.

The Group monitors the capital structure on the basis of debt to equity, debt to capital employed etc. and the maturity profile of the overall debt portfolio of the Group.

The Group is not subject to any externally imposed capital requirements.

48.2 Gearing ratio

The table below summarises net debt to equity:

Particulars	As at March 31, 2025	As at March 31, 2024
Debt *	99,450	82,247
Cash and cash equivalents	(4,034)	(3,644)
Net debt	95,416	78,603
Total Equity**	1,34,868	1,16,932
Net debt to equity ratio	0.71	0.67

*Debt is defined as long-term and short-term borrowings.

**Equity includes all capital and reserves of the Group.

48.3 Fair value measurements

The following table shows the carrying amounts and fair values of financial assets and financial liabilities:

Financial instrument by category

Particulars	As at March 31, 2025			As at March 31, 2024		
	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost
Financial assets						
Loans	-	-	127	-	-	9
Investments in equity instruments	-	3,912	713	-	4,098	670
Trade receivables	-	-	92,063	-	-	60,367
Cash and cash equivalents	-	-	4,034	-	-	3,644
Bank balances other than above	-	-	162	-	-	98
Other financial assets (excluding derivative instruments)	-	-	6,402	-	-	4,990
Derivative assets	37	-	-	33	-	-

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Particulars	As at March 31, 2025			As at March 31, 2024		
	FVTPL	FVOCI	Amortised Cost	FVTPL	FVOCI	Amortised Cost
Mutual fund investments (mandatorily measured at FVTPL)	3,430	-	-	2,823	-	-
Total financial assets	3,466	3,912	1,03,500	2,857	4,098	69,778
Financial liabilities						
Borrowings	-	-	99,450	-	-	82,247
Trade payables	-	-	76,046	-	-	42,244
Lease liability	-	-	6,509	-	-	3,089
Derivative liabilities	-	-	-	4	-	-
Other financial liabilities	-	-	16,802	-	-	8,956
Total financial liabilities	-	-	1,98,807	4	-	1,36,536

The group has not disclosed the fair values of financial instruments such as loans, trade receivables, cash and cash equivalents, bank balances other than above, other financial assets, borrowings, trade payables and other financial liabilities because their carrying amounts are at reasonable approximation of fair value.

48.3.1 The below table summarise the fair value hierarchy of the financial assets / liabilities:

Particulars	As at March 31, 2025	As at March 31, 2024	Fair Value Hierarchy (Level 1,2,3)*	Valuation technique
Financial assets				
a. Mutual fund investments (unquoted) (mandatorily measured at FVTPL)	3,430	2,823	2	Fair value is determined based on Net Assets Value published by respective funds.
b. Derivative assets (forward contracts)	37	33	2	The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currencies.
c. Investments in equity instruments measured at FVOCI	3,912	4,098	3	Fair value of the investment is determined based on the fair value of the net assets as furnished by the fund which in turn is determined using various significant unobservable inputs including the purchase price, developments concerning the investee company of the fund subsequent to acquisition, data and projections of investee company etc. The estimated fair value would increase or decrease depending upon changes to such inputs.
Total	7,379	6,954		

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Particulars	As at March 31, 2025	As at March 31, 2024	Fair Value Hierarchy (Level 1,2,3)*	Valuation technique
Financial liabilities				
Derivative liabilities	-	4	2	The fair value is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currencies.
Total	-	4		
Net financial assets / (liabilities)	7,379	6,950		

Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values.

Particulars	Amount
Balance at 1 April 2023	4,162
Acquisition of investments in equity instruments measured at FVOCI	850
Unrealised gain / (loss) on account of change in fair value	(950)
Capital distribution, net	36
Balance at 31 March 2024	4,098
Acquisition of investments in equity instruments measured at FVOCI	193
Unrealised gain / (loss) on account of change in fair value	403
Capital distribution, net	(782)
Balance at 31 March 2025	3,912

There have been no transfers among Level 1, Level 2 and Level 3 during the year ended March 31, 2025 and March 31, 2024.

* Fair value hierarchy (Level 1,2,3)

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

48.4 Financial risk management

The Group has adequate internal processes to assess, monitor and manage financial risks. These risks include market risk, credit risk, equity price risk and liquidity risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimise potential adverse effects on its financial performance. The primary market risk to the Group is foreign exchange risk. The Group uses derivative financial instruments to mitigate foreign exchange related risk exposures. The Group's exposure to credit risk is influenced mainly by the individual credit profile of each customer and the concentration of risk from the top few customers.

The risk management objective of the Group is to hedge risk of change in the foreign currency exchange rates associated with its direct & indirect transactions denominated in foreign currency. Since most of the transactions of the Group are denominated in its functional currency (INR), any foreign exchange fluctuation

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affects the profitability of the Group and its financial position. Hedging provides stability to the financial performance by estimating the amount of future cash flows and reducing volatility.

48.4.1 Market risk

Market risk is the risk that changes in the market prices - such as foreign exchange rates, interest rates and equity prices - will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The Group operates on a global platform and a portion of the business is transacted in multiple currencies. Consequently, the Group is exposed to foreign exchange risk through its sales in the United States, European Union and other parts of the world, and purchases from overseas suppliers in different foreign currencies. The Group holds derivative financial instruments such as foreign exchange forward and options contracts to mitigate the risk of changes in exchange rates on foreign currency exposures.

48.5 Foreign currency risk management

The Group undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters utilising forward foreign exchange and option contracts.

The carrying amounts of the Group's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	As at March 31, 2025		As at March 31, 2024	
	In equivalent INR		In equivalent INR	
Financial assets				
USD	17,742		18,118	
EUR	6,097		3,385	
GBP	34		31	
Financial liabilities				
USD	10,438		1,045	
EUR	3,421		143	
JPY	1,553		279	
CNY	819		-	
THB	48		-	
GBP	-		2	

48.5.1 Foreign currency sensitivity analysis

The Group is mainly exposed to US Dollar and EURO currencies. The following table details the group's sensitivity to a 5% increase and decrease against the relevant foreign currencies. 5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rates. The sensitivity analysis includes loans to foreign operations within the Group where the denomination of the loan is in a currency other than the functional currency of the lender or the borrower. A negative number below indicates a decrease in profit or equity where the Indian Rupee strengthens by 5% against the relevant currency. For a 5% weakening of the Indian Rupee against the relevant currency, there would be an opposite impact on the profit or equity.

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Particulars	Impact on profit or loss for the year		Impact on other components of equity as at the end of the reporting period	
	Strengthening	Weakening	Strengthening	Weakening
Increase/decrease by 5%				
2024-25				
USD	(203)	203	(162)	162
EUR	(134)	134	-	-
GBP	(2)	2	-	-
JPY	78	(78)	-	-
2023-24				
USD	(692)	692	(162)	162
EUR	(162)	162	-	-
GBP	(1)	1	-	-
JPY	14	(14)	-	-

In management's opinion, the sensitivity analysis is not a complete reflection of the inherent foreign exchange risk considering the fact that the exposure at the end of the reporting period does not reflect the exposure during the year.

48.5.2 Derivative Financial Instruments

The Group holds derivative financial instruments such as foreign currency forward and option contracts to mitigate the risk of changes in exchange rates on foreign currency exposures. The counterparty for these contracts is generally a bank or a financial institution. It is the policy of the Group to enter into forward foreign exchange contracts to cover specific foreign currency payments and receipts within a specific range. The Group also enters into forward foreign exchange contracts to manage the risk associated with anticipated sales and purchase transactions ranging from 6 months to one year by covering a specific range of exposure generated. Adjustments are made to the initial carrying amount of non-financial hedged items when the anticipated sale or purchase transaction takes place.

The foreign exchange forward and options contracts mature within 12 months. The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining period as of the Balance Sheet date:

Particulars	As at March 31, 2025	As at March 31, 2024
Sell USD		
Less than 3 months	6,746	7,282
Later than 3 months but upto 6 months	5,543	5,140
Total	12,289	12,422
Buy JPY		
Less than 3 months	(204)	(166)
Total	(204)	(166)
Buy Euro		
Less than 3 months	(276)	(82)
Total	(276)	(82)
Sell Euro		

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Particulars	As at March 31, 2025	As at March 31, 2024
Less than 3 months	2,709	2,066
Later than 3 months but upto 6 months	2,091	1,644
Total	4,800	3,710
Sell GBP		
Less than 3 months	24	32
Total	24	32
Buy CHN		
Less than 3 months	(31)	-
Total	(31)	-

The Group has designated foreign exchange forward contracts as cash flow hedges to mitigate the risk of foreign exchange exposure on highly probable forecast cash transactions. The related hedge transactions for balance in cash flow hedge reserve are expected to occur and reclassified to the Statement of Profit and loss within 3-12 months.

Hedge effectiveness is determined at the inception of the hedge relationship, and through periodic prospective effectiveness assessments to ensure that an economic relationship exists between the hedged item and hedging instruments, including whether the hedging instruments is expected to offset changes in cash flows of hedged items.

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and accounted for in profit or loss at the time of the hedge relationship rebalancing.

48.5.3 Interest rate risk management

The Group adopts appropriate policies to ensure that the interest rate risk exposure is at a fixed rate. This is achieved partly by entering into fixed-rate instruments and partly by borrowing at a floating rate.

If interest rate had been 50 basis points higher / lower and all other variables were held constant, the Group's profit for the year ended 31 March 2024 would decrease / increase by ₹497 Lakhs (₹411 Lakhs). This is mainly attributable to the Group's exposure to interest rates on its variable rate borrowing.

48.6 Other price risks

The Group is exposed to equity price risks arising from equity investments. Equity investments are held for strategic rather than trading purposes. The Group doesn't actively trade these investments.

48.6.1 Equity price sensitivity analysis

The sensitivity analyses below have been determined based on the exposure to equity price risks at the end of the reporting period.

If the fair value had been 1% higher / lower, profit for the year ended March 31, 2025 would increase / decrease by ₹39 Lakhs (March 31, 2024: ₹41 Lakhs) as a result of the changes in fair value of equity investments which have been irrevocably designated at FVTOCI.

48.7 Credit risk management

The Group applies the simplified approach to provide for expected credit losses prescribed by Ind AS 109, which permits the use of the lifetime expected loss provision for all trade receivables. It has computed expected credit losses based on a provision matrix which takes into account historical credit loss experience based on : a) Past trend of outstanding receivables over a rolling period of past 24 months and b) actual amount of outstanding receivables as on the reporting date.

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The Group's trade and other receivables consists of a large number of customers, across geographies, hence the Group is not exposed to concentration risk.

48.7.1 Expected credit loss for trade receivables under simplified approach

The Group has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience based on: a) Past trend of outstanding receivables over a rolling period of past 24 months and b) actual amount of outstanding receivables as on the reporting date.

48.7.2 Expected credit loss for cash and cash equivalents and other bank balances

The estimated gross carrying amount of default is Nil (31 March 2024: Nil) for cash and cash equivalents, other bank balances and other derivative instruments. Consequently there are no expected credit loss recognised for these financial assets. The credit risk on derivative financial instruments is limited because the counterparties are predominantly banks with high credit-ratings.

48.7.3 Expected credit loss for investments

The investments primarily relate to investment in mutual funds, power generating companies and other equity instruments. The Group maintains its investment with reputed banks / financial institutions. The credit risk on these instruments is limited because the counterparties are banks / financial institutions with high credit ratings assigned by international credit rating agencies.

48.7.4 Expected credit loss for other financial assets

The other financial assets primarily includes security deposits, tooling related receivables and others. The credit risk on these instruments is limited because the Group does not expect any non-performance by the counterparties.

48.8 Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the respective board of directors, which has established an appropriate liquidity risk management framework for the management of the respective company's short-term, medium-term and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

48.8.1 Liquidity and interest risk

The following tables detail the Group's remaining contractual maturity with agreed repayment periods. The below information has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The tables include both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period. The contractual maturity is based on the earliest date on which the Group may be required to pay.

The table below provides details regarding the contractual maturities of financial liabilities as at March 31, 2025

Particulars	Carrying amount	Less than 1 year	1-5 years	5 or more years	Total contractual cash flows
Borrowings	99,450	74,203	25,395	1,370	1,00,968
Trade payables	76,046	76,046	-	-	76,046
Lease liability	6,509	1,428	4,852	2,360	8,640
Other financial liabilities	16,798	16,629	169	-	16,798
Total	1,98,803	1,68,306	30,416	3,730	2,02,452

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at 31 March 2024

Particulars	Carrying amount	Less than 1 year	1-5 years	5 or more years	Total contractual cash flows
Borrowings	82,247	51,748	30,499	-	82,247
Trade payables	42,244	42,244	-	-	42,244
Lease liability	3,089	229	311	1,038	1,578
Other financial liabilities	8,956	8,796	160	-	8,956
Total	1,36,536	1,03,017	30,970	1,038	1,35,025

49 Business Combination

- During the year ended March 31, 2025, pursuant to a Share Purchase Agreement, the Holding Company acquired the balance stake of 51% held by NSK Japan in RNSS for a cash consideration of ₹4,500 lakhs, and accordingly, RNSS became a wholly owned subsidiary of RHL effective from September 19, 2024. RNSS was thereafter renamed as Rane Steering Systems Private Limited (RSSL).

The fair values of identifiable assets acquired as at the date of acquisition were:

Particulars	Amount (In lakhs)
Fair value of total assets acquired	79,998
Fair value of total liabilities acquired	70,736
Fair value of net assets acquired	9,262
Fair value of net assets acquired for 51% stake	4,724
Less: Purchase consideration	4,500
Capital reserve arising from bargain purchase	224

Cash paid on acquisition are included under Cash flow from investing activities.

Further, upon the completion of the applicable conditions precedent, RSSL received full and final settlement of historical warranty and other claims pursuant to the Settlement agreement from NSK Japan.

Exceptional item of ₹21,395 lakhs during the year ended March 31, 2025 represents the Company's gain arising from the aforesaid step acquisition (i.e. remeasurement of the existing 49% stake at fair value) and the settlement of warranty and other claims.

The acquired wholly owned subsidiary contributed revenue of ₹92,528 lakhs, Loss before exceptional items of ₹2,607 Lakhs during the year from the date of acquisition (i.e September 19, 2024) till March 31, 2025.

Fair valuation technique

Assets acquired	Valuation technique used
Property, plant and equipment - Land	Market approach - Sales comparison method: The value of the subject land has been assessed based on adopted land rate for similar type of comparables available for sale/ transacted from local market survey. Further, adopted land rate is multiplied with the land area to arrive at the market value of subject land.
Property, plant and equipment - Plant and machinery	Depreciated replacement cost method under Cost approach: In this method, the replacement cost new / reinstatement value of the assets is arrived based on indexation method. The multiplier is then applied to the original purchase price of the asset to arrive at the replacement cost new applicable as on valuation date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

FOR THE YEAR ENDED MARCH 31, 2025

(All amounts are in INR lakhs unless otherwise stated)

Assets acquired	Valuation technique used
Intangible assets	Multi Period Excess Earning Method (MPEEM): The value of an intangible asset is equal to the present value of the incremental after-tax cash flows attributable only to that asset. To quantify the cash flows attributable solely to the subject intangible asset, contributory asset charges are typically applied to account for the use of and/or required return on these assets. In applying the MPEEM method, the earnings expected to be generated by the intangible assets were forecasted over the estimated duration of the intangible asset. The earnings were then adjusted by taxes and the required return for the use of the contributory assets. The after-tax excess cash flows were then present valued to estimate the value of the intangible asset as of the Valuation Date. The value arrived at is also adjusted to reflect the benefit in the form of tax saving on the amortization of the asset under consideration.

2. Amalgamation of REVL and RBL with RML

- (a) Pursuant to the approval of the Scheme of Amalgamation ('the Scheme') by Hon'ble National Company Law Tribunal (NCLT) vide its order dated March 24, 2025, two subsidiaries of the Company viz. RBL and REVL, merged into RML (another subsidiary), effective from April 1, 2024. The amalgamation has been accounted by RML in accordance with "Pooling of interest method" as laid down in Appendix C - 'Business combinations of entities under common control' of Ind AS 103 notified under Section 133 of the Companies Act read with the Companies (Indian Accounting Standards) Rules, 2015. Since, all the three entities were controlled by RHL, the merger has no material impact on the consolidated financial statements of RHL.
- (b) As per the Scheme, 9 (Nine) equity shares of ₹10/- each of RML will be issued for every 20 (Twenty) equity shares of ₹10/- each held in REVL and 21 (Twenty-One) equity shares of ₹10/- each of RML will be issued for every 20 (Twenty) equity shares of ₹10/- each held in RBL.

50. Events after reporting date

The Group has evaluated subsequent events from the balance sheet date through May 30, 2025, the date on which the consolidated financial statements were authorised for issue, and determined that there are no items to disclose other than disclosed in Note 3 and 21.

51. Approval of consolidated financial statements

The consolidated financial statements were approved for issue by the Board of Directors on May 30, 2025.

As per our report of even date attached

For B S R & Co. LLP

Chartered Accountants

Firm's Registration No.: 101248W/W-100022

S Sethuraman

Partner

Membership No.: 203491

Place: Chennai

Date: May 30, 2025

**For and on behalf of the Board of Directors of
Rane Holdings Limited**

Harish Lakshman

Vice Chairman and

Joint Managing Director

DIN:00012602

Ganesh Lakshminarayanan

Chairman and Managing Director

DIN:00012583

J Ananth

Chief Financial Officer

Siva Chandrasekaran

Company Secretary

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statements of subsidiaries / joint venture / associate

Part "A": Subsidiaries

1. Sl. No.	2. Name of the subsidiary	3. Date of incorporation / acquisition of subsidiary	4. Reporting period for the subsidiary concerned, if different from the holding company's reporting period	5. Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	6. Share capital	7. Reserves & surplus	8. Total assets	9. Total Liabilities	10. Investments	11. Turnover (including Other Income)	12. Profit / (Loss) before taxation	13. Provision for taxation	14. Profit / (Loss) after taxation	15. Proposed Dividend	16. % of shareholding	1. ₹ In Lakhs USD in Thousands Euro in Thousands	2. ₹ In Lakhs USD in Thousands Euro in Thousands	3. ₹ In Lakhs USD in Thousands Euro in Thousands
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	1. ₹ In Lakhs USD in Thousands Euro in Thousands	2. ₹ In Lakhs USD in Thousands Euro in Thousands	3. ₹ In Lakhs USD in Thousands Euro in Thousands
1.	Rane (Madras) Limited	18-05-2005	18-09-2024	25-08-2011	1,627	65,462	2,26,912	1,59,823	669	3,42,142	7,790	4,025	3,765	₹8 per share	63.80%	100.00%	100.00%	
2.	Rane Steering Systems Private Limited (formerly known as RNSS)*				1,790	6,631	66,412	57,991	44	92,646	14,993	5,908	9,085	-	-	1USD = ₹85.61	USD	1EURO = ₹92.36
3.																1USD = ₹85.61	INR	1EURO = ₹92.36
4.	No	No	No	No	1,790	6,631	386	148	44	1,566	102	29	74	-	-	20	10	25
5.	No	No	No	No	6,631	386	331	127	-	1,325	87	24	63	-	-	194	45	47
6.																218	119	110
7.																331	119	110
8.																127	49	45
9.																44	-	-
10.																-	-	-
11.																-	-	-
12.																-	-	-
13.																-	-	-
14.																-	-	-
15.																-	-	-
16.																-	-	-

*During the year ended March 31, 2025, pursuant to a Share Purchase Agreement, Rane Holdings Limited ('RHL') acquired the remaining stake of 51% held by NSK Japan (joint venture partner) in Rane steering Systems Limited(RSSL) (formerly known as Rane NSK Steering Systems Limited), and accordingly, RNSS became a wholly owned subsidiary of RHL effective from September 19, 2024. The financial results of RSSL (hitherto accounted by RHL as an equity accounted investee) have been consolidated by RHL on a line by line basis effective September 19, 2024.

For and on behalf of the Board of Directors of Rane Holdings Limited

Ganesh Lakshminarayanan
Chairman and Managing Director
DIN:00012583

Harish Lakshman
Vice Chairman and Joint Managing Director
DIN:00012602

Siva Chandrasekaran
Company Secretary

J Ananth
Chief Financial Officer

Place: Chennai
Date: May 30, 2025

Part "B": Joint venture / associate

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Joint Venture / associate

₹in Lakhs

Particulars	Joint venture / associate entities	
	ZF Rane Automotive India Private Limited	Rane NSK Steering Systems Private Limited
1. Latest audited balance sheet date	March 31, 2025	March 31, 2025
2. Date on which Joint venture was incorporated / acquired	03-07-1987	22-03-1995
3. Share of joint venture / associate entities held by the company on the year end		
Number of shares	42,81,740	87,71,000*
Amount of investment	2,285	1,012*
Extent of holding %	49.00%	49.00%
4. Description of how there is significant influence	Note 1	Note 1
5. Reason why the joint venture / associate entities are not consolidated	Note 2	Note 2
6. Networth attributable to shareholding as per latest audited balance sheet	26,817	Note 3
7. Profit / (loss) for the year		
i. Considered in consolidation	4,484	(958)*
ii. Not considered in consolidation	4,667	(998)*

* till the date of cessation of Joint Venture

Note 1 : There is significant influence due to percentage (%) of Share Capital.

Note 2 : The results of the Joint venture / associate are incorporated in the consolidated financial statements using Equity Method of accounting

Note 3 : RSSL(formerly known as RNSS) ceased to be JV/associate w.e.f 18th September, 2024 & became wholly owned subsidiary of the company. The financial results of RSSL (hitherto accounted by RHL as an equity accounted investee) have been consolidated by RHL on a line by line basis effective September 19, 2024.

**For and on behalf of the Board of Directors of
Rane Holdings Limited**

Harish Lakshman

Vice Chairman & Joint Managing Director
DIN:00012602

Ganesh Lakshminarayanan

Chairman & Managing Director
DIN:00012583

Place: Chennai

Date: May 30, 2025

J Ananth

Chief Financial Officer

Siva Chandrasekaran

Company Secretary



Rane Holdings Limited
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